

# VIDLI RESTAURANTS LIMITED

Reg. Office: Office No. 501, 5<sup>th</sup> Floor, Jai Antariksh, Makwana Road, Marol, Andheri (East), Mumbai - 400059  
T: +91 22 49708389 \* W: www.kamatsindia.com \* E: cs@kamatsindia.com  
CIN No.: L55101MH2007PLC173446

Date: 31<sup>st</sup> July, 2019

To,  
**Listing Department**  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai-400001.

Scrip Code: 539659  
Scrip ID: VIDLI

Dear Sir/Madam,

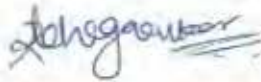
**Sub: Disclosure pursuant to Regulation 30 read with Para A, Part A of Schedule – III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Further to our disclosure pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and submission under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on 12<sup>th</sup> July, 2019, we state that, since the dispatch of 12<sup>th</sup> Annual Report on 11<sup>th</sup> July, 2019 to the members contained incomplete Auditor's Report, the Company has on 30<sup>th</sup> July, 2019 dispatched the complete Auditor's Report and its Annexures to the members through courier and email.

A copy of the 12<sup>th</sup> Annual Report having complete Auditor's Report and its Annexures is enclosed herewith.

Kindly take the same in your records.

Thanking You  
For Vidli Restaurants Limited



Sneha Lohogaonkar  
Company Secretary  
Membership No. 49891  
Encl: a/a

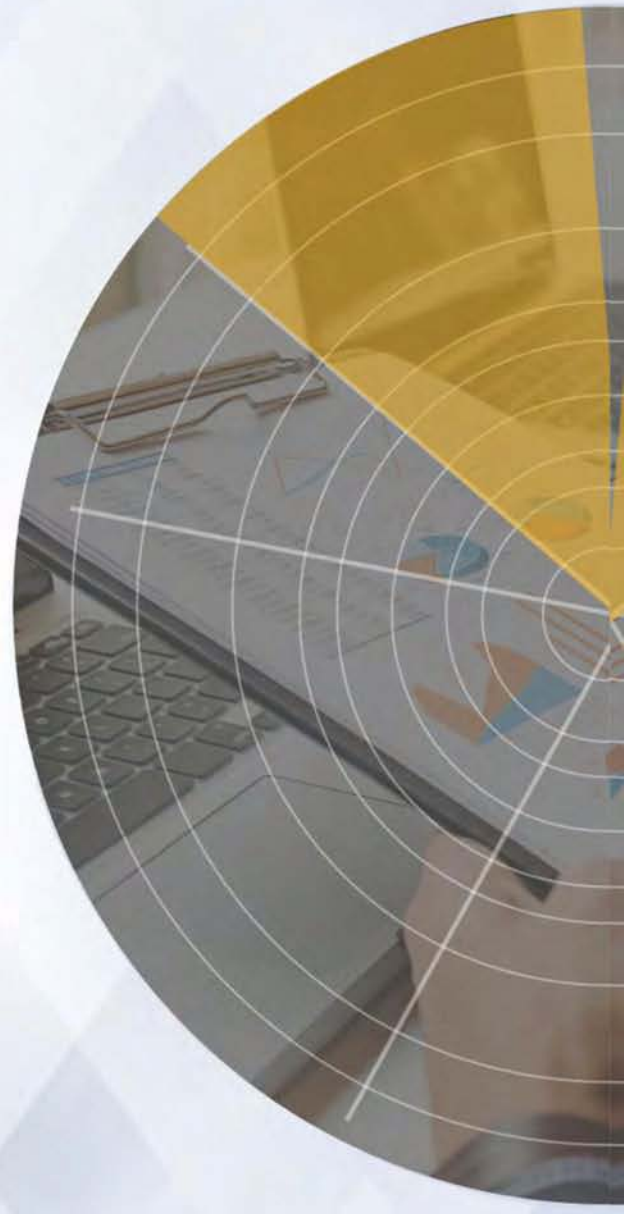


VIDLI RESTAURANTS LIMITED



12<sup>TH</sup> ANNUAL REPORT 2018 - 19

2



19



## No. of Outlets



## Turnover (Rs. In Lakhs)



## EBIDTA (Rs. In Lakhs)



## Profit After Tax (Rs. In Lakhs)





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## Board of Directors

Mr. Ramnath Pradeep – Chairman  
Ms. Vidhi V. Kamat – Managing Director  
Mr. Arun Jain – Director  
Mr. Kurian Chandy – Director

## Company Secretary and Compliance Officer

Ms. Sneha D. Lohogaonkar  
(Appointed w.e.f 21<sup>st</sup> February, 2019)  
Ms. Vibha D. Mehta  
(Resigned w.e.f. 15<sup>th</sup> September, 2018)

## Chief Financial Officer

Mr. Ravindra Shinde

## Statutory Auditors

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

## Internal Auditors

M/s J B Kadge & Co, Chartered Accountant

## Bankers

HDFC Bank  
YES Bank  
Kotak Mahindra Bank Limited  
IDBI Bank

## Registered Office

Office No. 501, 5th Floor, Jai Antariksh,  
Makwana Road, Marol, Andheri (East),  
Mumbai - 400059.  
Tel No.: 022 - 4970 8389  
Email : [cs@kamatsindia.com](mailto:cs@kamatsindia.com)  
Website : [www.kamatsindia.com](http://www.kamatsindia.com)

## Registrars and Share Transfer Agents

Bigshare Services Private Limited  
1st Floor, Bharat Tin Works Building,  
Opp. Vasant Oasis, Makwana Road,  
Marol, Andheri East, Mumbai - 400059.  
Tel No. +91-22-62638200  
Fax: +91-22-62638299  
Email: [investor@bigshareonline.com](mailto:investor@bigshareonline.com)  
Website: [www.bigshareonline.com](http://www.bigshareonline.com)



**NOTICE**

**Notice** is hereby given that the 12<sup>th</sup> Annual General Meeting of the members of Vidli Restaurants Limited will be held on Friday, the 09<sup>th</sup> day of August, 2019 at T-24 Hotel, Church Road, Near Airport Road Metro Station, Vijay Nagar Colony, Andheri East, Mumbai 400059 at 11.00 a.m. to transact the following business:

**ORDINARY BUSINESS:**

- 1) To receive, consider and adopt the Audited financial statements of the Company for the year ended on 31<sup>st</sup> March, 2019 and Reports of the Board and the Auditors thereon.
- 2) To appoint a Director in place of Ms. Vidhi V. Kamat (DIN: 07038524) who retires by rotation and being eligible offers herself for re-appointment.

**SPECIAL BUSINESS:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Meeting of Board and its Power), Rules, 2014 made there under, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (including any statutory modification or re-enactment thereof) and any other applicable rules, regulations, laws, circulars, notifications and also pursuant to the approval of the Audit Committee and Board of Directors of the Company vide resolutions passed at their respective meetings, the consent of members of the Company be and is hereby accorded to the related party transactions entered into by the Company as per details set out at item no.3 of the statement annexed to this notice.

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

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

**“RESOLVED THAT** pursuant to Section 197 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof), approval and consent of the members of the Company be and is hereby accorded to waiver of excess remuneration of ₹ 3,23,195/- and ₹ 2,24,280/- paid to Ms. Vidhi V. Kamat, Managing Director of the Company for the financial years 2017-18 and 2018-19 respectively over and above the limits prescribed under Section 197 and other applicable provisions, if any, of the Companies Act, 2013.

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

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

**Place: Mumbai**

**Date: 18<sup>th</sup> May, 2019**

**Registered Office:**

Office No. 501, 5th Floor, Jai Antariksh,  
Makwana Road, Marol. Andheri (East),  
Mumbai - 400059

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

**NOTES:**

- 1) (a) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- (b) A person appointed as proxy shall act as a proxy on behalf of such member or number of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- 2) The instrument appointing a proxy must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

Every member entitled to vote at a meeting of the Company or on any resolution to be moved thereat, shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the 12<sup>th</sup> Annual General Meeting and ending with the conclusion of the said Annual General Meeting, to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than three days of notice in writing of the intention so to inspect is given to the Company.

- 3) A Statement pursuant to Section 102 of the Companies Act, 2013 in relation to the special business of the meeting is annexed as Annexure I to the Notice.
- 4) Ms. Vidhi V Kamat, retires by rotation and being eligible offers herself for re-appointment. The details pertaining to the aforesaid director as required under Clause 1.2.5 of Secretarial Standards on General Meetings and Regulation 26(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 is furnished in Annexure II to the Notice.
- 5) The route map and prominent landmark of the venue of the 12<sup>th</sup> Annual General Meeting as required under Clause 1.2.4 of the Secretarial Standards on the General Meeting is annexed herewith as Annexure III to the Notice.
- 6) The members or proxies are requested to bring with them the Annual Report, as extra copy of the same will not be supplied at the meeting as per usual practice.
- 7) The Shareholders are requested to notify changes, if any, in their address to their depository participants in respect of their holding in electronic form and to the Registrars and Share Transfer Agents of the Company, M/s. Bigshare Services Private Limited having office at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai, Maharashtra 400059, Tel No. +91-22-62638200 Fax: +91-22-62638299, Email: [investor@bigshareonline.com](mailto:investor@bigshareonline.com) Website: [www.bigshareonline.com](http://www.bigshareonline.com) in respect of their holding in physical form.
- 8) The record date for the purpose of Annual General Meeting will be 2<sup>nd</sup> August, 2019.
- 9) In view of various advantages, the members are requested to avail the facility of dematerialization of the Company's shares.
- 10) The members of the Company holding their shares in physical form or in dematerialized form, who have not registered their e-mail ID and Mobile number with the Company or Depository Participant, to receive documents like Notice, Annual Reports and alike correspondence through electronic mode are requested to send their e-mail IDs and Mobile number either to the Company's ID : [cs@kamatsindia.com](mailto:cs@kamatsindia.com) or Registrars and Share Transfer Agents email id: [investor@bigshareonline.com](mailto:investor@bigshareonline.com) or to Depository Participant.
- 11) Annual Report 2018-19 are being sent by electronic mode, only to those members who have registered their email addresses with the Company/ Depository Participant, unless any member has requested for a physical copy of the same. Annual Report 2018-19 are being sent by physical mode to those members who have not registered their email addresses with the Company/ Depository Participant. Members may please note that the Annual Report 2018-19 is available on the website of the Company viz. [www.kamatsindia.com](http://www.kamatsindia.com)
- 12) The members are requested to handover the enclosed attendance slip duly signed as per their specimen signature(s) registered with the Company for admission to the meeting hall.
- 13) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Registrars and Share Transfer Agents, M/s. Bigshare Services Private Limited.
- 14) E-VOTING:
  - I) Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company is pleased to announce that the Company is providing facility to the members to cast their votes on all the businesses mentioned in the Notice through electronic means. It may please be noted that the e-voting is optional.
  - II) For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e- voting to enable the shareholders of the Company to cast their votes electronically.
  - III) The Board of Directors of the Company has appointed M/s. Pooja Sawarkar & Associates, Practising Company Secretary, Mumbai, as scrutinizer to conduct and scrutinize the remote e-voting and voting at the 12<sup>th</sup> Annual General Meeting in a fair and transparent manner.
  - IV) The details of the process and manner for remote e-voting are explained herein below:
    - Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>
    - Step 2: Cast your vote electronically on NSDL e-Voting system.



**Details on Step 1 are mentioned below:**

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under "Shareholders" section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 110985 then user ID is 10985001***.

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the "initial password" which was communicated to you. Once you retrieve your "initial password", you need to enter the "initial password" and the system will force you to change your password.
- c) How to retrieve your "initial password"?
  - i. If your email ID is registered in your demat account or with the company, your "initial password" is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your "User ID" and your "initial password".
  - ii. If your email ID is not registered, your "initial password" is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.



**Details on Step 2 are mentioned below:**

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" (E-Voting Event Number) 110985 of Vidli Restaurants Limited.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a 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 email to [cs@kamatsindia.com](mailto:cs@kamatsindia.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
  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](http://www.evoting.nsdl.com) to reset the password.
- V) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- VI) The remote e-voting period commences on Tuesday, 6<sup>th</sup> August, 2019 (9:00 AM) and closes on Thursday, 8<sup>th</sup> August, 2019 (5:00 PM). At the end of the remote e-voting period, the portal where votes are cast shall forthwith be blocked.
- VII) The Cut of date: 2<sup>nd</sup> August, 2019.

Persons who have become members of the Company after the date of dispatch of notice by the Company, may apply to NSDL for receiving their User ID and Password required for remote e-voting.

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

- VIII) M/s. Pooja Sawarkar & Associates, Practicing Company Secretary, Mumbai, the scrutinizer will unblock the votes in presence of at least two witnesses not in the employment of the Company and make a scrutinizer's report of the votes cast in favor or against, if any and submit the same to Mr. Ramnath Pradeep, Chairman of the Company on or before 12<sup>th</sup> August, 2019.
- IX) The results along with the scrutinizer's report shall be placed on the website of the Company immediately after the same is declared.
- X) Subject to receipt of sufficient votes, the resolution shall be deemed to be passed on the date of 12<sup>th</sup> Annual General Meeting.
- XI) Remote e-voting facility shall not be available beyond 8<sup>th</sup> August, 2019 (5:00 PM).
- XII) Company shall provide voting facility at the meeting by way of Polling Paper.

The members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

The members who have already exercised their vote by way of remote e-voting shall be entitled to participate in the meeting but shall not be allowed to vote.

- XIII) Names of the members appearing in the Register of Members as on 2<sup>nd</sup> August 2019 shall only be entitled to vote.

- XIV) Members are requested to address the grievance connected with facility for voting by electronic means to the Compliance officer of the Company, Email ID: [cs@kamatsindia.com](mailto:cs@kamatsindia.com); Tel No: 022 - 4970 8389.

XV) Public Notice under Rule 20(4)(V) of the Companies (Management and Administration) Rules, 2014 as amended, will be placed on the website of the Company.

XVI) Members holding shares, both physical and demat, are entitled to vote through remote e-voting.

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

**Place: Mumbai**

**Date: 18<sup>th</sup> May, 2019**

**Registered Office:**

Office No. 501, 5th Floor, Jai Antariksh,  
Makwana Road, Marol, Andheri (East),  
Mumbai - 400059

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

## ANNEXURE I TO THE NOTICE

### STATEMENT SETTING OUT THE MATERIAL FACTS AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013.

**Item No. 3:**

The Company has, inter alia, entered into following transactions with Related Parties falling under preview of Section 188 of the Companies Act, 2013.

Sr. No.	Name(s) of Related Party & Nature of Relationship	Nature and particulars of Contract	Material Terms	Duration of Contract/ Arrangement/ Transactions	Date of approval by Board / Committee
1	Conwy Hospitality Private Limited  Common directorship and shareholding by	Sale/ supply of goods or materials	Supply of food premix, ready to eat food products of the Company for consideration which will be up to 1% above the regular sale price of the products, as charged to Franchisees of the Company.	5 years	18 <sup>th</sup> May, 2019
2	Ms. Vidhi V. Kamat, Managing Director.	Avail property on lease	Availing the property of Conwy Hospitality Private Limited situated at Silvassa on lease at rent of Rs. 20,000/- per month and security deposit of Rs. 15,00,000/- with interest at rate of 8% p.a.	60 months	18 <sup>th</sup> April, 2019
3	Spicetree Hospitality LLP Mr. Kurian Chandy, Director of the Company is a Partner and Mr. Vikram V. Kamat, relative of Managing Director of the Company is Designated Partner in Spicetree Hospitality LLP.	Sale/ supply of goods or materials	Supply of food premix, ready to eat food products of the Company for consideration which will be up to 1% above the regular sale price of the products, as charged to Franchisees of the Company.	2 years	3 <sup>rd</sup> November, 2018

The said transactions had been duly approved by the Board and the Audit Committee at their respective meetings mentioned above as per provisions of Section 188(1) and 177 of the Companies Act, 2013. No advances were received in any transaction before the approval of the Board and the Audit Committee.

First proviso to Section 188(1) of the Companies Act, 2013, inter alia, states that no transactions exceeding such sums, as may be prescribed, shall be entered into except with the prior approval of the company by a resolution. Rule 15(3) of the Companies (Meetings of Board and its Powers), Rules, 2014 as amended states that for the purposes of first proviso to sub-section (1) of section 188, except with the prior approval of the company by a resolution, a company shall not enter into a transaction or transactions, where the transaction or transactions to be entered into- (a) as contracts or arrangements with respect to clauses (a) to (e) of sub-section (1) of section 188, with criteria as mentioned below:

- (i) sale, purchase or supply of any goods or materials, directly or through appointment of agent, amounting to ten per cent. or more of the turnover of the company or rupees one hundred crore, whichever is lower, as mentioned in clause (a) and clause (e) respectively of sub-section (1) of section 188.
- (iii) leasing of property of any kind amounting to ten percent or more of the net worth of company or ten per cent or more of turnover of the company or rupees one hundred crore, whichever is lower, as mentioned in clause (c) of sub-section (1) of section 188.

The aforementioned transactions relates to supply of goods or materials and to avail the property on lease.

The related party transactions of the Company, mentioned above, presently do not exceed the limits prescribed under Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers), Rules, 2014 and hence the prior approval of the members of the Company was not required.

The aggregate transaction value during the remaining tenure of the respective agreements with related parties may exceed the prescribed limits under Section 188 of the Companies Act, 2013 read with Rule 15(3) of the Companies (Meetings of Board and its Powers), Rules, 2014. Hence the approval of the members of the Company at the Annual General meeting is proposed to be obtained as per the first proviso to Section 188 of the Companies Act, 2013.

The Board is of the opinion that the aforesaid related party transactions are in the best interests of the Company.

The Directors recommend the passing of the resolution set out in Item No. 3 of the accompanying Notice as an Ordinary resolution.

Except for Ms. Vidhi V. Kamat and Mr. Kurian Chandy there is no concern or interest, financial or otherwise of any director, key managerial personnel of the Company or their relatives in respect of the said resolution.



**Item No. 4:**

The Company has paid remuneration to Ms. Vidhi V. Kamat, Managing Director of the Company for the Financial Year 2017-18 and 2018-19 as per the recommendation of the Nomination and Remuneration Committee and as approved by the Board of Directors and members of the Company.

The profits of the Company during the financial year 2017-18 and 2018-19 were inadequate and the remuneration paid to Ms. Vidhi V. Kamat was in excess of the limits laid down under Section 197 of the Companies Act, 2013 and rules made thereunder.

Section 197 (9) of the Companies Act, 2013 provides that 'If any director draws or receives, directly or indirectly, by way of remuneration any such sums in excess of the limit prescribed by this section or without approval required under this section, he shall refund such sums to the company, within two years or such lesser period as may be allowed by the company, and until such sum is refunded, hold it in trust for the company.'

Section 197 (10) of the Companies Act, 2013 as amended provides that 'The company shall not waive the recovery of any sum refundable to it under subsection (9) unless approved by the company by special resolution as amended within two years from the date the sum becomes refundable.'

The approval of the members of the Company is sought under Section 197(10) of the Companies Act, 2013 for waiver of recovery of excess remuneration paid to Ms. Vidhi V. Kamat financial year 2017-18 and 2018-19.

The Board of Directors at its meeting held on 18<sup>th</sup> May, 2019, has given its consent to seek approval of the members of the Company under Section 197(10) of the Companies Act, 2013 for waiver of recovery of excess remuneration paid to Ms. Vidhi V. Kamat financial year 2017-18 and 2018-19.

The Directors recommend the passing of the resolution set out in Item No. 4 of the accompanying Notice as a Special resolution.

Except for Ms. Vidhi V. Kamat there is no concern or interest, financial or otherwise of any director, key managerial personnel of the Company or their relatives in respect of the said resolution.

## ANNEXURE II TO THE NOTICE

Details of the directors proposed to be appointed/ re-appointed as per point 1.2.5 of Secretarial Standards on General Meetings and Regulation 26(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name	Ms. Vidhi V. Kamat
Age	34 years
Qualifications	Science graduate (BSc) with specialization in Hotel Management
Experience	Ms. Vidhi Kamat is a Science graduate (BSc) with specialization in Hotel Management from the Institute of Hotel Management, Catering Technology and Applied Nutrition (IHMCATAN), Pune. She has worked in various Hotels Chains Like Mariot, Kamat Group etc.
Terms and conditions of appointment including details of remuneration	<p>Ms. Vidhi V. Kamat holds the office of Managing Director w.e.f 7<sup>th</sup> October, 2015 to 8<sup>th</sup> October, 2020.</p> <p>Ms. Vidhi V. Kamat will not be paid any fee for attending the meetings of the Board or any committee thereof. She will be paid remuneration as per the special resolution passed by the members at the extra-ordinary general meeting of the Company held on 7th October, 2015 and as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors the Company from time to time.</p> <p>Ms. Vidhi V. Kamat, will be liable to retire by rotation.</p> <p>Other terms and conditions are mentioned in the letter for appointment which is available for inspection by members on all working days except holidays from 11.00 a.m to 5.00 p.m till 08<sup>th</sup> August, 2019 at the registered office of the company.</p>
Last drawn remuneration	₹3,74,112.
Date of first appointment by the Board of Directors of the Company	26 <sup>th</sup> December, 2014
Shareholding in the Company	5,42,000 Equity Shares
Relationship with other directors and Key Managerial Personnel of the Company	None
Number of meetings attended during the financial year 2018-19	4
Other directorship, membership/ chairmanship of committees of other board	<p>Director in: 1. Conwy Hospitality Private Limited 2. Vits Hotels Worldwide Private Limited 3. Vitizen Hotels Limited 4. Highlife Hotels Private Limited</p> <p>*Membership/ Chairmanship in committees: Chairman - NIL</p> <p>Membership - 1. Stakeholder Relationship Committee of Vidli Restaurants Limited</p>
Justification for appointment of Director	The Company will benefit from her qualification, expertise and experience.

\* For the purpose of disclosure of Membership/ Chairmanship only Audit Committee and Stakeholder Relationship Committee are considered.





## BOARD'S REPORT

To,  
The Members,  
Vidli Restaurants Limited

Your Directors are pleased to present the 12<sup>th</sup> Annual Report together with the Audited Financial Statement of the Company for the year ended 31<sup>st</sup> March, 2019.

### FINANCIAL SUMMARY

The financial summary for the year under review is as below:

(Amount in ₹)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Total Income	4,69,78,750	5,50,27,947
Profit Before Interest, Depreciation & Taxation	50,27,801	34,15,819
Less: Interest and Finance Charges (net)	7,19,129	5,64,951
Less: Depreciation	15,69,805	14,22,459
<b>Profit Before Tax</b>	<b>27,38,867</b>	<b>14,28,409</b>
Add / (Less) : Prior Period Adjustment- Income Tax	1,93,677	-
Add / (Less) : Provision for current tax	(6,76,000)	(2,02,000)
Add / (Less) : MAT Credit Entitlement	-	1,98,000
Add / (Less) : Deferred tax	(1,31,149)	57,240
Add / (Less) : Mat Credit Entitlement Reversed	(1,98,000)	-
<b>Profit After Tax</b>	<b>19,27,395</b>	<b>14,81,649</b>
Less: Proposed Dividend / Interim Dividend including tax on dividend	-	-
Add / (Less) : Surplus Brought Forward from previous year	65,53,802	50,72,153
Transfer to reserves	NIL	NIL
<b>Balance carried to Balance Sheet</b>	<b>84,81,197</b>	<b>65,53,802</b>

### STATE OF THE COMPANY'S AFFAIRS

During the year under review, your Company registered turnover of ₹ 4,22,09,201/- as compared to ₹ 4,91,47,462/- in the previous year. i.e. decrease of 14.12% over the previous year. Further, the Company has earned profit before tax of ₹ 27,38,867/- as compared to ₹ 14,28,409/- in the previous year i.e. increase of 91.75% over the previous year.

The Company's business is that of Hospitality.

The core business of the Company is to grant franchises under the Trade Mark "VithalKamats"/ "Kamats" to restaurants for serving hygienic and standardized food. The franchises under the said brand are pure veg restaurants serving authentic and delicious pure vegetarian food and their speciality lies in the South Indian cuisine. The presence of the franchisee outlets are throughout India and majority in Maharashtra situated on highways and in cities in the format of Fine Dine-in, Food Court and Kiosks. As on March 31, 2019, there were 52 Franchise outlets in operations and 9 are in pipeline. In view of non-implementation of the prescribed standards, low sales/ high expenditure, 8 franchise units of the Company were closed during the financial year ended March 31, 2019.

Considering the saturation levels reached on highways and the next to being city outlets, brands with higher average per customer sales are required for which it was decided to add to the existing brand, additional brands that will appeal to city crowd as well as urban franchises who need higher sales to justify the higher costs. Hence after analysis and research, the Company diversified and launched the following mentioned brands to allow growth of the Company and reduce dependency on one brand. Further, these brands are 100% owned by the Company and are Company's intellectual property. Further, the Company is looking to strengthen its number of units by using the multi brand approach.

During the year under review the Company has developed the brand 'Urban Dhaba – The Rich Taste of Punjab'; 'Pepper Fry Veg Multi-Cuisine Kitchen – by Kamats'; 'WaahMalvan'; 'House of Kamats'.

The concept of 'Urban Dhaba – The Rich Taste of Punjab' is a restaurant with Punjabi dhaba theme serving Indian, North Indian, veg and non-veg food with live music and live bar. This concept is launched to be located at metro cities and outskirts of cities to target crowd of all ages. 'Pepper Fry Veg Multi-Cuisine Kitchen – by Kamats' is created to be a fun and casual neighbourhood multi-cuisine restaurant having creative spin on world cuisine and regional fair. This concept is launched to be located at metros and highly populated cities. 'WaahMalvan' is a restaurant having rich and unique taste of Malvan cuisine covering all the malvani dishes from the Konkan Region providing unique course of coastal cuisine, prepared by expert chefs. 'WaahMalvan' is mainly focussed to be opened under franchisee and or owned model in Mumbai, Pune and Nashik in First Phase.

As on March 31, 2019, there were 2 franchise outlets in operations under 'Urban Dhaba – The Rich Taste of Punjab' and 5 are in pipeline; 1 outlet in operations under 'Pepper Fry Veg Multi-Cuisine Kitchen – by Kamats' and 1 franchise outlets in operations under 'WahMalvan' and 5 outlets are in pipeline.

Further, to capitalize on the existing line of business activity in packed ready to eat eatables and various food products including but not limited to chivdas, namkeen, bhel peanuts etc., under the brand '*House of Kamats*', the Company is in process of setting up a unit at Silvassa.

The management believes that the expansion in business line will provide the Company with much needed boost to the turnover and the bottom line.

During the year under review, there has been no change in the nature of the business of the Company. Further, there were no significant and material order passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

## **RISK MANAGEMENT AND INTERNAL CONTROL**

Your Company recognizes that risk is an integral part of business and is committed to managing the risks in a proactive and efficient manner.

The Board of the Company at regular intervals monitors the financial, operational and legal risk to the Company. There is no risk which, in the opinion of the Board, may threaten the existence of the Company.

The internal financial controls are adequate and are monitored at regular intervals.

## **DIVIDEND**

In order to conserve the resources of the Company and for long term requirement of funds, the Board of Directors has not recommended any dividend for the financial year ended March 31, 2019.

## **DEPOSITS**

There was no deposit accepted by the Company within the meaning of Section 73 and 76 of the Companies Act, 2013 and Rules made there under at the beginning of the year. The Company has not invited or accepted deposit during the year and there was no deposit which remained unpaid or unclaimed at the end of the financial year March 31, 2019.

## **SUBSIDIARIES/ JOINT VENTURES/ ASSOCIATE COMPANIES**

As on 31st March, 2019, the Company did not have any subsidiaries/ joint ventures companies/ associate companies.

## **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

During the year, Ms. Vibha D. Mehta has resigned from the post of Company Secretary and Compliance Officer of the Company w.e.f. 15<sup>th</sup> September, 2018 and Ms. Sneha D. Lohogaonkar was appointed as the Company Secretary and Compliance Officer of the Company w.e.f. 21<sup>st</sup> February, 2019.

As per Section 152(6) of the Companies Act, 2013, Ms. Vidhi V Kamat retires by rotation and being eligible offers herself for re-appointment as the Director of the Company.

## **COMPOSITION OF THE BOARD AND STATUTORY COMMITTEES FORMED THEREOF**

### Board of Directors:

Sr. No	Name	Nature of Directorship
1	Mr. Ramnath Pradeep	Chairman and Independent Director
2	Ms. Vidhi V. Kamat	Managing Director
3	Mr. Arun Jain	Independent Director
4	Mr. Kurian Chandy	Non-Executive Non-Independent Director

### Audit Committee:

Sr. No	Name	Nature of Directorship
1	Mr. Ramnath Pradeep	Chairman
2	Mr. Kurian Chandy	Member
3	Mr. Arun Jain	Member

### Nomination and Remuneration Committee:

Sr. No	Name	Nature of Directorship
1	Mr. Arun Jain	Chairman
2	Mr. Ramnath Pardeep	Member
3	Mr. Kurian Chandy	Member



Stake Holders Relationship Committee:

Sr. No	Name	Nature of Directorship
1	Mr. Arun Jain	Chairman
2	Mr. Kurian Chandy	Member
3	Ms. Vidhi V. Kamat	Member

**NUMBER OF MEETINGS OF THE BOARD**

During the financial year 2018-19, 4 (four) meetings of the Board of Directors were held on 12th May, 2018, 10th August, 2018, 03rd November, 2018 and 21st February, 2019.

Disclosure of attendance of Board Meetings by the directors as per clause 9 of the Secretarial Standard on meetings of the Board of Directors:

Dates of Board Meeting	Name of the Director			
	Mr. Ramnath Pradeep	Ms. Vidhi V. Kamat	Mr. Arun Jain	Mr. Kurian Chandy
12th May, 2018	Yes	Yes	Yes	Yes
10th August, 2018	Yes	Yes	Yes	Yes
03rd November, 2018	Yes	Yes	Yes	Yes
21st February, 2019	Yes	Yes	Yes	Yes

**DECLARATION BY INDEPENDENT DIRECTORS**

The Company has received declaration from Mr. Arun Jain and Mr. Ramnath Pradeep, Independent Directors of the Company as required under Section 149(7) of the Companies Act, 2013 to the effect that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and that they will abide by the provisions specified in Schedule IV to the Companies Act, 2013. The Board has taken on record the declarations received from Mr. Arun Jain and Mr. Ramnath Pradeep.

**EVALUATION**

The formal evaluation of the Board as a whole, Independent and Non-Independent Directors of the Company was done at the respective meetings of Independent Directors and Board of Directors held on 21st February, 2019.

The performance of Non-Executive Independent Director was evaluated on the criteria like endeavor to understand the nature and role of Independent Director, rendering advice to management, providing recommendations professionally as per domain knowledge and experience, heading the Committees constituted by the Board, participation including attendance in Board Meetings/ Committee Meetings, maintenance of confidentiality of information of the Company obtained in capacity of Independent Director, initiative to maintain integrity, ethics and professional conduct, initiative to check conflict of interest and maintenance of independence.

The evaluation of Non - Independent Directors was done mainly on factors like attendance, contribution & initiative at meetings, mutual trust, relationship with fellow Board Member, Commitment, Responsibility and time dedicated in operation of the Company, skill and experience in operation of the Company, knowledge and skill governance, regulatory, fiduciary and ethical requirement, Leadership Quality & Ethics and Integrity.

The evaluation of the Board as a whole was done on factors like Efforts taken for following corporate governance, quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties, Suitable composition of Board with regards to experience, background area of expertise, appropriate size of the Board, whether difference in opinion / judgement are constructively resolved and whether suggestions provided by the Board are acted on by Management / Company.

**NOMINATION AND REMUNERATION POLICY**

In terms of Section 178(3) of the Companies Act, 2013 and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has a Nomination and Remuneration Policy on Director's and Senior Management Employee's appointment and remuneration including criteria for determining their qualifications, positive attributes, independence and other prescribed matters in place. The Remuneration Policy of the Company is divided into the following headings and the entire policy is available on the website of the Company [www.kamatsindia.com](http://www.kamatsindia.com):

- Introduction
  - Objective and Purpose of the Policy
- Effective date
- Definitions
- Applicability
- General
- Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee
- Policy for appointment and removal of Director, KMP and senior management:



- Appointment Criteria and Qualifications
- Term / Tenure
- Evaluation
- Removal
- Retirement
- Policy relating to the remuneration for the Whole-time Director, KMP and senior management personnel
- General
- Remuneration to Whole-Time/ Executive/ Managing Director, KMP and Senior Management Personnel
- Remuneration to Non- Executive/ Independent Director.

Currently, no compensation is paid to the Non-Executive Directors of the Company except for the sitting fees as per provisions of Companies Act, 2013.

#### **COMMITTEE AND POLICY UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has a duly constituted Internal Complaints Committee as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the year under review, no instance of complaint or report under the said Act was registered.

#### **VIGIL MECHANISM**

The Company has established a Vigil Mechanism for directors and employees to report genuine concerns. The vigil mechanism provide for adequate safeguards against victimization of persons who use Vigil Mechanism and also provide for direct access to the Chairman of the Audit Committee.

The details of Vigil Mechanism are displayed on the website of the Company [www.kamatsindia.com](http://www.kamatsindia.com)

#### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

Following are the particulars of loans, guarantees and investments under Section 186 of the Companies Act, 2013:

##### (A) Loans provided:

(Amount in ₹)

Sr. No.	Name	Opening Balance	Amount of Loans given during the Year	Amount of Repayment	Closing Balance
1	Kamat Holiday Resorts (Silvassa) Limited	3,10,65,000	-	-	3,10,65,000

##### (B) Guarantees:

No Guarantees were given during the year under review.

##### (C) Investments made:

(Amount in ₹)

Nature of Investments	Opening Balance	Amount Invested during the year	Amount Redeemed	Closing Balance
Mutual Funds, Equity Shares, Bonds and Fixed Deposits with Banks	78,57,545	1,64,80,344	1,91,34,286	52,03,603

#### **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTY REFERRED TO IN SUB SECTION (1) OF SECTION 188 OF THE COMPANIES ACT, 2013**

The particulars of contract or arrangement in Form AOC-2 as required under Section 134(3)(h) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014 is annexed to this Board Report as Annexure 'A'. The Company does not have any holding or subsidiary company. Hence, the disclosure under A of Schedule V read with Regulation 34(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable.

#### **PARTICULARS OF EMPLOYEES**

There was no employee who was employed throughout the year or part thereof and in receipt of remuneration aggregating to ₹ 1,02,00,000/- p.a. or more or who was employed for part of the year and in receipt of remuneration aggregating to ₹ 8,50,000/- p.m. or more.

#### **PARTICULARS AS PER RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

The details related to employees and their remuneration as required under Section 197(12) and Rule 5(1) and 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are mentioned in Annexure 'B' to this Board's Report.

## DIRECTORS' RESPONSIBILITY STATEMENT

As required by Section 134 (5) of the Companies Act, 2013 the Directors hereby confirm:

1. That in the preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures.
2. That the selected accounting policies were applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2019 and of the profit of the Company for the financial year ended on that date.
3. That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities to the best of the Directors' knowledge and ability.
4. That the annual accounts have been prepared on a going concern basis.
5. That internal financial controls have been laid down, and are followed by the Company and the said internal financial controls are adequate and are operating effectively and;
6. That proper system have been devised to ensure compliance with the provisions of all applicable laws and that such systems are adequate and are operating effectively.
7. That during the year 2018-19, the Company has complied with the Secretarial Standard as amended and applicable to the Company.

## CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

### A) Conservation of Energy

(i)	the steps taken or impact on conservation of energy;	The Company continued energy conservation efforts during the year. It has closely monitored power consumption and running hours on day-to-day basis, thus resulting in optimum utilization of energy.
(ii)	the steps taken by the company for utilizing alternate sources of energy;	NIL
(iii)	the capital investment on energy conservation equipment.	NIL

### B) Technology Absorption

(i)	the efforts made towards technology absorption;	The activities of the Company at present do not involve technology absorption and research and development.
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution;	NIL
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year) - (a) the details of technology imported; (b) the year of import; (c) whether the technology been fully absorbed; (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	NIL
(iv)	the expenditure incurred on Research and Development.	NIL

### C) Foreign Exchange Earning and Outgo

The Foreign Exchange earned in terms of actual inflows during the year;	₹5,88,066/- (Previous year : ₹ NIL )
The Foreign Exchange outgo during the year in terms of actual outflows.	₹ NIL (Previous year: ₹ NIL)

## DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT

Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year	Number of shareholders who approached listed entity for transfer of shares from suspense account during the year	Number of shareholders to whom shares were transferred from suspense account during the year	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year
NIL	NIL	NIL	NIL

Declaration that the voting rights on shares in the suspense account shall remain frozen till the rightful owner of such shares claims the shares – Not Applicable

## EXTRACT OF THE ANNUAL RETURN

Extract of the Annual Return in Form MGT-9 as required under Section 134(3)(a) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014 is Annexed to this Board Report as Annexure 'C'.

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report as required under Regulation 34(2)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed as Annexure 'D' of this Board's Report.

## STATUTORY AUDITOR

M/s. P.D. Saraf & Co., Chartered Accountants, Mumbai were appointed as the Statutory Auditors of the Company at the 9th Annual General Meeting for a period of five consecutive years.

The first proviso to Section 139(1) of the Companies Act, 2013 wherein the company was required to place the matter relating to ratification of appointment of Statutory Auditors, done under Section 139(1) of the Companies Act, 2013, by members at every annual general meeting is omitted w.e.f 7<sup>th</sup> May, 2018 vide the Companies (Amendment) Act, 2017. Hence, no resolution for ratification of appointment of M/s. P. D. Saraf & Co., Chartered Accountants, Mumbai, the statutory auditors of the Company is required.

## COST RECORDS AND AUDIT

The provisions relating to maintaining of cost record and conducting of Cost Audit are not applicable to the Company.

## SECRETARIAL AUDITOR

M/s. Pooja Sawarkar and Associates, Practicing Company Secretary, Mumbai was appointed as the Secretarial Auditor of the Company for the Financial Year 2018-19.

In terms of Section 204(1) of the Companies Act, 2013, a Secretarial Audit Report is annexed as Annexure 'E' of this Board's Report.

## CORPORATE GOVERNANCE

The Company being listed on the Small and Medium Enterprise platform is exempted from the provisions of Corporate Governance as per Regulation 15 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Hence, no Corporate Governance Report is disclosed in this Annual Report. Although the Company follows most of the provisions of the Corporate Governance voluntarily.

## CORPORATE SOCIAL RESPONSIBILITY

The provisions of Section 135(1) and 135(5) of the Companies Act, 2013 regarding constitution of Corporate Social Responsibility (CSR) Committee and spending of at least 2% of average net profit are not applicable to the Company.

## EMPLOYEE RELATIONS

The relations of the management with staff and workers remained cordial during the entire financial year.

## ACKNOWLEDGEMENTS

The Directors place on record their appreciation for the sincere and whole hearted co-operation extended by all concerned, particularly Company's bankers, BSE Limited, the Government of Maharashtra, the Central Government, suppliers, clientele and the staff of the Company and look forward to their continued support. The Directors also thank the members for continuing their support and confidence in the Company and its management.

On behalf of the Board of Directors  
Vidli Restaurants Limited

Place: Mumbai  
Date: 18<sup>th</sup> May, 2019

Ramnath Pradeep  
Chairman and Independent Director  
DIN: 02608230

Vidhi V. Kamat  
Managing Director  
DIN: 07038524

**ANNEXURE 'A' TO THE BOARD'S REPORT****Form No. AOC-2**

Form for disclosure of particulars of contracts/ arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1.	Details of contracts or arrangements or transactions not at arm's length basis	NIL
a)	Name(s) of the related party and nature of relationship	-
b)	Nature of contracts / arrangements / transactions	-
c)	Duration of the contracts/arrangements /transactions	-
d)	Salient terms of the contracts or arrangements or transactions including the value, if any	-
e)	Justification for entering into such contracts or arrangements or transactions	-
f)	Date(s) of approval by the Board	-
g)	Amount paid as advances, if any:	-
h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	-



2	Details of material contracts or arrangement or transactions at arm's length basis	1.	2.	3.	4.	5.	6.	7.	8.	9.	10.	11.
a)	Name(s) of the related party and nature of relationship	<u>Name:</u> Dr. Vithal V. Kamat <u>Nature of relationship:</u> Relative of Ms. Vidhi V. Kamat, Managing Director of the Company.	<u>Name:</u> Kamat Holiday Resorts (Silvassa) Ltd. <u>Nature of relationship:</u> Mr.Vikram V. Kamat, Director of Kamat Holiday Resorts (Silvassa) Ltd. is relative (husband) of Ms.Vidhi V. Kamat, Managing Director of the Company.			<u>Name:</u> Vitizen Hotels Limited <u>Nature of relationship:</u> common directorship and shareholding by Ms.Vidhi V. Kamat.			<u>Name:</u> Conwy Hospitality Pvt. Ltd. <u>Nature of relationship:</u> common directorship and shareholding by Ms.Vidhi V. Kamat.			<u>Name:</u> Spicetree Hospitality LLP <u>Nature of relationship:</u> Mr. KurianChandy, Director of the Company is a Partner and Mr.Vikram V. Kamat, relative (Spouse) of Managing Director of the Company is Designated Partner in Spicetree Hospitality LLP
b)	Nature of contracts / arrangements / transactions	Use of registered copy rights/ marks/ trade mark/ logos viz: "VITHAL KAMATS"	Loan Agreement	Use of the Trade Mark and the Copyright in the artwork of "KAMATS"	Sale of mini bus	Appointment of Vitizen Hotels Limited as the agent of the Company to collect royalty / fees / other receivables from the franchisee on behalf of the Company	To Promote each other Company's Brand (Co-branding)	Supply of food premises ready to eat food products by the Company	To take on lease property situated at Silvassa	Supply of food premises ready to eat food products by the Company	To Promote each other Company's Brand (Co-branding)	Supply of food premises ready to eat food products by the Company
c)	Duration of the contracts / arrangements/ transactions	15 years	7 years	15 years	One time	On Going	On Going	2 years	5 years	2 years; renewed for further period of 5 years	On Going	2 years
d)	Salient terms of the contracts or arrangements or transactions including the value, if any:	Consideration is royalty of 1% of gross turnover	Provision of loan upto Rs. 10 Crores in tranche for an interest @ 10% per annum	Consideration is royalty equivalent to 0.75% of the total sales turnover	Sale of Mini Bus for consideration of Rs. 9,15,000/-	No consideration	No consideration	Consideration will be up to 10% above the regular sale price of the products, as charged to Franchisee of the Company.	To avail the property owned by Conwy Hospitality Private Limited on lease for rent of Rs. 20,000/- per month and a refundable security deposit of Rs.15,00,000/- carrying interest at the rate of 8% p.a.	Consideration will be up to 1% above the regular sale price of the products as charged to Franchisee of the Company.	No consideration	Consideration will be up to 1% above the regular sale price of the products, as charged to Franchisee of the Company.
e)	Date(s) of approval by the Board, if any:	12th October 2013 and 30th January, 2016	3rd April 2014	24th October, 2015	21 <sup>st</sup> February, 2019	21 <sup>st</sup> February, 2019	24th August, 2017	10th March, 2018	18 <sup>th</sup> April, 2019	27th May, 2017; 18 <sup>th</sup> May, 2019	24th August, 2017	3 <sup>rd</sup> November, 2018
f)	Amount paid as advances, if any:	-	-	-	-	-	-	-	-	-	-	-

On behalf of the Board of Directors  
Vidli Restaurants Limited

Ramnath Pradeep  
Chairman and Independent Director  
DIN: 02608230

Vidhi V. Kamat  
Managing Director  
DIN: 07038524

Place: Mumbai  
Date: 18<sup>th</sup> May, 2019

## ANNEXURE 'B' TO THE BOARD'S REPORT

### DISCLOSURES REGARDING REMUNERATION REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- i. Ratio of the remuneration of each director to the median remuneration of the employees of the Company –

Managing Director	Ratio to median remuneration of the employees
Vidhi V. Kamat : median remuneration	1 : 1

- ii. Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year –  
There is no increase in remuneration of director, Chief Financial Officer and Company Secretary.
- iii. Percentage increase in the median remuneration of employees in the financial year –  
The percentage increase in the median remuneration of employee is 9.21%.
- iv. Number of permanent employees on the rolls of company –  
As on 31<sup>st</sup> March, 2019 there are total 21 employees on the pay roll of the Company out of which 3 are Key Managerial Personnel.
- v. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration –  
There is no average percentile increase in the salaries of employees and the managerial personnel of the Company in the last financial year.
- vi. Key parameters for any variable component of remuneration availed by the directors –  
There are no variable components in remuneration to the Directors.
- vii. Affirmation that the remuneration is as per the remuneration policy of the company –  
Yes, Affirmed.

Details as per rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 of the top ten employees in terms of remuneration drawn.

Sr. No.	1.	2.	3.	4.	5.	6.	7.	8.	9.	10.
Name	Raju Shamrawji Bawane	Viren Joshi	Manoj Kumar Maurya	Savio Pillai	Yogesh Gothad	Nishikant Bamugade	Divvya Kotian Anchan	Subhendu Talele	Bhakti Pange	Sneha Lohogaonkar
Designation of the employee	Corporate Chef	Executive Chef	Manager - IT	Area Manager	Asst. Manager - Accounts	Business Development	HR	Area Manager	Asst. Manager	Company Secretary
Remuneration received / to be received p.a	8,54,200	6,59,172	5,94,172	5,07,604	4,80,772	4,80,372	4,48,972	4,42,712	4,10,076	3,93,172
Nature of employment, whether contractual or otherwise	Permanent/ Full time	Permanent/ Full time	Permanent/ Full time	Permanent/ Full time	Permanent/ Full time	Permanent/ Full time	Permanent/ Full time	Permanent/ Full time	Permanent/ Full time	Permanent/ Full time
Qualifications and experience of the employee	Hotel Management	Diploma in HMCT	MCA	Diploma in Hotel Management	Bcom+CFA	Bcom+ Diploma in Mgmt Hotel	MBA in HR	Diploma in HMCT	B.Com and MBA in operations	B. Com and ACS
Date of commencement of employment	01.06.2017	18.04.2018	22.02.2018	06.04.2017	23.11.2017	12.03.2018	01.08.2017	28.09.2015	02.01.2019	21.02.2019
The age of such employee	44yrs	33yrs	31yrs	44 yrs	35yrs	34yrs	34yrs	31 yrs	35 yrs	30 yrs
The last employment held by such employee before joining the company	Acres Club	Brunt Crust Hospitality	Blanket Hospitality Ventures Pvt. Ltd.	Beach Resort Fuggia	Joy Builders and Developers	Golden Fast Food Pvt. Ltd.	Amy Polymer Pvt Ltd.	Devyani International	Saderland Global Ltd.	ADF Foods Ltd.
The percentage of equity shares held by the employee in the company	0.02	-	-	-	-	-	-	-	-	-
Whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager	No									

## ANNEXURE 'C' TO THE BOARD'S REPORT

Form No. MGT-9

EXTRACT OF ANNUAL RETURN as on the financial year ended on 31 March, 2019  
[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies  
(Management and Administration) Rules, 2014]

## I. REGISTRATION AND OTHER DETAILS

i)	CIN	L55101MH2007PLC173446
ii)	Registration Date [DDMMYYYY]	24/08/2007
iii)	Name of the Company	Vidli Restaurants Limited
iv)	Category / Sub-Category of the Company	Public Limited Company
v)	Address of the Registered office and contact details	Registered office: Office No. 501, 5th Floor, Jaī Antariksh, Makwana Road, Marol, Andheri East, Mumbai 400059. Email: <a href="mailto:cs@kamatsindia.com">cs@kamatsindia.com</a> Ph: 022 4970 8389
vi)	Whether listed company	Yes / No
vii)	Name, Address and contact details of Registrar & Transfer Agents, if any	Bigshare Services Pvt Ltd 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai 400059. Tel No. +91-22-62638200 Fax: +91-22-62638299 Email: <a href="mailto:investor@bigshareonline.com">investor@bigshareonline.com</a>

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

S.No	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Restaurants and Mobile Foods Service activities	5610	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S.No	Name and address of the Company	CIN/GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
1	-	-	-	-	-



#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

##### i). Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	5,42,000	-	5,42,000	12.52	5,42,000	-	5,42,000	12.52	0
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	19,70,000	-	19,70,000	45.49	19,70,000	-	19,70,000	45.49	0
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A)(1):-</b>	25,12,000	-	25,12,000	58.01	25,12,000	-	25,12,000	58.01	0
<b>(2) Foreign</b>									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A)(2)</b>	0	0	0	0	0	0	0	0	0
<b>Total shareholding of Promoter (A)=(A)(1)+(A)(2)</b>	25,12,000	-	25,12,000	58.01	25,12,000	-	25,12,000	58.01	0
<b>B. Public Shareholding</b>									
<b>I. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(I):-</b>	0	0	0	0	0	0	0	0	0

<b>2. Non-Institutions</b>									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	1,24,000	0	1,24,000	2.86	84,000	-	84,000	1.94	(0.92)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	2,93,000	4,000	2,97,000	6.86	3,58,000	4,000	3,62,000	8.36	1.50
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	13,59,000	-	13,59,000	31.39	13,11,000	-	13,11,000	30.28	(1.11)
c) Others (specify)									
Clearing Members	27,000	-	27,000	0.62	53,000	-	53,000	1.22	0.60
Non Resident Indians (NRI)	11,000	-	11,000	0.25	8,000	-	8,000	0.18	(0.07)
<b>Sub-total (B)(2):-</b>									
Total Public Shareholding (B)=(B)(1)+(B)(2)	18,14,000	4,000	18,18,000	41.99	18,14,000	4,000	18,18,000	41.99	-
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	43,26,000	4,000	43,30,000	100.00	43,26,000	4,000	43,30,000	100.00	-

**ii) Shareholding of Promoter-**

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	VITS Hotels Worldwide Private Limited	7,75,000	17.90	-	7,75,000	17.90	-	-
2	Conwy Hospitality Private Limited	11,95,000	27.60	-	11,95,000	27.60	-	-
3	Ms. Vidhi V. Kamat	5,42,000	12.52	-	5,42,000	12.52	-	-

iii) Change in Promoters' Shareholding (please specify, if there is no change) – There is no change in Promoters' Shareholding

Sr. No	Name of Promoter Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	VITS Hotels Worldwide Private Limited				
	At the beginning of the year	7,75,000	17.90		
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	-	-	-	-
	At the end of the year			7,75,000	17.90
2	Conwy Hospitality Private Limited				
	At the beginning of the year	11,95,000	27.60		
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	-	-	-	-
	At the end of the year			11,95,000	27.60
3	Ms. Vidhi V. Kamat				
	At the beginning of the year	5,42,000	12.52		
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	-	-	-	-
	At the end of the year			5,42,000	12.52



iv) Shareholding Pattern of top ten Shareholders: (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1)	Mr. Kurian Chandy				
	At the beginning of the year	1,40,000	3.23		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/sweat equity etc.)	-	-	-	-
	At the end of the year (or on the date of separation, if separated during the year)			1,40,000	3.23
2)	Ms. Tanvi Jignesh Mehta				
	At the beginning of the year	1,25,000	2.89		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/sweat equity etc.)				
	i) (2000) Equity Shares by Market Sale (31.08.2018)			1,23,000	2.84
	ii) (4000) Equity Shares by Market Sale (07.09.2018)			1,19,000	2.75
	iii) (3000) Equity Shares by Market Sale (05.10.2018)			1,16,000	2.68
	At the end of the year (or on the date of separation, if separated during the year)			1,16,000	2.68
3)	Mr. Nirbhay Mahawar				
	At the beginning of the year	1,33,000	3.07		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/sweat equity etc.)				
	i) (2000) Equity Shares by Market Purchase (07.09.2018)			1,35,000	3.12
	At the end of the year (or on the date of separation, if separated during the year)			1,35,000	3.12

4)	Mr. Mahesh Kandoi				
	At the beginning of the year	78,000	1.80		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)				
	i) (4000) Equity Shares by Market Purchase (18.05.2018) in the name of Mahesh Kandoi HUF			82,000	1.89
	At the end of the year (or on the date of separation, if separated during the year)			82,000	1.89
5)	Mr. Amit Subash Mehta				
	At the beginning of the year	76,000	1.76		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	-	-	-	-
	At the end of the year (or on the date of separation, if separated during the year)			76,000	1.76
6)	Kalpita Agencies Private Limited				
	At the beginning of the year	70,000	1.62		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)				
	i) (16,000) Equity Shares by Market Sale (14.12.2018)			54,000	1.25
	ii) (3,000) Equity Shares by Market Sale (15.03.2019)			51,000	1.18
	iii) (11,000) Equity Shares by Market Sale (29.03.2019)			40,000	0.92
	At the end of the year (or on the date of separation, if separated during the year)			40,000	0.92
7)	Mr. Vijay Ramavat				
	At the beginning of the year	63,000	1.46		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)				

	i) (5,000) Equity Shares by Market Sale (06.04.2018)			58,000	1.34
	ii) (4,000) Equity Shares by Market Sale (13.04.2018)			54,000	1.25
	iii) (6,000) Equity Shares by Market Sale (18.05.2018)			48,000	1.11
	iv) (2,000) Equity Shares by Market Sale (27.07.2018)			46,000	1.06
	v) (4,000) Equity Shares by Market Sale (10.08.2018)			42,000	0.97
	vi) (6,000) Equity Shares by Market Sale (17.08.2018)			36,000	0.83
	vii) (2,000) Equity Shares by Market Sale (07.09.2018)			34,000	0.79
	viii) (4,000) Equity Shares by Market Sale (28.09.2018)			30,000	0.69
	ix) (6,000) Equity Shares by Market Sale (02.11.2018)			24,000	0.55
	x) (1,000) Equity Shares by Market Sale (16.11.2018)			23,000	0.53
	At the end of the year (or on the date of separation, if separated during the year)			23,000	0.53
8)	Mr. Rahul Mahawar				
	At the beginning of the year	63,000	1.46		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	-	-	-	-
	At the end of the year (or on the date of separation, if separated during the year)			63,000	1.46
9)	Mr. Mohit Ramgopal Agarwal				
	At the beginning of the year	47,000	1.09		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	-	-	-	-
	At the end of the year (or on the date of separation, if separated during the year)			47,000	1.09



10)	Mr. Chandrakant Shetty				
	At the beginning of the year	40,000	0.92		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	-	-	-	-
	At the end of the year (or on the date of separation, if separated during the year)			40,000	0.92
11)	Mr. Kaushik Daga				
	At the beginning of the year	40,000	0.92		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	-	-	-	-
	At the end of the year (or on the date of separation, if separated during the year)			40,000	0.92
12)	Mr. Sushila Paraskumar Daga				
	At the beginning of the year	40,000	0.92		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	-	-	-	-
	At the end of the year (or on the date of separation, if separated during the year)				
13)	Mr. Kanchan Pramodkumar Daga				
	At the beginning of the year	40,000	0.92		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	-	-	-	-
	At the end of the year (or on the date of separation, if separated during the year)			40,000	0.92

v) **Shareholding of Directors and Key Managerial Personnel:**

Sr. No	For each of the Director and Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Ms. Vidhi V. Kamat				
	At the beginning of the year	5,42,000	12.52		
	Date wise Increase / Decrease during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	—	—	—	—
	At the end of the year			5,42,000	12.52
2	Mr. Kurian Chandy				
	At the beginning of the year	1,40,000	3.23		
	Date wise Increase / Decrease during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	—	—	—	—
	At the end of the year			1,40,000	3.23

Except for Ms. Vidhi V. Kamat and Mr. Kurian Chandy no other directors or key managerial personnel holds shares in the Company.

**V) INDEBTEDNESS**

**Indebtedness of the Company including interest outstanding/accrued but not due for payment**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	81,54,280	-	-	81,54,280
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	81,54,280	-	-	81,54,280
<b>Change in Indebtedness during the financial year</b>				
* Addition	-	-	-	-
* Reduction	(12,39,353)	-	-	(12,39,353)
<b>Net Change</b>	(12,39,353)	-	-	(12,39,353)
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	69,14,927	-	-	69,14,927
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	69,14,927	-	-	69,14,927

## VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Amount in ₹

S No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		Ms. Vidhi V. Kamat	N.A	N.A	
1	Gross salary				
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3,60,000	-	-	3,60,000
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-	-
5	Others, please specify (Providend Fund)	14,112	-	-	14,112
6	Total (A) *	3,74,112	-	-	3,74,112
7	Ceiling as per the Act	1,49,832	-	-	1,49,832

\* Note: In view of inadequacy of profit, the consent of the members of the Company for waiver of excess remuneration paid to Ms. Vidhi V. Kamat for the Financial year 2017-18 and 2018-19 is sought for in this general meeting as per provisions of Section 197(10) of Companies Act, 2013, as amended.

### B. Remuneration to the other Directors:

Amount in ₹

S No.	Particulars of Remuneration	Name of Directors			Total Amount
		Mr. Ramnath Pradeep	Mr. Arun Jain	Mr. Kurian Chandy	
1	Independent Directors				
	a) Fee for attending board committee meetings	40,000	42,500	-	82,500
	b) Commission	-	-	-	-
	c) Others, please specify	-	-	-	-
	Total (1)	40,000	42,500	-	82,500
2	Other Non-Executive Directors				
	a) Fee for attending board committee meetings	-	-	42,500	42,500
	b) Commission	-	-	-	-
	c) Others, please specify	-	-	-	-
	Total (2)	-	-	42,500	42,500
	Total (1) + (2)	40,000	42,500	42,500	1,25,000
	Total Managerial Remuneration	40,000	42,500	42,500	1,25,000
	Overall Ceiling as per the Act	N.A	N.A	N.A	N.A

### C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

S No.	Particulars of Remuneration	Key Managerial Personnel				Total Amount
		CEO	CS Vibha D. Mehta <sup>†</sup>	CS Sneha Lohogaonkar <sup>**</sup>	CFO Ravindra Shinde	
1	Gross salary	N.A				
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	1,57,119	58,099	2,56,908	4,72,126
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-	-
	c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-	-
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission					
	- as % of profit	-	-	-	-	-
	- others, specify...	-	-	-	-	-
5	Others, please specify	-	-	-	-	-
	1) Provident Fund	-	5,940	2,323	12,960	21,223
	2) Leave Encashment	-	6,900	-	-	6,900
	Total	-	1,69,959	60,422	2,69,868	5,00,249

<sup>†</sup>Resigned from the post of Company Secretary and Compliance officer of the Company w.e.f. 15<sup>th</sup> September, 2018.

<sup>\*\*</sup>Appointed as a Company Secretary and Compliance officer of the Company w.e.f. 21<sup>st</sup> February, 2019.

### VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-



## ANNEXURE 'D' TO THE BOARD'S REPORT MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### Industry structure, development and outlook

The last few years have seen India being universally recognized as a bright spot of the global economy. The inflation in December 2018 was down to 2.19%. The fiscal deficit has been brought down to 3.4% in 2018-19 RE. The current account deficits likely to be only 2.5% of GDP this year. Due to a stable and predictable regulatory regime, growing economy, strong fundamentals, rapid liberalisation of the FDI policy, India could attract massive amount of Foreign Direct Investment. The Government has undertaken various structural reforms by introducing Goods and Services Tax, the Insolvency and Bankruptcy Code, 2016 to curb NPAs, the Real Estate (Regulation and Development) Act, 2016, Benami Transaction (Prohibition) Act, 1988 to bring transparency, the Fugitive Economic Offenders Act, 2018.

Food and Beverage (F&B) sector is considered to be an inherent factor and a strong backbone of economic growth for any country. Indian F&B space has seen rapid growth in the past few years. Intervention, progressive measures and reforms by government reflects the government's positive outlook which has boosted the sector. The role played by Indian entrepreneurs in establishing its brand and presence in the global markets is also vital. Food has always been an integral part of our rich and diverse culture and each region of the Country has its unique cuisine deeply rooted to its traditions, lifestyles, religions, climates and agricultural conditions.

### Opportunities and Threats, Risks and concerns

F&B sector has seen a change in the consumption pattern which is driven by freshness, variety and convenience. With increase in the disposable income, urbanization, tourism, change in dietary habits and consumption patterns, preferences of the young population, demand and availability of healthy, vegan, all day breakfast foods options, home delivery of food, the opportunity as well as challenges has increased for the F&B sector. Quick Service Restaurants are emerging as a large segment.

Global cuisines like Mexican, Italian, Thai and Japanese are gaining acceptance and admiration with the millennial. Also, localized and fusion cuisine with enriched eating out experience has gained its momentum at metros and populated cities.

Product development and innovation is the need of time but faces its own challenges due to inadequate investments and incentives. Even now, after entry of global institutions, the F&B sector is still largely unorganized. Rising and erratic raw material and food prices has been a concern for the sector. There is high percent of wastage in food produced due to inefficiencies or low demand. The major challenge of F&B sector for a large span is shortage of skilled / unskilled manpower with high attrition rate. Ambiguity in the regulations, multiple licenses and cost of compliance has created hindrance in the growth of the sector. Access to suitable and economical real-estate, transportation, logistics, entry for global brands / players are few of the concerns.

Government initiatives in specific segments have resulted in development of the F&B sector; however new challenges are arising with the changing scenario.

### Segment-wise or product-wise performance

The Company is presently operational in only one segment i.e. restaurants.

### Internal control systems and their adequacy

Internal control system plays a vital role in detecting and preventing fraud and protecting the organization's resources; it can also be used to systematically improve business, particularly in regard to effectiveness and efficiency. The Company cognizes the significance of internal control system which leads to the consistency of financial reporting, compliances with the existing and changing laws, rules, regulations, policies of various regulatory authorities, periodic feedback on the accomplishment of operational and strategically performance.

Our Company has developed a set of rules, systems, policies and procedures to ensure the reliability of financial reports, the effectiveness of the operations and its activities, comply with applicable laws, rules, regulations and code of conduct. The Board of directors, management team and other connected personnel of the Company are integral part of the internal control system with numerous and regular changes there are challenges of ensuring upto date compliance at all levels which is ensuring.

The Company had appointed M/s. J. B. Kadge & Co, Chartered Accountant firm to carry out the internal audit of the Company for the financial year 2018-19. The Audit Committee of the Company reviews the internal audit report submitted by the internal auditor and provides suggestion, if any. They also review Information technology controls, which relate to the IT systems of the organization.

### Discussion on financial performance with respect to operational performance

The net worth of the Company is ₹ 5.18 Crores as compared to ₹ 4.98 Crores over previous year. The Secured loans are ₹ 69,14,927 as compared to ₹ 81,54,280/- in the previous year. The turnover of the Company was ₹ 4,22,09,201/- as compared to ₹ 4,91,47,462/- in the previous year. Further, the Company has earned profit before tax of ₹ 27,38,867/- as compared to ₹ 14,28,409/- in the previous year. The operational performance is illustrated in detail in the financial statement.

**Material developments in Human Resources / Industrial Relations front, including number of people employed.**

Human resource is the manpower who make up the workforce of an organization and is the most important and valuable asset of any organisation. Human resource plays a pivotal role in growth and success of the Company. The total number of employees of the Company as on 31st March, 2019 is 21. The performance of the human resource of the Company is largely driven by working condition and the work atmosphere. Your Company always ensures the best working condition and healthy environment to the people of the Company. The company has been paying special attention to improve the skill set of the employees through various training programs. Your Company has framed adequate human resource policy to retain the most efficient manpower for betterment of the Company. The performance driven culture has been created to ensure successful business results.

**Details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations there for, including:**

There are no significant changes in key financial ratios. Details are mention under :

	PARTICULARS	FY 2018	FY 2019	YoY Change	
1.	Debtors Turnover (Times)	17.46	9.29	8.17	A
2.	Inventory Turnover (Times)	7.19	8.77	1.58	F
3.	Interest Coverage Ratio (Times)	3.86	4.82	0.96	F
4.	Current Ratio (Times)	2.13	2.38	0.24	F
5.	Debt Equity Ratio (Times)	0.75	0.69	(0.06)	F
6.	Operating Profit Margin (% terms)	3.50%	7.36%	3.85%	F
7.	Net Profit Margin (% terms)	2.60%	5.83%	3.23%	F
8.	Return on Networth (% terms)	3.03%	3.72%	0.69%	F

F - Favorable

A - Adverse

**Details of any change in Return on Net Worth as compared to the immediately previous financial year along with a detailed explanation thereof.**

Return on Net worth is computed as Net Profit by average Net worth. The increase in the Net income from ₹ 14,81,649/- in FY 2017-18 to ₹19,27,395 in FY 2018-19 has resulted in improvement of Return on Net worth.

Disclaimer: Statements mentioned in this report are forward looking statements and based on certain assumptions and expectations of future events which are out of control of the Company and the actual results can differ materially from those reflected herein. The Company assumes no responsibility to publicly amend, modify or revise any statement on basis of any development, information, event.

## INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF VIDLI RESTAURANTS LIMITED

#### Report on the audit of Financial Statements:

##### Opinion

We have audited the accompanying financial statements of VIDLI RESTAURANTS LIMITED ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2019, the Statement of Profit and Loss, and the Cash Flow Statement for the year then ended and notes to the financial statement including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2019, and its profit, and its Cash Flows for the year ended on that date.

##### Basis for Opinion

We conducted our audit in accordance with the Standards of Auditing (SAs) specified under Section 143 (10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

##### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	How the Matter was addressed in our audit
<p><u>Use of Trade Mark</u></p> <p>The company has rights to use / grant the Trade Mark "KAMATS" from Kamats Holiday Resorts Silvassa Limited and "VITHAL KAMATS" from Dr. Vithal Kamat, by virtue of Agreements with the Respective Parties for Use of Copy Right Mark / Trade Mark. The company earns Fees for use of these Trademarks. In turn the Company pays Royalty to the above two Parties for Use of their Trade Marks.</p>	<p>We have seen the relevant agreements entered into by the Company and the other parties and verified the correctness of the same.</p>
<p><u>Revenue Recognition</u></p> <p>We identified revenue recognition as a key audit matter because the Company and its external stakeholders focus on revenue as a Key Performance indicator. This could result in a risk that revenues are overstated or recognized before control has been transferred. Initial Fee for providing services for setting up restaurants and for future services is recognized upon rendering of services in accordance with relevant agreement and cost incurred. Franchise fee for operation of restaurants be Franchisees is recognized on accrual basis in a accordance with relevant agreement.</p>	<p>In view of the significance of the matter we applied the following audit procedures in this area, amongst others to obtain sufficient appropriate audit evidence:</p> <ol style="list-style-type: none"> <li>1. We assessed the appropriateness of the revenue recognition accounting policies by comparing with applicable accounting standards.</li> <li>2. We evaluated the design of key controls and operating effectiveness of the relevant key controls with respect to revenue recognition on selected transactions.</li> <li>3. We performed substantive testing for the revenue transactions using statistical sampling and tested the underlying documents supporting the sales.</li> <li>4. We carried out analytical procedures on revenue recognised during the year to identify unusual variances.</li> </ol>
<p><u>Unsecured Loan</u></p> <p>The Company has granted an unsecured loan of Rs. 3,10,65,000/- to one of the companies in which director is interested viz. Kamats Holiday Resorts (Silvassa) Limited.</p>	<p>We have reviewed the Loan Agreement Executed between Company and Kamats Holiday Resorts (Silvassa) Limited.</p>

##### Other Information

The Company's management and Board of Directors are responsible for the other information. The other information comprises of Management Reports such as Board's Report, Management Discussion and Analysis, , but does not include the Standalone financial statements and our Auditor's Report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

If, based on the work we have performed on the other information that we obtained prior to the date of this Auditor's Report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

##### Management's Responsibility for the Standalone Financial Statements:

The Company's management and Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, its profit and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

##### Auditor's Responsibility for the audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether that standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an Auditor's Report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decision of the users taken on the basis of these standalone financial statements.



As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omission, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in circumstances. Under Section 143 (3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial control with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and reasonableness of accounting estimates and related disclosure made by management.
- Conclude on appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our Auditor's Report to the related disclosure are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of Auditor's Report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentations, structure and content of the standalone financial statements, including the disclosure, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be through to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our Auditor's Report unless law or regulation precludes public disclosure about the matter or when in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so should reasonably be expected to outweigh the public interest benefits of such communication.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors Report) Order, 2016 ("the order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.
2. (A) As required by Section 143 (3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
- (c) The Standalone Balance Sheet, the standalone Statement of Profit and Loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of the Cash Flows dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the Internal Financial controls with reference to financial statements of the company and the operating effectiveness of such controls, refer to our separate report in "Annexure B".

(B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company does not have any pending litigations which would impact its financial position
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

(C) With respect to the matter to be included in the Auditor's Report under Section 197 (16) :

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to a Ms. Vidhi v. Kamat, Managing Director for the the Financial Year 2018-19 is in excess of the Limits as laid down per section 197(10) of Companies Act, 2013. The Ministry of Corporate Affairs has not prescribed other details under Section 197 (16) which are required to be commented upon by us.

For P.D.Saraf & Co.  
Chartered Accountants  
Firm's Registration No.109241W

Madhusudan Saraf  
Partner  
Membership No. 41747

Place: Mumbai  
Date: 18<sup>th</sup> May, 2019



**“ANNEXURE A” TO THE INDEPENDENT AUDITORS' REPORT**

With reference to the Annexure referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of the Independent Auditor's report to the members of Vidli Restaurants Limited on the Standalone financial statements for the year ended March 31, 2019, we report that:

- (i) In respect of the Company's fixed assets
- (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets installed at its various units.
- (b) According to the information and explanations given to us, some of the fixed assets have been physically verified during the year by the management in accordance with a phased programme of verification, which in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given by the management, the title deeds of immoveable properties included in fixed assets, are held in the name of the Company.
- (ii) In respect of its Inventories
- (a) As explained to us, physical verification of inventories has been conducted by the management at reasonable intervals.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) On the basis of our examination of the Inventory records of the company, we are of the opinion that the company is maintaining proper records of its inventories. Discrepancies, which were noticed on physical verification of inventory as compared to book records, were not material and have been properly dealt with in the books of accounts.
- (iii) In respect of the loans, secured or unsecured granted to companies, firms, Limited Liability Partnership or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013. The company has granted an unsecured loan of ₹ 3,10,65,000/- (maximum balance ₹ 3,10,65,000/-) to one of the companies in which director is interested viz, Kamat Holiday Resorts (Silvassa) Limited.
- (a) In our opinion and according to the information and explanations given to us, the terms and conditions of such loans are not prejudicial to the companies' interest.
- (b) The above loan is not due for refund during the year and accordingly our comments on the regularity of receipt of principal amount of the said loan are not given. Interest on the said loan is charged and is not due for recovery during the year and accordingly our comments on the regularity of receipt of interest of the said loan are not given.
- (c) There was no overdue amount in respect of principal amount and interest.
- (iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.
- (v) The company has not accepted deposits from the public, within the meaning of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under. Hence, the clause (v) of the Order is not applicable to the company.
- (vi) To the best of our knowledge and according to the information and explanations given to us, the central government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 for any services rendered by the Company.
- (vii) (a) The company has *generally* been regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, GST, value added tax, cess and any other statutory dues with the appropriate authorities.
- According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees State Insurance, Income-Tax, Goods and Service tax, Duty of Customs, Cess and other material statutory dues were in arrears as at 31 March 2019 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and on the basis of our examination of the documents and records, there are no cases of non-deposit with appropriate authorities of disputed dues of income tax, GST, sales-tax, service tax, customs duty, excise duty, value added tax, cess.
- (viii) In our opinion and according to the information and explanations given by the management, the Company has not defaulted in repayment of loans or borrowings to a financial institution, bank or government. The Company has not issued any debentures and hence default or otherwise on payments to debenture holders is not applicable.
- (ix) According to the information and explanations given to us, the Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) and term loans during the year.
- (x) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- (xi) Based upon the audit procedures performed and the information and explanations given to us, the Managerial Remuneration paid by the Company to Ms. Vidhi V. Kamat, Managing Director for the Financial Year 2018-19 is in excess of the Limits as laid down by the provisions of section 197 and other applicable provisions of the companies Act, 2013, if any.
- (xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- (xiii) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- (xiv) Based upon the audit procedures performed and the information and explanations given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omission, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in circumstances. Under Section 143 (3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial control with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and reasonableness of accounting estimates and related disclosure made by management.
- Conclude on appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our Auditor's Report to the related disclosure are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of Auditor's Report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentations, structure and content of the standalone financial statements, including the disclosure, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be through to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our Auditor's Report unless law or regulation precludes public disclosure about the matter or when in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so should reasonably be expected to outweigh the public interest benefits of such communication.

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors Report) Order, 2016 ("the order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.
2. (A) As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
  - (c) The Standalone Balance Sheet, the standalone Statement of Profit and Loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of the Cash Flows dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) With respect to the adequacy of the Internal Financial controls with reference to financial statements of the company and the operating effectiveness of such controls, refer to our separate report in "Annexure B".
- (B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company does not have any pending litigations which would impact its financial position
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- (C) With respect to the matter to be included in the Auditor's Report under Section 197 (16) :
 

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to a Ms. Vidhi v. Kamat, Managing Director for the the Financial Year 2018-19 is in excess of the Limits as laid down per section 197(10) of Companies Act, 2013.

For P.D.Saraf & Co.  
Chartered Accountants  
Firm's Registration No.109241W

Madhusudan Saraf  
Partner  
Membership No. 41747

Place: Mumbai  
Date: 18<sup>th</sup> May, 2019

**“ANNEXURE A” TO THE INDEPENDENT AUDITORS’ REPORT**

With reference to the Annexure referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of the Independent Auditor’s report to the members of Vidli Restaurants Limited on the Standalone financial statements for the year ended March 31, 2019, we report that:

- (i) In respect of the Company’s fixed assets
  - (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets installed at its various units.
  - (b) According to the information and explanations given to us, some of the fixed assets have been physically verified during the year by the management in accordance with a phased programme of verification, which in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. No material discrepancies were noticed on such verification.
  - (c) According to the information and explanations given by the management, the title deeds of immoveable properties included in fixed assets, are held in the name of the Company.
- (ii) In respect of its Inventories
  - (a) As explained to us, physical verification of inventories has been conducted by the management at reasonable intervals.
  - (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
  - (c) On the basis of our examination of the Inventory records of the company, we are of the opinion that the company is maintaining proper records of its inventories. Discrepancies, which were noticed on physical verification of inventory as compared to book records, were not material and have been properly dealt with in the books of accounts.
- (iii) In respect of the loans, secured or unsecured granted to companies, firms, Limited Liability Partnership or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013. The company has granted an unsecured loan of ₹3,10,65,000/- (maximum balance ₹3,10,65,000/-) to one of the companies in which director is interested viz. Kamat Holiday Resorts (Silvassa) Limited.
  - (a) In our opinion and according to the information and explanations given to us, the terms and conditions of such loans are not prejudicial to the companies’ interest.
  - (b) The above loan is not due for refund during the year and accordingly our comments on the regularity of receipt of principal amount of the said loan are not given. Interest on the said loan is charged and is not due for recovery during the year and accordingly our comments on the regularity of receipt of interest of the said loan are not given.
  - (c) There was no overdue amount in respect of principal amount and interest.
- (iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.
- (v) The company has not accepted deposits from the public, within the meaning of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under. Hence, the clause (v) of the Order is not applicable to the company.
- (vi) To the best of our knowledge and according to the information and explanations given to us, the central government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 for any services rendered by the Company.
- (vii) (a) The company has *generally* been regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, GST, value added tax, cess and any other statutory dues with the appropriate authorities.  
  
According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees State Insurance, Income-Tax, Goods and Service tax, Duty of Customs, Cess and other material statutory dues were in arrears as at 31 March 2019 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and on the basis of our examination of the documents and records, there are no cases of non-deposit with appropriate authorities of disputed dues of income tax, GST, sales-tax, , service tax, customs duty, excise duty, value added tax, cess.
- (viii) In our opinion and according to the information and explanations given by the management, the Company has not defaulted in repayment of loans or borrowings to a financial institution, bank or government. The Company has not issued any debentures and hence default or otherwise on payments to debenture holders is not applicable.
- (ix) According to the information and explanations given to us, the Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) and term loans during the year.
- (x) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- (xi) Based upon the audit procedures performed and the information and explanations given to us, the Managerial Remuneration paid by the Company to Ms. Vidli V. Kamat, Managing Director for the Financial Year 2018-19 is in excess of the Limits as laid down by the provisions of section 197
- (xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- (xiii) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- (xiv) Based upon the audit procedures performed and the information and explanations given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable.

(xv)! Based upon the audit procedures performed and the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable.

(xvi)! In our opinion, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the order are not applicable to the company.

For P.D.Saraf & Co.  
Chartered Accountants  
Firm's Registration No.109241W

Madhusudan Saraf  
Partner  
Membership No. 41747

Place: Mumbai  
Date: 18<sup>th</sup> May, 2019



## **“ANNEXURE B” TO THE INDEPENDENT AUDITORS’ REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF VIDLI RESTAURANTS LIMITED**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of Vidli Restaurants Limited (“the Company”) as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls were operating effectively as at 31 March 2019, based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ( the “ Guidance Note” )

### **Management’s Responsibility for Internal Financial Controls**

The Company’s management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial control with reference to Standalone financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as “ the Act”).

### **Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to financial statements, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the Auditor’s judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls with Reference to Financial Statements**

A company’s internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls with Reference to Financial Statements**

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with respect to financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statement may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For P.D.Saraf & Co.  
Chartered Accountants  
Firm’s Registration No.109241W

Madhusudan Saraf  
Partner  
Membership No. 41747

Place: Mumbai  
Date: 18<sup>th</sup> May, 2019.

## BALANCE SHEET AS AT 31ST MARCH, 2019

PARTICULARS	NOTE	Amount in ₹	
		AS AT 31ST MARCH, 2019	AS AT 31ST MARCH, 2018
<b>EQUITY AND LIABILITIES:</b>			
<b>Shareholders' Funds:</b>			
(a) Share Capital	3	4,33,00,000	4,33,00,000
(b) Reserves and Surplus	4	84,81,197	65,53,802
		<b>5,17,81,197</b>	<b>4,98,53,802</b>
<b>Non-Current Liabilities:</b>			
(a) Long Term Borrowings	5	66,47,564	78,72,959
(b) Deferred Tax Liabilities (Net)	6	2,31,588	1,00,439
(c) Other Long Term Liabilities	7	1,91,32,104	1,98,00,934
(d) Long Term Provisions	8	3,13,524	4,71,660
		<b>2,63,24,780</b>	<b>2,82,45,992</b>
<b>Current Liabilities:</b>			
(a) Trade Payables	9	38,64,967	41,71,273
(b) Other Current Liabilities	10	56,35,104	49,41,239
(c) Short Term Provisions	11	33,096	21,497
		<b>95,33,167</b>	<b>91,34,009</b>
<b>Total</b>		<b>8,76,39,145</b>	<b>8,72,33,803</b>
<b>ASSETS:</b>			
<b>Non-Current Assets:</b>			
<b>(a) Fixed Assets:</b>			
(i) Tangible Assets	12	2,40,20,011	2,59,56,781
(ii) Intangible Assets	12	15,78,088	12,52,037
		<b>2,55,98,099</b>	<b>2,72,08,818</b>
(b) Non-Current Investments	13	20,00,000	10,00,000
(c) Other Non-Current Assets	14	3,73,99,620	3,95,35,596
		<b>6,49,97,719</b>	<b>6,77,44,414</b>
<b>Current Assets:</b>			
(a) Current Investments	15	3,48,603	49,72,545
(b) Inventories	16	18,58,030	17,12,544
(c) Trade Receivables	17	60,04,701	30,83,296
(d) Cash and Bank Balances	18	59,92,413	44,62,373
(e) Other Current Assets	19	84,37,679	52,58,631
		<b>2,26,41,426</b>	<b>1,94,89,389</b>
<b>Total</b>		<b>8,76,39,145</b>	<b>8,72,33,803</b>
<b>SIGNIFICANT ACCOUNTING POLICIES</b>	2		
<b>THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THE FINANCIAL STATEMENTS</b>	1 to 33		

As per our report of even date

For P.D. Saraf & Co.  
Chartered Accountants  
Firm's Registration Number: 109241W

Madhusudan Saraf  
Partner  
Membership Number: 41747

Mumbai: 18<sup>th</sup> May, 2019

For and on behalf of Board of Directors  
Vidli Restaurants Limited

Ramnath Pradeep  
DIN: 02608230  
Chairman and Independent Director

Vidhi V. Kamat  
DIN: 07038524  
Managing Director

Ravindra Shinde  
Chief Financial Officer

Sneha Lohogaonkar  
Company Secretary  
Membership Number: A49891

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2019

PARTICULARS	NOTE	Amount in ₹	
		YEAR ENDED	
		31ST MARCH, 2019	31ST MARCH, 2018
<b>INCOME:</b>			
Revenue from Operations	20	4,22,09,201	4,91,47,462
Other Income	21	47,69,548	58,80,485
<b>Total Revenue</b>		<b>4,69,78,750</b>	<b>5,50,27,947</b>
<b>EXPENSES:</b>			
Cost of Traded Goods	22	1,29,67,069	1,37,03,970
Cost of Food and Beverages Consumed	23	-	27,07,300
Employee Benefits Expense	24	1,27,23,969	1,24,90,783
Other Expenses	25	1,62,59,911	2,27,10,075
Finance Cost	26	7,19,129	5,64,951
Depreciation and Amortisation Expenses	12	15,69,805	14,22,459
<b>Total Expenses</b>		<b>4,42,39,882</b>	<b>5,35,99,539</b>
<b>Profit / (Loss) Before Tax</b>		<b>27,38,867</b>	<b>14,28,409</b>
<b>Tax Expense:</b>			
Prior Period Adjustment- Income Tax		(1,93,677)	-
Current Tax		6,76,000	2,02,000
Mat Credit Entitlement Reversed		1,98,000	-
Deferred Tax		1,31,149	(57,240)
		8,11,472	1,44,760
(Less) Mat Credit Entitlement		-	(1,98,000)
<b>Total Tax Expense (Credit)</b>		<b>8,11,472</b>	<b>(53,240)</b>
<b>Profit for the year</b>		<b>19,27,395</b>	<b>14,81,649</b>
<b>Earning Per Equity Share of face value of ₹10/- each:</b>			
Basic and Diluted (in Rupees)	27	0.45	0.34

### SIGNIFICANT ACCOUNTING POLICIES

2

### THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THE FINANCIAL STATEMENTS

1 to 33

As per our report of even date

For and on behalf of Board of Directors  
Vidli Restaurants Limited

For P.D. Saraf & Co.  
Chartered Accountants  
Firm's Registration Number: 109241W

Madhusudan Saraf  
Partner  
Membership Number: 41747

Mumbai: 18<sup>th</sup> May, 2019

Ramnath Pradeep  
DIN: 02608230  
Chairman and Independent Director

Vidhi V. Kamat  
DIN: 07038524  
Managing Director

Ravindra Shinde  
Chief Financial Officer

Sneha Lohogaonkar  
Company Secretary  
Membership Number: A49891

## CASH FLOW STATEMENT

PARTICULARS	Amount in ₹	
	YEAR ENDED	
	31st March 2019	31st March 2018
<b>A CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net profit / (loss) before tax	27,38,867	14,28,409
Adjustment for:		
Depreciation	15,69,805	14,22,459
(Profit) / Loss on Sale of Investments	(78,572)	(13,70,722)
(Profit) / Loss on Discard / Sale of Fixed Assets	(5,165)	(62,255)
Liabilities and Provisions written Back	(92,022)	(2,58,685)
Provision for Employee Benefits	-	75,932
Provision for Doubtful Debtors (Including Bad Debts written off)	1,84,371	6,12,515
Amortisation of Share Issue Expenses	9,45,000	9,71,000
Interest income	(33,02,245)	(34,27,722)
Dividend income	(50,005)	(3,16,642)
Interest Expense	7,19,129	5,64,951
<b>Operating profit / (loss) before working capital changes</b>	<b>27,86,307</b>	<b>(3,60,760)</b>
Trade and other receivables	(20,88,551)	19,84,633
Inventories	(1,45,487)	12,06,805
Trade Payables	(10,48,959)	(17,17,739)
Cash inflow / (outflow) generated from operations	(4,96,691)	11,12,939
Direct taxes paid (Net of refunds)	(11,44,555)	(32,23,568)
<b>Net cash inflow / (outflow) from operating activities</b>	<b>(16,41,246)</b>	<b>(21,10,629)</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchase of Fixed Assets	(8,68,920)	(2,00,96,820)
Sale Proceeds of Fixed Assets	9,15,000	5,34,118
(Purchase) / Sale of Non Trade Investment	(10,00,000)	20,00,000
Investments sold during the year	45,45,371	79,40,104
Fixed Deposits made during the year	(1,09,60,000)	(1,33,00,000)
Fixed Deposits Redeemed during the year	99,90,000	1,15,00,000
Loans Received Back During the Year	-	13,00,000
Dividend Received	50,005	3,16,642
Interest Received	14,88,311	36,04,765
<b>Net cash inflow / (outflow) used in investing activities</b>	<b>41,59,767</b>	<b>(62,01,191)</b>



## CASH FLOW STATEMENT (Contd.)

PARTICULARS	NOTE	Amount in ₹	
		YEAR ENDED	
		31st March 2019	31st March 2018
<b>C CASH FLOW FROM FINANCING ACTIVITIES:</b>			
Secured Loan taken from Bank		-	1,03,07,166
Repayment of Secured Loan		(12,39,353)	(24,34,207)
Dividend paid (Including Dividend Distribution Tax)		-	(26,18,022)
Interest paid		(7,19,129)	(5,64,951)
Net cash used in financing activities		(19,58,482)	46,89,986
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS:		5,60,039	(36,21,834)
<b>CASH AND CASH EQUIVALENTS AS AT 01.04.2018 (Opening Balance)</b>		25,77,373	61,99,208
<b>CASH AND CASH EQUIVALENTS AS AT 31.03.2019 (Closing Balance)</b>		<b>31,37,413</b>	<b>25,77,373</b>
<b>Components of Cash and Cash Equivalents</b>			
- Balance with Banks in current account		31,36,302	25,70,037
- Cash on hand		1,111	7,336
		<b>31,37,413</b>	<b>25,77,373</b>

### SIGNIFICANT ACCOUNTING POLICIES

2

### THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THE FINANCIAL STATEMENTS

1 to 33

As per our report of even date

For and on behalf of Board of Directors  
Vidli Restaurants Limited

For P.D. Saraf & Co.  
Chartered Accountants  
Firm's Registration Number: 109241W

Madhusudan Saraf  
Partner  
Membership Number: 41747

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Managing Director

Ravindra Shinde  
Chief Financial Officer

Sneha Lohogaonkar  
Company Secretary  
Membership Number: A49891

**NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31ST MARCH, 2019**

**1. CORPORATE INFORMATION**

Vidli Restaurants Limited ("the Company" or "VRL") (Formerly Known as Vidli Restaurants Private Limited) was incorporated in India on 24<sup>th</sup> August, 2007 as a private limited Company under the Companies Act, 1956 with its registered office located in Mumbai. The name of the Company was changed from Vithal Kamats Restaurants Private Limited to Vidli Restaurants Pvt. Ltd. with effect from 26<sup>th</sup> February 2015. The Name of the Company was further changed from Vidli Restaurants Private Limited to Vidli Restaurants Limited with effect from 23<sup>rd</sup> November 2015.

The company has rights to use / grant the Trade Mark "KAMATS" and "VITHAL KAMATS" by virtue of an Agreement for Use of Copy Right Mark / Trade Mark. The terms of both the agreements is for a period of fifteen years subject to fulfilment of certain conditions from October 12, 2013 to October 11, 2028 in case of Vithal Kamats and while for Kamats, it is from April 18, 2015 to April 17, 2030. The Company is operating in hospitality sector. The company also grants the Franchise of the Trade Mark "KAMATS" and "VITHAL KAMATS" to restaurants owned/operated by other parties. It has given franchisees currently across the states of Maharashtra, Gujarat, Punjab, Himachal Pradesh and Haryana.

The Company has Listed its Equity Shares on Bombay Stock Exchange(BSE) - SME Platform on 15<sup>th</sup> February 2016.

**2. SIGNIFICANT ACCOUNTING POLICIES**

**2.1 Basis of Preparation of Financial Statements :**

The financial statements are prepared and presented under the historical cost convention on the accrual basis of accounting in accordance with accounting principles generally accepted in India ("Indian GAAP") and are in compliance with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and as per the provisions of the Companies Act, 2013. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

**2.2 Use of Estimates :**

The preparation of the financial statements in conformity with Indian GAAP requires the Company management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities as of the date of financial statements. Actual results could differ from these estimates. Any revision to accounting estimates is recognized prospectively in the current and future periods.

**2.3 Inventories :**

Inventories of food and beverages and operating supplies are carried at lower of cost (weighted average basis) and net realizable value. Inventories of Traded Products are carried at lower of cost (FIFO Basis) and net realizable value.

**2.4 Prior Period Adjustments, Exceptional and Extra Ordinary Items and Changes in Accounting Policies:**

Prior Period Adjustments, Exceptional and Extra Ordinary Items and Changes in Accounting Policies having material impact on the Financial Statements are disclosed.

**2.5 Fixed Assets, Depreciation and Amortisation:**

Fixed Assets are stated at cost of acquisition less accumulated depreciation. The cost of acquisition includes inward freight, duties, taxes and other directly attributable incidental expenses.

Effective from 1<sup>st</sup> April, 2014, Depreciation is provided on the items of tangible fixed assets in the accounts on straight-line method based on the useful lives of those assets prescribed in Schedule II to the Companies Act, 2013 after considering the residual value not exceeding 5% of the cost as against the earlier practice of providing depreciation at the rates prescribed in Schedule XIV to the Companies Act, 1956. Buildings taken on lease and leasehold improvements are depreciated over the primary lease period. Cost of intangible assets is amortized in accordance with the provisions of Accounting Standard 26- "Intangible Assets".

**2.6 Revenue Recognition:**

The Company derives revenues primarily from hospitality services. Sales comprises sale of food and beverages and allied services relating to restaurant operations. Revenue is recognized upon rendering of the service. The company also earns for use of its Trademarks. Initial fee for providing services for setting up restaurants and for future services is recognised upon rendering of services in accordance with relevant agreement and cost incurred. Franchise Fee for operation of restaurants by Franchisees is recognized on accrual basis in accordance with relevant agreement. Sales and services are stated exclusive of taxes.

Interest income is recognized using the time proportion method based on the underlying interest rates. Dividends are recorded when the right to receive payment is established.

**2.7 Investments:**

Non Current investments are carried at cost less any diminution in value, other than temporary, determined separately of each individual investment.

Current Investments are carried at lower of cost and fair value, computed category wise.

**2.8 Employee Benefits:****(a) Provident Fund:**

Contribution to provident fund, which is a defined contribution scheme, is recognized as an expense in the Statement of Profit and Loss in the year in which it accrues.

**(b) Gratuity :**

The Company accounts for the net present value of its obligation for gratuity benefits based on an independent external actuarial valuation determined on the basis of the projected unit credit method carried out annually. Actuarial gains and losses are immediately recognized in the Statement of Profit and Loss.

**(c) Compensated Absences :**

Provision for Compensated Absences is determined on the basis of an independent external actuarial valuation carried out by an independent actuary at the Balance Sheet date.

**2.9 Segment Reporting :**

Reportable Segments are identified having regard to the dominant source of revenue and nature of risks and returns.

**2.10 Leases :**

Lease payment under an operating lease are recognized as an expense in the Statement of Profit and Loss with reference to lease terms and other considerations.

Assets taken on finance lease are capitalized and finance charges are charged to Statement of Profit and Loss on accrual basis.

**2.11 Earnings Per Share :**

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Partly paid equity shares are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting year. The weighted average number of equity shares outstanding during the year is adjusted for events of bonus issue, bonus element in a rights issue to existing shareholders, share split, and reverse share split (consolidation of shares). For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

**2.12 Taxes On Income :**

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961. Deferred taxes reflect the impact of current period timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the Balance Sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax assets are recognised on carry forward of unabsorbed depreciation and tax losses only if there is virtual certainty supported by convincing evidence, that such deferred tax assets can be realized against future taxable profits. Unrecognised deferred tax assets of earlier years are re-assessed and recognised to the extent that it has become reasonably certain that future taxable income will be available against which such deferred tax assets can be realised.

**2.13 Impairment :**

In accordance with Accounting Standard 28 – Impairment of Assets (AS 28), the carrying amounts of the company's assets including intangible assets are reviewed at each Balance Sheet date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated, as the higher of the net selling price and the value in use. Any impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount.

**2.14 Provisions, Contingent Liabilities and Contingent Assets:**

The Company creates a provision where there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources. When there is a possible obligation in respect of which likelihood of outflow of resources is remote, no provision or disclosure is made.

**2.15 Preliminary Expenditure and Share Issue Expenses:**

Preliminary Expenditure is carried as an asset and amortised over a period of 10 years. Share Issue expenses is carried as an asset and amortised over a period of 5 Years.

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

3 SHARE CAPITAL :	Amount in ₹	
	AS AT 31ST MARCH, 2019	AS AT 31ST MARCH, 2018
<b>AUTHORISED:</b> 50,00,000 Equity Shares of par value ₹10/- each (Previous year 50,00,000 Equity Shares of par value ₹10/- each).	5,00,00,000	5,00,00,000
<b>Total</b>	<b>5,00,00,000</b>	<b>5,00,00,000</b>
<b>ISSUED, SUBSCRIBED AND PAID UP:</b> 43,30,000 Equity Shares of par value ₹10/- each, fully paid up (Previous year 43,30,000 Equity Shares of par value ₹10/-each, fully paid up).	4,33,00,000	4,33,00,000
<b>Total</b>	<b>4,33,00,000</b>	<b>4,33,00,000</b>

3.1 The reconciliation of the number of shares outstanding is set out below:

**Equity shares**

Equity Shares at the beginning of the year  
Add: Equity Shares issued during the year  
**Equity Shares at the end of the year**

31st March 2019		31st March 2018	
Number	Rupees	Number	Rupees
43,30,000	4,33,00,000	43,30,000	4,33,00,000
<b>43,30,000</b>	<b>4,33,00,000</b>	<b>43,30,000</b>	<b>4,33,00,000</b>

3.2 **Terms/ rights attached to equity shares**

The Company has only one class of equity shares having a par value of ₹10/- per share. Each holder of equity share is entitled to one vote per share. The Company declares and pays dividend in Indian rupees.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity share held by the Shareholders.

3.3 **Details of Shareholders holding more than 5% shares in the Company**

**Equity shares of ₹10/- each fully paid**

Conwy Hospitality Private Limited  
Vits Hotels Worldwide Private Limited  
Mrs. Vidhi V. Kamat

AS AT 31ST MARCH, 2019		AS AT 31ST MARCH, 2018	
Number	% holding in the class	Number	% holding in the class
11,95,000	27.60%	11,95,000	27.60%
7,75,000	17.90%	7,75,000	17.90%
5,42,000	12.52%	5,42,000	12.52%

4 **RESERVES AND SURPLUS:**

**Surplus/(Deficit) in the Statement of Profit and Loss**

As per last financial statements  
Add/(Less): Net Profit after Tax for the year

AS AT 31ST MARCH, 2019	AS AT 31ST MARCH, 2018
65,53,802	50,72,153
19,27,395	14,81,649
<b>Total</b>	<b>84,81,197</b>

5 **LONG TERM BORROWINGS**

**Secured Loan from ICICI Bank**

AS AT 31ST MARCH, 2019	AS AT 31ST MARCH, 2018
66,47,564	78,72,959
<b>Total</b>	<b>66,47,564</b>

5.1 The Loan is taken for purchase of Immovable property and same has been mortgaged for availing loan from ICICI Bank.

5.2 The loan of ₹1,03,07,166/- is taken for 180 months (w.e.f 5<sup>th</sup> September 2017). The repayment is being done on 5<sup>th</sup> of every month through EMI.

Maturity Profile of Term Loan from Bank and rate of Interest are as set out below

	ROI	1-2 Years	2-3 Years	3-4 Years	Above 4 Years
Secured Term Loan from ICICI Bank	9.55%	3,38,922	3,72,006	4,08,319	55,28,317



NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

		Amount in ₹	
		AS AT 31ST MARCH, 2019	AS AT 31ST MARCH, 2018
<b>6 DEFERRED TAX LIABILITY</b>			
<b>Deferred Tax Liability</b>			
Related to Depreciation on Fixed Assets		4,12,017	4,38,553
	<b>Total</b>	<b>4,12,017</b>	<b>4,38,553</b>
<b>Less : Deferred tax Assets</b>			
Expenses allowable for Tax Purposes on Payment Basis		75,332	62,097
Provision for Doubtful Debts		47,936	2,76,017
Short Term Capital Loss		57,161	-
	<b>Total</b>	<b>1,80,429</b>	<b>3,38,114</b>
Deferred Tax Liability (net) after adjustments		<b>2,31,588</b>	<b>1,00,439</b>
Incremental Deferred Tax (asset) / charge for the year		<b>1,31,149</b>	<b>(57,240)</b>
<b>7 OTHER LONG TERM LIABILITIES</b>			
Advance Franchisee Fees		1,91,32,104	1,98,00,934
	<b>Total</b>	<b>1,91,32,104</b>	<b>1,98,00,934</b>
<b>8 LONG TERM PROVISIONS</b>			
Provision for Taxation (Net)		-	54,515
Provision for Leave Encashment		1,40,948	2,13,289
Provision for Gratuity		1,72,576	2,03,856
	<b>Total</b>	<b>3,13,524</b>	<b>4,71,660</b>
<b>8.1</b>	Provision for Income Tax is net of Payment of Taxes NIL /- (Previous Year ₹50,15,485/-)		
<b>9 TRADE PAYABLE</b>			
Micro, Small and Medium Enterprises		5,54,063	2,22,284
Others for goods and services		33,10,904	39,48,989
	<b>Total</b>	<b>38,64,967</b>	<b>41,71,273</b>
<b>9.1</b>	Micro, Small and Medium Enterprises as defined under MSMED Act, 2006 have been identified by the Company on the basis of the information available. Total outstanding dues of Micro and Small enterprises, which are outstanding for more than the stipulated period are given below:		
<b>Particulars</b>		<b>AS AT 31ST MARCH, 2019</b>	<b>AS AT 31ST MARCH, 2018</b>
Dues remaining unpaid at the year end:			
- Principal		5,54,063	2,22,284
- Interest		-	-
Interest paid in terms of Section 16 of the Act		-	-
Amount of interest due and payable for the period of delay on payments made beyond the appointed day during the year.		-	-
Amount of interest accrued and remaining unpaid at the year end.		-	-
Further interest due and payable even in the succeeding years, until such date when the interest due as above are actually paid to the small enterprises		-	-
<b>10 OTHER CURRENT LIABILITIES</b>			
Current Maturities of Long Term Borrowings (Refer Note 5.1)		2,67,363	2,81,321
Advance from customers		2,83,466	2,49,780
Advance Franchisee Fees		29,68,971	23,98,428
Other Payables		21,15,305	20,11,710
	<b>Total</b>	<b>56,35,104</b>	<b>49,41,239</b>
<b>10.1</b>	Includes Employees dues ₹ 11,29,880/- (Previous Year ₹ 13,84,786/-), Statutory dues ₹ 10,41,428/- (Previous Year ₹ 4,82,340/-)		
<b>11 SHORT TERM PROVISIONS</b>			
Provision for Leave Encashment		32,322	21,040
Provision for Gratuity		774	457
	<b>Total</b>	<b>33,096</b>	<b>21,497</b>

## NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

## 12. FIXED ASSETS

(Amount in ₹)

FIXED ASSETS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS AT 01.04.2018	ADDITIONS	DEDUCTIONS	AS AT 31.03.2019	UPTO 01.04.2018	FOR THE PERIOD	DEDUCTIONS / ADJUSTMENTS	UPTO 31.03.2019	AS AT 31.03.2019	AS AT 31.03.2018
<b>TANGIBLE</b>										
Improvements to Leasehold Buildings	21,20,551	-	-	21,20,551	4,47,967	3,39,837	-	7,87,804	13,32,747	16,72,584
Free hold Buildings	1,63,11,912	-	-	1,63,11,912	-	-	-	-	1,63,11,912	1,63,11,912
Plant & Machinery	66,04,668	53,000	-	66,57,668	6,88,324	4,23,842	-	11,12,166	55,45,502	59,16,344
Furniture and Fixtures	13,18,306	2,31,170	-	15,49,476	5,21,096	4,19,106	-	9,40,202	6,09,274	7,97,210
Office Equipments	4,87,085	1,10,200	-	59,27,285	2,29,804	1,46,905	-	3,76,708	2,20,577	2,57,281
Vehicle	11,06,896	-	11,06,896	-	1,05,446	91,615	1,97,061	-	-	10,01,450
<b>Total</b>	<b>2,79,49,418</b>	<b>3,94,370</b>	<b>11,06,896</b>	<b>2,72,36,892</b>	<b>19,92,637</b>	<b>14,21,605</b>	<b>1,97,061</b>	<b>32,16,881</b>	<b>2,40,20,011</b>	<b>2,59,56,781</b>
<b>INTANGIBLE</b>										
Computer Software	14,84,988	-	-	14,84,988	2,32,951	1,48,499	-	3,81,450	11,03,538	12,52,037
Trademark ( Urban Dhaba, Pepper Fry)	-	4,74,550	-	4,74,550	-	-	-	-	4,74,550	-
<b>Total</b>	<b>14,84,988</b>	<b>4,74,550</b>	<b>-</b>	<b>19,59,538</b>	<b>2,32,951</b>	<b>1,48,499</b>	<b>-</b>	<b>3,81,450</b>	<b>15,78,088</b>	<b>12,52,037</b>
<b>Grand Total</b>	<b>2,94,34,406</b>	<b>8,68,920</b>	<b>11,06,896</b>	<b>2,91,96,480</b>	<b>22,25,588</b>	<b>15,69,804</b>	<b>1,97,061</b>	<b>35,98,331</b>	<b>2,55,98,099</b>	<b>2,72,08,818</b>
Previous Year Total	97,47,186	2,02,09,483	5,22,263	2,94,34,406	8,53,529	14,22,459	50,400	22,25,588	2,72,08,818	-

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

		Amount in ₹	
		YEAR ENDED	
		AS AT 31ST MARCH, 2019	AS AT 31ST MARCH, 2018
<b>13</b>	<b>NON-CURRENT INVESTMENTS</b>		
	<b>TRADE INVESTMENTS:</b>		
	TAX FREE BOND :		
	Indian Railway Finance Corporation Ltd (Maturing on 17.02.2024) (No. of Bonds : 1,000, Face Value ₹1,000/-)	10,00,000	10,00,000
	OTHER:		
	INDIA BULLS CONSUMER FINANCE LIMITED (No. of Bonds : 1,000, Face Value ₹1,000/-)	10,00,000	-
	<b>Total</b>	<b>20,00,000</b>	<b>10,00,000</b>
	<b>Aggregate amount of unquoted Investments</b>		
	- Cost	20,00,000	10,00,000
<b>14</b>	<b>OTHER NON CURRENT ASSETS</b>		
	Payment of Taxes	11,83,892	7,65,529
	Security Deposits	17,06,000	20,05,280
	Capital Advances	34,44,728	47,52,588
	Loans and Advances (To a Group Company)	3,10,65,000	3,10,65,000
	Share Issue Expenses (To the extent not written off)	-	9,47,199
	<b>Total</b>	<b>3,73,99,620</b>	<b>3,95,35,596</b>
<b>14.1</b>	Payment for Income Tax is net of Provision of Taxes ₹ 8,78,000/-, ( Previous Year ₹ 2,02,000/- )		
<b>15</b>	<b>CURRENT INVESTMENTS</b>		
	<b>TRADE INVESTMENTS:</b>		
	<b>Equity Shares (Quoted)</b>		
	Larsen & Toubro Infotech Ltd	221 (371)	₹ 1
	Larson & Tubro Finance Limited	700 (Nil)	₹ 10
	IDFC Bank Limited	1,000 (1,000)	₹ 10
	Speciality Restaurants Limited	90 (90)	₹ 10
	<b>INVESTMENT IN MUTUAL FUND</b>		
	HDFC Prudence Fund-Regular Plan-Dividend Payout (No. of Units : Nil (Previous Year 79292.080), Face Value ₹10/-)		25,00,000
	HDFC Prudence Fund-Regular Plan-Dividend Re-investment (No. of Units : Nil (Previous Year 67761.432), Face Value ₹10/-)		21,36,988
	<b>Total</b>	<b>3,48,603</b>	<b>49,72,545</b>

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

		Amount in ₹	
		YEAR ENDED	
		AS AT 31ST MARCH, 2019	AS AT 31ST MARCH, 2018
<b>Aggregate amount of quoted Investments</b>			
- Cost		3,48,603	49,72,545
- Market		5,43,474	48,85,381
<b>16 INVENTORIES</b>			
(At Lower of weighted average cost and net realisable value)			
Raw Materials & Others			
- Food & Beverages		10,11,234	8,87,320
- Stores and Operating Supplies		8,46,797	8,25,224
<b>Total</b>		<b>18,58,030</b>	<b>17,12,544</b>
<b>17 TRADE RECEIVABLES:</b>			
(Unsecured, good, unless otherwise stated)			
<b>Unsecured:</b>			
- Over Six Months		8,23,246	8,82,661
- Other Debts [ NIL (Previous Year ₹1,78,944/-) considered doubtful]		53,65,826	32,62,240
		61,89,072	41,44,901
Less : Provision for Doubtful Debts		1,84,371	10,61,605
<b>Total</b>		<b>60,04,701</b>	<b>30,83,296</b>
<b>17.1</b> Trade Receivable includes ₹ 6,66,926/- (Previous Year ₹10,508/-) from Vitizen Hotels Limited, ₹ 2,85,736/- (Previous Year ₹3,26,925) from Conwy Hospitality Private Limited and ₹4,25,657/- (Previous Year NIL) from Spice Tree Hospitality LLP.			
<b>18 CASH AND BANK BALANCES</b>			
<b>Cash and Cash Equivalents</b>			
<b>Balance with banks:</b>			
Balance with Scheduled Bank: Canara Bank			
- On Current account		31,36,302	25,70,037
- Cash on Hand		1,111	7,336
		31,37,413	25,77,373
- Fixed Deposit with Banks - with Less than 12 Months Maturity		28,55,000	18,85,000
<b>Total</b>		<b>59,92,413</b>	<b>44,62,373</b>
<b>19 OTHER CURRENT ASSETS</b>			
Interest Receivable		48,19,414	30,05,480
Advance to Suppliers & Others		22,66,436	52,054
MVAT Input credit		-	1,19,523
GST Input Credit		-	45,563
MAT Credit Entitlement A/c		-	1,98,000
Share Issue Expenses Unamortised		9,47,200	9,45,001
Prepaid Expenses		3,59,491	7,45,736
Staff Advance		45,139	1,47,274
<b>Total</b>		<b>84,37,679</b>	<b>52,58,631</b>



NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

		Amount in ₹	
		YEAR ENDED	
		31ST MARCH, 2019	31ST MARCH, 2018
<b>20</b>	<b>REVENUE FROM OPERATIONS</b>		
	Food and Beverages	-	45,23,404
	Sale of Traded Goods	1,56,48,272	1,66,40,395
	Franchise Fees	93,18,592	1,05,34,252
	Royalty	1,49,11,008	1,47,45,948
	<b>Sub Total (A)</b>	<b>3,98,77,872</b>	<b>4,64,43,999</b>
	<b>Other Operating Income :</b>		
	Feasibility Study Fees	3,98,051	1,63,305
	Franchise Staff Training Income	-	65,217
	Discount Received (Vendor)	55,737	
	Consultancy Fees Received	80,000	4,35,116
	Rent Received	17,97,542	20,39,825
	<b>Sub Total (B)</b>	<b>23,31,330</b>	<b>27,03,463</b>
	<b>Total</b>	<b>4,22,09,201</b>	<b>4,91,47,462</b>
<b>21</b>	<b>OTHER INCOME</b>		
	Interest Earned	33,02,245	34,27,722
	Dividend Income	50,005	3,16,642
	Profit on Sale of Investments	1,41,279	13,70,722
	Profit on Sale of Fixed Assets	5,165	62,255
	Excess Provision for Leave Encashment Written Back (Refer note 24.1.3)	61,059	2,58,684
	Excess Provision for Gratuity Written Back (refer Note 24.1.3)	30,963	
	Miscellaneous Income	11,78,832	4,44,460
	<b>Total</b>	<b>47,69,548</b>	<b>58,80,485</b>
<b>22.</b>	<b>COST OF TRADED GOODS SOLD</b>		
	Opening Stock	14,36,487	24,33,870
	Purchases	1,31,67,771	1,27,06,587
	<b>Sub Total</b>	<b>1,46,04,258</b>	<b>1,51,40,457</b>
	Less : Closing Stock	16,37,189	14,36,487
	<b>Total</b>	<b>1,29,67,069</b>	<b>1,37,03,970</b>
<b>23</b>	<b>COST OF FOOD AND BEVERAGE CONSUMED</b>		
	Opening Stock	-	2,00,815
	Add : Purchases	-	25,06,485
		-	27,07,300
	Less: Closing Stock	-	-
	<b>Total</b>	<b>-</b>	<b>27,07,300</b>
<b>24</b>	<b>EMPLOYEE BENEFITS EXPENSE:</b>		
	Salaries & Wages	1,10,88,287	1,05,19,154
	Provision for Gratuity (Refer note 24.1.2)	-	75,932
	Contribution to Provident and other Funds	4,28,333	5,88,434
	Staff Welfare Expenses	12,07,349	13,07,263
	<b>Total</b>	<b>1,27,23,969</b>	<b>1,24,90,783</b>

**NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019**

- 24.1 The disclosures required under Accounting Standard 15 "Employee Benefits" (AS 15) as notified by the Companies (Accounting Standards) Rules 2006, are given below:

		Amount in ₹	
		YEAR ENDED	
		31ST MARCH, 2019	31ST MARCH, 2018
<b>24.1.1 Defined Contribution Plan:</b>			
Contribution to Defined Contribution Plan, recognised and charged off for the year are as under:			
Contributions to Provident Fund		1,62,242	2,44,404
Contributions to Pension Scheme		2,23,091	2,29,448
<b>24.1.2 Defined Benefit Plan:</b>			
The employees' gratuity scheme is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.			
<b>Gratuity (Non Funded):</b>			
		<b>31ST MARCH, 2019</b>	<b>31ST MARCH, 2018</b>
<b>a) Reconciliation of opening and closing balances of Defined Benefit obligation</b>			
Defined Benefit obligation at the beginning of the year		2,04,313	1,28,381
Current Service Cost		87,836	1,12,901
Interest Cost		16,100	9,449
Actuarial (Gain) / Loss		(1,34,899)	(46,418)
Benefit Paid		-	-
Defined Benefit obligation at year end		1,73,350	2,04,313
<b>b) Reconciliation of fair value of assets and obligations</b>			
Present value of obligation as at year end		1,73,350	2,04,313
Amount recognised in Balance Sheet		1,73,350	2,04,313
<b>c) Expenses recognised during the year</b>			
Current Service Cost		87,836	1,12,901
Interest Cost		16,100	9,449
Actuarial (Gain) / Loss		(1,34,899)	(46,418)
Net Cost		(30,963)	75,932
<b>24.1.3 Leave encashment (Non Funded):</b>			
<b>Reconciliation of opening and closing balances of Defined Benefit obligation</b>			
		<b>31ST MARCH, 2019</b>	<b>31ST MARCH, 2018</b>
<b>a) Defined Benefit obligation at the beginning of the year</b>			
Defined Benefit obligation at the beginning of the year		2,34,330	4,93,014
Interest Cost		18,465	36,286
Current Service Cost		52,259	84,749
Benefits Paid		-	-
Actuarial (Gain) / Loss		(1,31,784)	(3,79,719)
Defined Benefit obligation at year end		1,73,270	2,34,330
<b>b) Reconciliation of fair value of assets and obligations</b>			
Present value of obligation as at year end		1,73,270	2,34,330
Amount Recognised in Balance Sheet		1,73,270	2,34,330
<b>c) Expenses recognised during the year</b>			
Interest Cost		18,465	36,286
Current Service Cost		52,259	84,749
Actuarial (Gain) / Loss		(1,31,784)	(3,79,719)
Net Cost		(61,060)	(2,58,684)

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

Amount in ₹

YEAR ENDED

31ST MARCH, 2019      31ST MARCH, 2018

**Actuarial assumptions**

**Mortality Table**

Indian Assured Lives Mortality

Discount rate (per annum)

Rate of escalation in salary (per annum)

Withdrawal Rates

2006-08 (Modified Ultimate)	2006-08 (Modified Ultimate)
7.88%	7.36%
7.00%	7.00%
3.00%	3.00%

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

**24.2 Managerial Remuneration :**

Remuneration to Managing Director

Contribution to Provident Fund

Directors Sitting Fees

Sub-total

Total

31ST MARCH, 2019      31ST MARCH, 2018

3,60,000	3,60,000
14,112	14,112
3,74,112	3,74,112
1,25,000	1,32,500
4,99,112	5,06,612

"In view of inadequacy of profit, the consent of the members of the Company for waiver of excess remuneration paid to Ms. Vidhi V. Kamat for the Financial year 2017-18 and 2018-19 is sought for in this general meeting as per provisions of Section 197(10) of Companies Act, 2013, as amended."

**25 OTHER EXPENSES**

**OPERATING EXPENSES:**

Power and Fuel

Rent

Licences, Rates and Taxes

Repairs to Building

Repairs to Plant and Machinery

Repairs to Others

Restaurant Operating Expenses

Replacements of Crockery, Cutlery, Linen, etc.

Coolie, Cartage and Freight

Water Charges

31ST MARCH, 2019      31ST MARCH, 2018

2,73,600	8,15,698
17,10,000	51,32,769
1,25,784	75,868
-	11,186
1,950	1,73,895
7,80,507	3,17,130
4,28,177	7,16,492
55,216	52,477
9,39,284	18,15,697
-	24,762

**GENERAL EXPENSES:**

Advertisement, Publicity and Sales Promotion

Management / License Fees and Royalty

**ADMINISTRATIVE AND OTHER EXPENSES:**

Communication Expenses

Printing and Stationery

Legal and Professional charges

Travelling and Conveyance

Insurance

Provision for Doubtful Debtors

Auditors' Remuneration

SalesTax/Vat / LBT etc. including assessment dues

Amortisation of Share Issue Expenses

Professional Tax (Company)

Loss on Sale of Investments

Miscellaneous Expenses

Sub-total

Sub-total

Sub-total

Sub-total

Total

43,14,518      91,36,001

9,92,541      10,31,864

40,45,150      38,92,612

50,37,691      49,24,476

6,33,066      6,60,034

2,97,842      3,79,621

24,24,050      28,95,166

9,83,223      18,63,720

1,40,777      2,82,937

1,84,371      6,12,515

1,10,000      1,10,000

31,886      85,619

9,45,000      9,71,000

1,997      1,997

2,19,851      -

9,35,640      7,86,949

69,07,703      86,49,598

1,62,59,911      2,27,10,075

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

		Amount in ₹	
		YEAR ENDED	
		31ST MARCH, 2019	31ST MARCH, 2018
<b>25.1 Auditors' Remuneration:</b>			
- As Audit Fees		1,10,000	1,10,000
	<b>Total</b>	<b>1,10,000</b>	<b>1,10,000</b>
<b>26 FINANCE COST</b>			
Interest Expense		7,19,129	4,99,753
Other Borrowing Cost		-	65,198
	<b>Total</b>	<b>7,19,129</b>	<b>5,64,951</b>

**27 Earning Per Share (E.P.S.) under Accounting Standard 20:**

Particulars	31ST MARCH, 2019	31ST MARCH, 2018
Profit/ (Loss) after Tax as per accounts	19,27,395	14,81,649
No. of Shares Issued	43,30,000	43,30,000
Weighted Average No. of Equity Shares	43,30,000	43,30,000
Nominal Value of Share	10	10
Basic and Diluted E.P.S	0.45	0.34

**28 Related Party Disclosures :**

Related Parties:

a) Company where control exists and Transaction have taken place during the year:

- Conwy Hospitality Private Limited
- Vitizen Hotels Limited
- Kamat Holiday Resorts (Silvassa) Limited
- Spice Tree Hospitality LLP
- Highlife Phuket Company Limited

b) Key Management Personnel :

Mrs. Vidhi V. Kamat

c) Other related parties with whom transactions have taken place during the year :

Dr. Vithal V. Kamat - Relative

d) Summary of transactions during the year with Related Parties entered into on commercial basis in the interest of the Company and approved by the Board and status of outstanding balances as on 31<sup>st</sup> March, 2019:

Nature of Transactions	Amount in ₹	
	Associate Companies	Key Managerial Personnel and Relatives
1. Purchase of Goods and Services	2,22,475	17,98,572
2. Purchase of "VIDLI" Trade Mark rights	( 2,97,057 )	(15,84,417)
3. Sale of Goods and Services	64,93,601	Nil
4. Interest Received	31,06,500	Nil
	(18,05,425 )	(Nil)
	(30,85,822)	(Nil)



**NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019**

Nature of Transactions	Amount in ₹	
	Associate Companies	Key Managerial Personnel and Relatives
5. Loans Repayment	Nil (13,00,000)	Nil (Nil)
6. Remuneration to Key Managerial Personnel	Nil (Nil)	3,60,000 (3,60,000)
7. Amount paid during the year	2,40,272 (1,68,830)	22,67,236 (22,18,881)
8. Balance Outstanding at the year end		
i) Amount Payable	Nil (Nil)	5,09,683 (4,72,787)
ii) Accounts Recoverable	71,60,308 (32,43,872)	Nil (Nil)
iii) Loans Given	3,10,65,000 (3,10,65,000)	Nil (Nil)

\*Figures in bracket are in respect of previous year.

The Company has purchased the trademark "VIDLI" registered under class 30 and 43 from Mr. Vikram V. Kamat for a total consideration of ₹. 1/- only.

The Company has entered into an agreement with Conwy Hospitality Private Limited, Vitizen Hotels Limited and Spice Tree Hospitality LLP to promote each other's brand and to utilize the capacity, trade mark, goodwill, etc. of one party by other, whenever required on terms and conditions as may be deemed fit and in the best interest of the Company.

**(g) Statement of Material Transactions:**

Name of the Related Party	YEAR ENDED	
	31ST MARCH, 2019	31ST MARCH, 2018
<b>Conwy Hospitality Private Limited</b>		
Sale of Goods and Services	13,52,845	13,58,073
Amount Recoverable at the Year End	2,85,736	3,26,925
<b>Vitizen Hotels Limited</b>		
Sale of Goods and Services	28,54,771	4,47,352
Amount Recoverable at the Year End	6,66,926	10,508
<b>Kamat Holiday Resorts (Silvassa) Limited</b>		
Purchase of Goods and Services	2,22,475	2,97,057
Sale of Vehicle	9,15,000	-
Loans Given	Nil	Nil
Interest Received	31,06,500	30,85,822
Amount Recoverable at the Year End	57,81,989	32,43,872
Loan Given Balance at the Year End	3,10,65,000	3,10,65,000
Amount paid during the year	2,40,272	1,68,830
Amount Payable at the Year End	Nil	Nil
<b>Spice Tree Hospitality LLP</b>		
Sale of Goods and Services	7,59,440	Nil
Amount Recoverable at the Year End	4,25,657	Nil
<b>Highlife Phuket Company Limited</b>		
Sale of Goods and Services	6,11,545	Nil
Amount Recoverable at the Year End	Nil	Nil
<b>Dr. Vithal V. Kamat</b>		
Purchase of Goods and Services	17,98,572	15,84,417
Amount paid during the period	19,07,236	16,71,025
Amount Payable at the Year End	4,81,567	4,46,346

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2019

	Amount in ₹	
	YEAR ENDED	
	31ST MARCH, 2019	31ST MARCH, 2018
<b>(g) Statement of Material Transactions: (Contd.)</b>		
<b>Mrs. Vidhi V. Kamat</b>		
Remuneration to Key Mangerial Perssonel	3,60,000	3,60,000
Amount paid during the period	3,60,000	3,60,000
Amount Payable at the Year End	28,116	26,441
<b>Mr. Vikram V. Kamat</b>		
Purchase of "VIDLI" Trade Mark rights	Nil	

**29. Segment Reporting:**

The Company's activities involve predominantly providing hospitality related services, which is considered to be a single business segment since these are subject to similar risks and returns. Further, services are not provided out of India and hence there are no reportable geographical segments. Accordingly, the financial statements are reflective of the information required by Accounting Standard 17 - Segment Reporting (AS-17).

**30 Leases:**

The Company's significant leasing arrangements are in respect of operating leases for premises. These leasing arrangements, which are not non-cancelable, range between eleven months and nine years generally or longer and are usually renewable by mutual consent on mutually agreeable terms.

The aggregate lease rentals payable are charged as rent and aggregate licence fees income from shops and other spaces on leave and licence basis are shown as Licence Fees.

Future commitments in respect of minimum lease payments payable for non-cancelable operating leases (other than land) entered into by the Company:

Particulars	31ST MARCH, 2019	31ST MARCH, 2018
Payable within one year	10,33,200	9,84,000
Payable later than one year but not later than five year	5,29,200	15,62,400
Payable after five years	Nil	Nil

**31 Income Tax:**

Provision for tax for the year has been made at ₹ 8,74,000/- (Previous year ₹ 2,02,000/-) under normal provisions of Income Tax Act, 1961. In accordance with Guidance Note issued by The Institute of Chartered Accountants of India, the Company has accounted for MAT Credit Entitlement of ₹ Nil /- (Previous Year ₹ 1,98,000/-) for the year ended 31st March, 2019.

**32 Additional Information:**

Particulars	31ST MARCH, 2019	31ST MARCH, 2018
a) Value of Imports (C.I.F. Value):	Nil	Nil
b) Expenditure in Foreign Currencies: (on accrual basis)	Nil	Nil
c) Earning in foreign exchange:	5,88,066	Nil
d) Dividend of non-resident shareholders:	Nil	Nil

**33** Figures of the previous year have been regrouped / reclassified wherever necessary to confirm to the Current year's presentation.

As per our report of even date

**For P.D. Saraf & Co.**  
Chartered Accountants  
Firm's Registration Number: 109241W

**Madhusudan Saraf**  
Partner  
Membership Number: 41747

Mumbai: 18<sup>th</sup> May, 2019

For and on behalf of Board of Directors  
Vidli Restaurants Limited.

**Ramnath Pradeep**  
DIN: 02608230  
Chairman and Independent Director

**Ravindra Shinde**  
Chief Financial Officer

**Vidhi V. Kamat**  
DIN: 07038524  
Managing Director

**Sneha Lohogaonkar**  
Company Secretary  
Membership Number:A49891

**ATTENDANCE SLIP**

**VIDLI RESTAURANTS LIMITED**

Registered Office: Office No. 501, 5th Floor, Jai Antariksh, Makwana Road, Marol, Andheri (East), Mumbai - 400059  
**CIN: L55101MH2007PLC173446**

Please complete this attendance slip and hand it over at the entrance of the meeting hall.

I, hereby record my attendance at the 12<sup>th</sup> Annual General Meeting to be held on Friday, the 9<sup>th</sup> 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.

*DP ID :		** FOLIO NO :	
*CLIENT ID :			
Name And Address Of Member / Proxy Holder			
Number of shares held:			

\*To be filled by Shareholders holding shares in dematerialized form.

\*\*To be filled by shareholder holding shares in physical form.

I certify that I am a member/ proxy/ authorized representative for the members of the Company.

SIGNATURE OF THE SHARE HOLDER OR PROXY: \_\_\_\_\_

The electronic voting particulars are set out below:

EVEN (E-Voting event number)	USER ID	PASSWORD / PIN
110985		

**VIDLI RESTAURANTS LIMITED**

**FORM NO. MGT – 11**

**PROXY FORM**

(Pursuant to section 105 (6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014

CIN:	L55101MH2007PLC173446
Name of the Company:	Vidli Restaurants Limited
Registered Office:	Office No. 501, 5th Floor, Jai Antariksh, Makwana Road, Marol, Andheri (East), Mumbai – 400059.
Name of the member(s):	
Registered address:	
Email ID:	
Folio No/ Client ID/ DP ID:	

I/We, being the member (s) of \_\_\_\_\_ shares of the above named company, hereby appoint:

1.	Name		
	Address		
	Email Id		Or failing him / her
	Signature		
2.	Name		
	Address		
	Email Id		Or failing him / her
	Signature		
3.	Name		
	Address		
	Email Id		Or failing him / her
	Signature		

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 12<sup>th</sup> Annual General Meeting of the Company, to be held on Friday, the 9<sup>th</sup> 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 and at any adjournment thereof in respect of such resolutions as indicated below:

Sr. No.	Resolution	For	Against
	<b>Ordinary Business:</b>		
1.	Adoption of Audited Financial Statement for the year ended 31 <sup>st</sup> March, 2019 along with report of Board and Auditors thereon.		
2.	To appoint a Director in place of Ms. Vidhi V. Kamat, who retires by rotation and being eligible offers herself for re-appointment.		
	<b>Special Business:</b>		
3.	To approve the Related Party Transactions entered into by the Company.		
4.	To approve remuneration paid to Ms. Vidhi V. Kamat over and above the limits prescribed under Section 197 other applicable provisions, if any, of Companies Act, 2013.		

Signed this ____ day of _____ 2019.	<div style="border: 1px solid black; width: 100px; height: 100px; margin: auto;">                     Affix revenue stamp                 </div>
Signature of member : _____	
Signature of Proxy Holder (s): _____	

**NOTE:** The Proxy Form in order to be effective should be duly completed, signed and deposited at the Registered Office of the Company not less than 48 before the commencement of the Annual General Meeting.













## OTHER TEAM MEMBERS



ABHISHEK TULASKAR



ARVIND PRABHU



ABHIJIT KADAM



BHAKTI PANGE



MANOJ MAURYA



MOHD. AQUIB SHEIKH



NISHIKANT BAMUGADE



PRATIK MORE



RAJU BAWANE



ROHAN GHADGE



KISHOR TALEKAR



SATISH KADAM



SUBHENDU TALELE



UMESH SAWANT



VIRAJ GURAV



YOGESH GOTHAD

## BOARD OF DIRECTORS



**MR. RAMNATH PRADEEP**  
CHAIRMAN & DIRECTOR



**MRS. VIDHI V. KAMAT**  
MANAGING DIRECTOR



**MR. KURIAN CHANDY**  
DIRECTOR



**MR. ARUN JAIN**  
DIRECTOR

## OTHER KEY MEMBERS



**MR. VIKRAM V. KAMAT**  
CHIEF MENTOR



**MS. SNEHA LOHOGAONKAR**  
COMPANY SECRETARY



**MR. RAVINDRA SHINDE**  
CHIEF FINANCIAL OFFICER



## KAMATS - SURAT



## VITHAL KAMATS - PARGAON KHANDALA

Corporate Office: 501 5th Floor, Jain Tariksh, Makwana Road, Marol, Andheri (East), Mumbai,  
Maharashtra - 400059

022 49736068 | [info@kamatsindia.com](mailto:info@kamatsindia.com) | [www.kamatsindia.com](http://www.kamatsindia.com)