

VIDLI RESTAURANTS LIMITED

Reg Office:-D-09, Eastern Business District, LBS Road, Bhandup West, Mumbai 400078.

•T: +9122 49708389 •W: www.kamatsindia.com •E: cs@kamatsindia.com

CIN: L55101MH2007PLC173446

Date: 31st August, 2020

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

Scrip Code: 539659
Scrip ID: VIDLI

Dear Sir/Madam,

Sub: **Submission of Annual Report for the financial year 2019 – 2020 pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

As required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Annual Report of the Company for the financial year 2019 - 2020 along with the notice of the 13th Annual General Meeting which is being sent to the members of the Company through email.

The Annual Report containing the Notice of the 13th Annual General Meeting is also uploaded on the Company's website www.kamatsindia.com.

Kindly take the same in your records.

Thanking You
For Vidli Restaurants Limited



Vidhi V. Kamat
Managing Director
DIN: 07038524
Encl: a/a



VIDLI RESTAURANTS LIMITED

13th Annual Report (FY 2019-20)

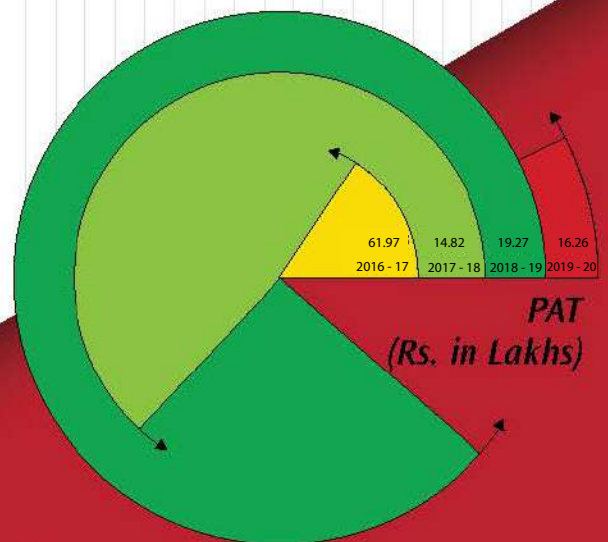
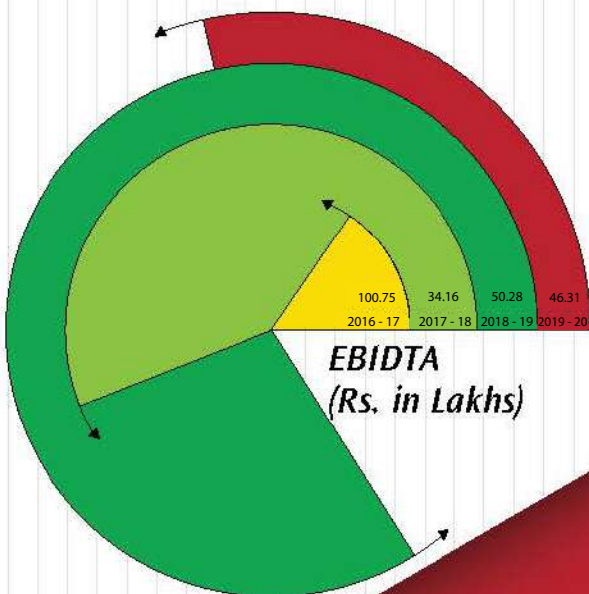
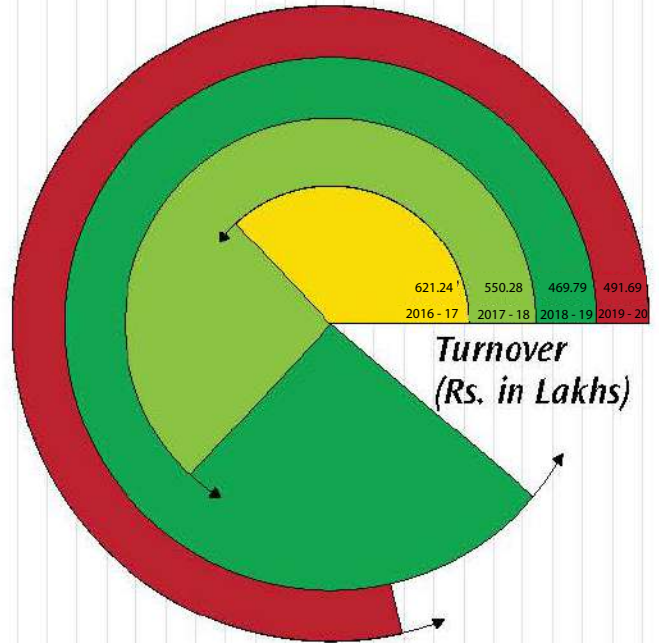
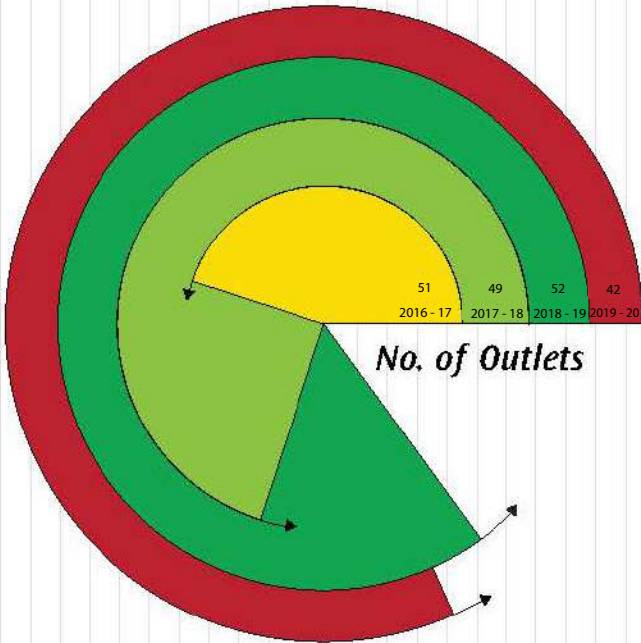


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VIDLI RESTAURANTS LIMITED

13th Annual Report (FY 2019-20)

Financial Highlights



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Board of Directors

Ms. Nanette Dsa (Appointed w.e.f 10 th February, 2020)	– Chairperson
Ms. Vidhi V. Kamat	– Managing Director
Mr. Arun Jain	– Director
Mr. Kurian Chandy	– Director
Mr. Ramnath Pradeep (till 31 st January, 2020)	– Chairman

Company Secretary and Compliance Officer Ms. Sneha D. Lohogaonkar

Chief Financial Officer Mr. Ravindra Shinde

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

Internal Auditors M/s J B Kadge & Co, Chartered Accountants

Bankers

HDFC Bank Limited
YES Bank Limited
Kotak Mahindra Bank Limited
IDBI Bank Limited

Registered Office

D-09, Eastern Business District,
LBS Road, Bhandup West,
Mumbai 400078.
Tel No.: 022-49708389
Email : cs@kamatsindia.com
Website : www.kamatsindia.com

NOTICE

Notice is hereby given that the 13th Annual General Meeting of the members of Vidli Restaurants Limited will be held on Friday 25th September, 2020 at 11.00 a.m. through Video Conferencing/ Other Audio Visual Means (“VC/OAVM”) Facility 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 31st March, 2020 and Reports of the Board and the Auditors thereon.
- 2) To appoint a Director in place of Mr. Kurian Chandy (DIN: 00855226) who retires by rotation and being eligible offers himself 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 Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modifications or re-enactment thereof for the time being in force), applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, Ms. Nanette Dsa (DIN: 05261531) who was appointed as an Additional Director of the Company to hold the office of Non-Executive Independent Director and Chairperson of the Company w.e.f. 10th February, 2020 by the Board of Directors under Section 161 of the Companies Act, 2013 and who holds office as such upto the date of 13th Annual General Meeting of the Company and in respect of whom notice in writing under Section 160 of the Companies Act, 2013 from a member has been received by the Company proposing her candidature as a Non-Executive Independent Director and Chairperson, be and is hereby appointed as a Non-Executive Independent Director and Chairperson of the Company for a term five years commencing from the date of her appointment viz: 10th February, 2020 to 09th February, 2025 and whose office shall not be liable to retire by rotation as per the provisions of Section 152(6) read with Section 149(13) of the Companies Act, 2013.”

- 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 the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modifications or re-enactment thereof for the time being in force), applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, Mr. Arun Jain (DIN: 07011393) who was appointed to hold the office of Independent Director at the 9th Annual General Meeting of the Company held on 25th June, 2016 for a period of five years and who holds such office till 23rd October, 2020 and who meets the criteria prescribed for Independent Directors under Section 149(6) and other applicable provisions of the Companies Act, 2013 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as an Independent Director of the Company, to hold office as such for a second consecutive term for a period of five years, from 24th October, 2020 to 23rd October, 2025 and whose office shall not be liable to retire by rotation as per the provisions of Section 152(6) read with Section 149(13) of the Companies Act, 2013.”

- 5) **To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to Sections 152, 190, 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulations under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory amendment(s) or modification(s) thereto or re-enactment(s) or substitution(s) made thereof from time to time, the Articles of Association of the Company and subject to such approvals and sanctions as may be necessary, Ms. Vidhi V. Kamat (DIN: 07038524) be and is hereby re-appointed as the Managing Director of the Company for a period of 3 (Three)

years from 7th October, 2020 till 6th October, 2023, whose office shall be liable to retire by rotation and on the terms of re-appointment including remuneration and perquisites as set out in the explanatory statement annexed hereto and the employment contract, with authority to the Board of Directors to alter and vary the said terms of appointment in such manner as may be agreed to between the Board of Directors and Ms. Vidhi V. Kamat without any further reference to the members of the Company for same in a general meeting.

RESOLVED FURTHER THAT pursuant to first proviso to Section 197(1), Schedule V and other applicable provisions of the Companies Act, 2013 rules made thereunder including any statutory amendment(s) or modification(s) thereto or re-enactment(s) or substitution(s) made thereof from time to time, approval of the members of the Company be and is hereby given for payment of the remuneration and perquisites to Ms. Vidhi V. Kamat mentioned in the preceding paragraph and explanatory statement irrespective of the fact that the Company has inadequacy or absence of profits, based on the audited financial results for any financial year and the remuneration paid exceeds five per cent of the net profits of the Company for a financial year.

RESOLVED FURTHER THAT Board of Directors of the Company be authorised to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution and matters incidental thereto.”

6) **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, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof) and the Articles of Association of the Company, approval and consent of the members of the Company be and is hereby accorded to waiver of excess remuneration of Rs.4,60,967/- (Rupees Four Lakhs Sixty Thousand Nine Hundred Sixty Seven Only) paid to Ms. Vidhi V. Kamat, Managing Director of the Company for the financial year 2019-20 over and above the limits prescribed under Section 197, Schedule V and other applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT Board of Directors of the Company be authorised to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution and matters incidental thereto.”

7) **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, SEBI (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 the 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. 7 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 all 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.”

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

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

Place: Mumbai
Date: 29th August, 2020

Registered Office:
D-09, Eastern Business District,
LBS Road, Bhandup West,
Mumbai 400078.

NOTES:

1. In view of the continuing Covid-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to the General Circular Nos. 14/2020, 17/2020 and 20/2020 dated 08.04.2020, 13.04.2020 and 05.05.2020 respectively of Ministry of Corporate Affairs (“MCA”) (collectively referred to as “MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India (“SEBI Circular”) and in compliance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015, the 13th Annual General Meeting of the Company is being conducted through Video Conferencing (VC) / Other Audio Visual Means (OAVM) Facility, which does not require physical presence of members at a common venue. The deemed venue for the 13th Annual General Meeting shall be the Registered Office of the Company.
2. Since this Annual General Meeting is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. However, in pursuance of Section 113 of the Companies Act, 2013, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 13th Annual General Meeting through VC/OAVM Facility and e-Voting during the 13th Annual General Meeting.
4. Since the Annual General Meeting will be held through VC / OAVM, the Route Map is not annexed in this Notice.
5. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the Annual General Meeting along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company’s website www.kamatsindia.com, website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of NSDL <https://www.evoting.nsdl.com/>.
6. Members attending the Annual General Meeting through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Members may join the 13th Annual General Meeting through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 15 minutes before the time scheduled to start the 13th Annual General Meeting and the Company may close the window for joining the VC/OAVM Facility 15 minutes after the scheduled time to start the 13th Annual General Meeting.
8. Members may note that the VC/OAVM Facility, provided by NSDL, allows participation of atleast 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 13th Annual General Meeting without any restriction on account of first-come-first-served principle.
9. 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.
10. Mr. Kurian Chandy, retires by rotation and being eligible offers himself for re-appointment. It is proposed to re appoint Ms. Vidhi V. Kamat as Managing Director and Mr. Arun Jain as Non Executive Independent Director and to appoint Ms. Nanette D’sa, as the Non Executive Independent Director and Chairperson of the Company. The details pertaining to aforesaid directors as required under Secretarial Standards on General Meeting and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are furnished in Annexure II to the Notice.
11. The Shareholders are requested to notify changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details to their depository participants in respect of their holding in electronic form and to the Registrars and 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, Website: www.bigshareonline.com in respect of their holding in physical form.

12. The members of the Company holding their shares in physical form or in dematerialized form, who have not registered their e-mail IDs 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 or Registrars and Transfer Agents email id: investor@bigshareonline.com or to Depository Participant.
13. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, 01.04.2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents M/s. Bigshare Services Private Limited.
14. In view of various advantages, the members are requested to avail the facility of dematerialization of the Company's shares.
15. The record date for the purpose of Annual General Meeting will be 18th September, 2020.
16. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the Annual General Meeting.
17. 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.

18. 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) Rules, 2015, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI and MCA Circulars, the Company is pleased to announce that the Company is providing facility to the members to cast their votes on all the business mentioned in the Notice through electronic means remotely and during the Annual General Meeting.
- 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. The facility of casting votes by a member using remote e-voting system as well as during the Annual General Meeting will be provided by NSDL.
- III) The Board of Directors of the Company has appointed M/s. Pooja Sawarkar & Associates, Practicing Company Secretary, Mumbai, as scrutinizer to conduct and scrutinize the remote e-voting and voting at the 13th Annual General Meeting in a fair and transparent manner.
- IV) Process and manner of remote voting:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: 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 is 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.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your **User ID details** are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsd.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 mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given 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” of the Company – 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.
- V) **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice :**

In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@kamatsindia.com.

In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@kamatsindia.com.

- VI) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password .
- VII) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in or call on Toll free no.: 1800-222-990 or can contact NSDL on evoting@nsdl.co.in or contact Ms Sarita Mote, Assistant Manager –
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NSDL at saritam@nsdl.co.in / 022-24994890 or Ms. Pallavi Mhatre, Manager, NSDL at pallavid@nsdl.co.in /022-24994545

- VIII) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to cs@kamatsindia.com with a copy marked to evoting@nsdl.co.in.
- IX) The remote e-voting period commences on Tuesday 22nd September, 2020 (9:00 AM) and closes on 24th September, 2020 (5:00 P M). At the end of the remote e-voting period, the portal where votes are cast shall forthwith be blocked. Remote e-voting facility shall not be available beyond 24th September, 2020 (5:00 PM).
- X) The Cut of date:18th September, 2020.

Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 13th Annual General Meeting by email and holds shares as on the cut-off date i.e. 18th September, 2020, may obtain the User ID and password by sending a request to the Company's email address evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password for casting your vote.

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.

- XI) During the 13th Annual General Meeting, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 13th Annual General Meeting, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the 13th Annual General Meeting and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the 13th Annual General Meeting. 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.
- XII) M/s. Pooja Sawarkar & Associates, Practicing Company Secretary, Mumbai, the scrutinizer shall after the conclusion of e-Voting at the 13th Annual General Meeting, first download the votes cast at the Annual General Meeting and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the 13th Annual General Meeting, who shall then countersign and declare the result of the voting forthwith.
- XIII) The results along with the scrutinizer's report shall be placed on the website of the Company immediately after the same is declared.
- XIV) Subject to receipt of sufficient votes, the resolution shall be deemed to be passed on the date of 13th Annual General Meeting.
- XV) Public Notice under Rule 20(4)(V) of the Companies (Management and Administration) Rules, 2014 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 and voting at the Annual General Meeting.

19. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE ANNUAL GENERAL MEETING THROUGH VC / OAVM ARE AS UNDER:

- I. Members will be able to attend the Annual General Meeting through VC / OAVM or access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials and selecting the EVEN for Company's Annual General Meeting. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please

note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.

- II. Further, Members are encouraged to join the Meeting through Laptops for better experience and will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- III. Please note that Members connecting from mobile devices or tablets or through laptops etc connecting via mobile hotspot, may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- IV. Members who would like to express their views or ask questions during the Annual General Meeting may register themselves as a speaker and submit their questions by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at cs@kamatsindia.com atleast 48 hours in advance before the start of the meeting i.e. by 23rd September, 2020 by 11.00 a.m. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably. Those Members who have registered themselves as a speaker will be allowed to express their views/ask questions during the Annual General Meeting. The same will be replied by the company suitably.

20. INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE ANNUAL GENERAL MEETING ARE AS UNDER:

- I. Members may follow the same procedure for e-Voting during the 13th Annual General Meeting as mentioned above for remote e-Voting.
- II. Only those Members, who will be present in the 13th Annual General Meeting through VC/OAVM Facility and have not cast their vote on the Resolutions through remote e-Voting shall be eligible to vote through e-Voting system in the 13th Annual General Meeting.
- III. The Members who have cast their vote by remote e-Voting prior to the 13th Annual General Meeting may participate in the 13th Annual General Meeting through VC/OAVM Facility but shall not be entitled to cast their vote again.
- IV. During the 13th Annual General Meeting, Members may access the scanned copy of Registers required to be kept open upon Log-in to NSDL e-Voting system at <https://www.evoting.nsd.com>.
- V. The Helpline details of the person who may be contacted by the Member needing assistance or for any grievance with the use of technology, before or during the 13th Annual General Meeting and for remote e-Voting are:

Mr. Amit Vishal, Senior Manager, NSDL at the designated email ID: evoting@nsdl.co.in or AmitV@nsdl.co.in or at telephone number :+91-22-24994360 or +91-99202 64780

Mr. Sagar Ghosalkar , Assistant Manager, NSDL at the designated email ID: evoting@nsdl.co.in, at sagar.ghosalkar@nsdl.co.in or at telephone number :+91-22-24994553 or +91-9326781467.

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

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

Place: Mumbai
Date: 29th August, 2020

ANNEXURE I TO THE NOTICE**STATEMENT SETTING OUT THE MATERIAL FACTS AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 3:**

Ms. Nanette Dsa was appointed as an Additional Director to hold the office of Non-Executive Independent Director and Chairperson of the Company by the Board of Directors for a period of five years with effect from 10th February, 2020 pursuant to Section 161 of the Companies Act, 2013. As per Section 161 of the Companies Act, 2013, she holds office of Additional Director up to the date of the ensuing Annual General Meeting and is eligible for appointment as Non-Executive Independent Director and Chairperson of the Company.

The Company has received a notice in writing from a member proposing the candidature of Ms. Nanette Dsa as Non-Executive Independent Director and Chairperson of the Company under the provisions of Section 160 of the Companies Act, 2013.

As per Section 152(4) of the Companies Act, 2013, Ms. Nanette Dsa, vide letter dated 06th February, 2020 furnished her Director Identification Number and declared that she is not disqualified to become a Director under the Companies Act, 2013. The Company has received declaration from Ms. Nanette Dsa that she meets with the criteria of independence as prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and her name is registered in the data bank as per Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

In the opinion of the Board, Ms. Nanette Dsa has relevant expertise, experience, knowledge to discharge the functions and duties effectively and fulfils the conditions for appointment of Non-Executive Independent Director and Chairperson of the Company as specified in the Companies Act, 2013 and is independent of the management of the Company.

The letter for appointment of Ms. Nanette Dsa, as Non-Executive Independent Director and Chairperson setting out terms and conditions is available for inspection by members on the website of the Company.

Brief resume and the details required under Companies Act, 2013, rules made thereunder, Secretarial Standards on General Meeting and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in Annexure II to the Notice.

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. Nanette Dsa, 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:

Mr. Arun Jain was appointed as Non-Executive Independent Directors of the Company, pursuant to the provisions of Section 149, 152 read with Schedule IV of the Companies Act, 2013 for a period of five consecutive years from 25th October, 2015 at the 09th Annual General Meeting of the Company held on 25th June, 2016.

The term of his appointment expires on 23rd October, 2020 and he is eligible for re-appointment for another consecutive term of 5 years as per Section 149 of the Companies Act, 2013 which provides that an independent director shall be eligible for re-appointment on passing of a special resolution by the Company.

Mr. Arun Jain has given consent to be re-appointed as Non-Executive Independent Director of the Company and a declaration that he meets the criteria of independence as provided in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and his name is registered in the data bank as per Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014. Further, Mr. Arun Jain is not disqualified to become a Director under the Companies Act, 2013 in terms of Section 164 of the Companies Act, 2013.

The Company has received a notice in writing from a member proposing the candidature of Mr. Arun Jain as Non-Executive Independent Director of the Company under the provisions of Section 160 of the Companies Act, 2013.

In the opinion of the Board, Mr. Arun Jain fulfils the conditions specified in the Companies Act, 2013 and rules framed thereunder for re-appointment as an Independent Director and he is independent of the management. Based on the performance evaluation of Mr. Arun Jain and considering his expertise, experience and skills the Nomination and Remuneration Committee at its meeting held on 25th June, 2020, recommended the re-appointment of Mr. Arun Jain and the Board of Directors of the Company at its meeting held on 25th June, 2020, have approved and recommended the re-appointment of Mr. Arun Jain as Non-Executive Independent Director, for a second term for the period from 25th October, 2020 upto 24th October, 2025.

Brief resume and the details required under Companies Act, 2013, rules made thereunder, Secretarial Standards on General Meetings and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in Annexure II to the Notice.

The letter for appointment of Mr. Arun Jain, as Non-Executive Independent Director setting out terms and conditions is available for inspection by members on the website of the Company.

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

Except for Mr. Arun Jain 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. 5:

The shareholders had, at the extra-ordinary general meeting held on 7th October, 2015, appointed Ms. Vidhi V. Kamat as Managing Director of the Company for a period of 5 years from 7th October, 2015 to 6th October, 2020. The tenure of Ms. Vidhi V. Kamat as Managing Director would be ending on 6th October, 2020.

The Nomination and Remuneration Committee and the Audit Committee at their respective meetings held on 25th June, 2020, have recommended the re-appointment of Ms. Vidhi V. Kamat and the Board of Directors, at its meeting held on 25th June, 2020, have approved and recommended the re-appointment of Ms. Vidhi V. Kamat as Managing Director for a period of 3 years from 7th October, 2020 on the following terms and conditions, subject to approval of the members in general meeting.

Brief terms of appointment:

- Remuneration: Rs. 50,250/- (Rupees Fifty Thousand Two Hundred and Fifty Only) per month.
In the wake of ongoing Covid-19 pandemic and subsequent cost cutting measures initiated by the Company including deferring / curtailment of salary, the remuneration to be paid to Ms. Vidhi V. Kamat shall be given the same treatment as done for other employees of the Company. The treatment for increase in remuneration payable to Ms. Vidhi V. Kamat, if any, shall be similar to that of other employees of the Company and as may be approved, by the Board of Directors, on the recommendation of the Nomination and Remuneration Committee and Audit Committee of the Company.
 - The remuneration and perquisites shall nevertheless be paid as minimum remuneration in case of inadequate or no profits.
 - Perquisites:
 - Medical expenses will be reimbursed at actuals as per the rules of the Company. In addition, Mediclaim Coverage for self and family as per the rules of the Company will be available to Ms. Vidhi V. Kamat.
 - Reimbursement of electricity charges at actuals.
 - Telephone at actuals.
 - Club fee: actuals for not exceeding one club.
 - Leave travel allowance: As per the rules of the Company.
 - Driver allowance and reimbursement of petrol expenses.
 - Ms. Vidhi V. Kamat will be entitled to all other staff benefits / various staff welfare schemes as per the rules of the Company prevailing from time to time.
-

The above perquisites shall be subject to maximum of Rs. 26,000/- (Rupees Twenty Six Thousand Only) per month.

- The following perquisites shall not be included in the computation of the aforesaid ceiling on “remuneration”:-
 - Contributions to provident fund, superannuation fund or annuity fund to the extent these contributions, either singly or put together, are not taxable under the Income Tax Act, 1961.
 - Gratuity payable as per the rules of the Company, so as not to exceed half month’s salary for each completed year of service.
 - Encashment of leave as per the Company’s Rules, at the end of the tenure.
 - Other exempted perquisites under Companies Act, 2013 and rules made thereunder.
- As a Managing Director, Ms. Vidhi V. Kamat shall, subject to the supervision and control of the Board of Directors, manage the business and affairs of the Company.
- Ms. Vidhi V. Kamat will not be paid any fee for attending the meetings of the Board or any committee thereof.
- The office of Ms. Vidhi V. Kamat will be liable to retire by rotation.
- The appointment may be terminated at any time by either party giving to the other party notice of three months or as may be mutually agreed on and neither party will have any claim against the other for damages or compensation by reason of such termination. In any event, the appointee will not be entitled to any compensation in cases mentioned in Section 202 of the Companies Act, 2013.
- Tenure: 07.10.2020 to 06.10.2023.

The above terms and conditions may be treated as written memorandum under Section 190 of the Companies Act, 2013.

The Company has received a notice in writing along from a member proposing the candidature of Ms. Vidhi V. Kamat as Managing Director of the Company under the provisions of Section 160 of the Companies Act, 2013.

As per Section 152(4) of the Companies Act, 2013, Ms. Vidhi V. Kamat vide letter dated 25th June, 2020 furnished her Director Identification Number and declared that she is not disqualified to become a Director under the Companies Act, 2013.

The employment contract for re-appointment of Ms. Vidhi V. Kamat, as Managing Director setting out terms and conditions is available for inspection by the members on the website of the Company.

The brief resume and details required under the Companies Act, 2013, rules made thereunder, Secretarial Standards on General Meetings and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in Annexure II to the Notice.

In the opinion of the Board, Ms. Vidhi V. Kamat has relevant expertise and experience and fulfills the conditions for appointment as Managing Director as specified in the Companies Act, 2013.

The directors recommend the passing of the resolution set out in Item No. 5 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 in respect of the said resolution.

STATEMENT PURSUANT TO POINT (iv) OF THIRD PROVISIO OF SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013 IN RESPECT OF RESOLUTION AT ITEM NO. 5.

I. General Information:

- (1) Nature of Industry:

Hospitality / Restaurant / Food Products business.

- (2) Date or expected date of commencement of commercial production:

The Company was incorporated on 24th October, 2007 and has been in business since inception.

- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

N.A

- (4) Financial performance based on given indicators:

(Amount in Rupees).

Year	2019-20	2018-19	2017-18
Turnover	4,45,47,105	4,22,09,201	4,91,47,462
Profit after tax	16,26,147	19,27,395	14,81,649
Dividend	NIL	NIL	NIL

- (5) Foreign investment or collaborations, if any:

NIL.

II. Information about the Appointee:

- (1) Background details:

Detailed in Annexure II to the notice and not repeated here.

- (2) Past remuneration:

Year	Amount per annum (In Rupees.)
2019-20	6,03,008
2018-19	3,74,112
2017-18	2,24,280

- (3) Recognition of awards: NIL

- (4) Job profile and suitability:

Job profile will be that of handling and heading the operations, business development and general working / running of the Company. Ms. Vidhi V. Kamat is associated with hotels and hospitality business for several years. She is proficient in the hospitality related business, Team Management, Public Relations, Sales and Marketing, Food and Beverage Service Operations which suits the need of the Company well.

- (5) Remuneration proposed:

The remuneration proposed to be paid is detailed hereinabove under explanatory statement and not repeated here.

- (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

The proposed salary and other perquisites to Ms. Vidhi V. Kamat is parallel and alike to remuneration of executives occupying similar posts in other companies in hotels and hospitality related business after adjusting the size factor of the comparable Company.

- (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Except the remuneration and perquisites as stated above, shareholding of Ms. Vidhi V. Kamat and her interest in other promoter companies, she has no other direct or indirect pecuniary relationship with the Company.

III. Other information:

- (1) Reasons of loss or inadequate profits;
- (2) Steps taken or proposed to be taken for improvement and
- (3) Expected increase in productivity and profits in measurable terms:

There is a saturation level reached on highways for restaurants under franchisee of Vithal Kamats"/ "Kamats" brand, which is the core business of the Company, due to which the number of new outlets have reduced impacting the financials of the Company. The Company has launched the brands viz: 'Urban Dhaba – The Rich Taste of Punjab'; 'Pepper Fry Veg Multi-Cuisine Kitchen – by Kamats'; 'WaahMalvan'; 'House of Kamats' to allow growth of and reduce dependency on one brand and increase the productivity. The Company started to feel impact of Covid-19 pandemic from March, 2020. The revenue / turnover of the Company has declined sharply in the first quarter of 2020 with no change in ongoing fixed expenses. The Company has taken several cost cutting measures to sustain the operations and to optimise the use of its financial resources.

IV. Disclosures:

- (i) all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors:

Detailed hereinabove under explanatory statement and not repeated here.

- (ii) details of fixed component and performance linked incentives along with the performance criteria:

The details of fixed component are mentioned hereinabove under explanatory statement and not repeated here. There is no performance linked incentive.

- (iii) service contracts, notice period, severance fees:

Detailed hereinabove under explanatory statement and not repeated here.

- (iv) stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable – NIL.

Item No. 6:

The Company has paid remuneration to Ms. Vidhi V. Kamat, Managing Director of the Company for the Financial Year 2019-20 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 2019-20 were inadequate and the remuneration paid to Ms. Vidhi V. Kamat was in excess of the limited laid under Section 197 of the Companies Act, 2013 and rules made thereunder i.e in excess of 5% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013.

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 provides that 'The company shall not waive the recovery of any sum refundable to it under sub-section (9) unless approved by the company by special resolution 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 2019-20.

The Board of Directors at its meeting held on 25th June, 2020 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 during the financial year 2019-20.

The Directors recommend the passing of the resolution set out in Item No. 6 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.

Item No. 7:

The Company has during the financial year 2019-2020, inter alia, entered into following transactions with Related Parties falling under preview of Section 188 of the Companies Act, 2013.

Sr. No.	Name of Related Party and 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 Ms. Vidhi V. Kamat, Managing Director.	Supply of goods or materials	Renewal of the arrangement for 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 th May, 2019
2.		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 refundable Security Deposit of Rs.15,00,000/- carrying interest at the rate of 8% p.a.	60 months	18 th April, 2019
3.		Use of Trademark	Use of Trademark "House of Kamats" by the Company for consideration of royalty 0.5% of gross turnover generated therefrom	5 years	09 th August, 2019
4.	Vitizen Hotels Limited Common directorship and shareholding by Ms. Vidhi V. Kamat, Managing Director and common directorship by Mr. Kurain Chandy, Non Executive Non Independent Director	Supply of goods or materials	Renewal of the arrangement for supply of food premix, ready to eat food products of the Company.	5 years	14 th November, 2019
5.	Highlife Hotels Private Limited Common directorship and shareholding by Mr. Kurain Chandy, Non Executive Non Independent Director	Supply of goods or materials	Supply of food premix, ready to eat food products of the Company.	5 Years	14 th November, 2019
6.	Spicetree Hospitality LLP Mr. Kurian Chandy, Non Executive Non Independent Director of the Company is a Partner and Mr. Vikram V. Kamat, relative of Managing Director of the Company is Designated Partner	Use of Trademarks	Use of Trademark of <i>Kamats Original Family Restaurant, Mumbaiwala Taste; Urban Dhaba and Wah Malvan</i> of the Company for consideration equal to 5% plus taxes / GST of the total revenue generated therefrom for each brand.	20 years	21 st March, 2020

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 Board and the Audit Committee.

First proviso of 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 (Meeting of Board and its Power), 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, as mentioned in clause (a) and clause (e) respectively of sub-section (1) of section 188.
- (iii) leasing of property any kind amounting to ten percent or more of the turnover of company, as mentioned in clause (c) of sub-section (1) of section 188.

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

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

The transaction value during the remaining tenure of the respective agreements with related parties are likely to exceed the prescribed limits under Section 188 of the Companies Act, 2013 read with Rule 15(3) of the Companies (Meeting of Board and its Power), Rules, 2014. Hence, approval of the members of the Company at the Annual General meeting is proposed to be obtained as per the first proviso of 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. 7 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 in respect of the said resolution.

ANNEXURE II TO THE NOTICE

Details of the directors proposed to be appointed / re-appointed as per Companies Act, 2013, rules made thereunder, Secretarial Standards on General Meeting and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name	Mr. Kurian Chandy	Ms. Nanette Dsa	Mr. Arun Jain	Ms. Vidhi V. Kamat
Age	55 years	65 years	31 years	35 years
Qualifications	B.com, Chartered Accountant from Institute of Chartered Accountant of India	Post graduate-from MMM, Mumbai University with specialized subject in marketing.	Bachelor in Management Studies from University of Mumbai	Science graduate (BSc) with specialization in Hotel Management from the Institute of Hotel Management, Catering Technology and Applied Nutrition, Pune.
Experience and Expertise	Mr. Kurian Chandy has rich experience of 31 years in Strategic Planning, setting up and monitoring systems and processes, Financial Management, Corporate accounting.	Ms. Nanette Dsa expertise is in marketing management, with knowledge of brand solutions and expansion. She consults as brand advisor for various corporates.	Mr. Arun Jain has experience as Business Advisor as incubator of SMEs.	Ms. Vidhi Kamat has worked in various Hotels Chains like Mariot, Kamat Group etc. and has relevant experience in hospitality sector.
Terms and conditions of appointment including details of remuneration	<p>Mr. Kurian Chandy will hold the office of Non-Executive Non-Independent Director with effect from 5th May, 2017.</p> <p>He will be entitled for fee for attending the meetings of the Board or any committee thereof as per the provisions of Companies Act, 2013 and as may be decided by the Board of Directors.</p> <p>He will be liable to retire by rotation.</p> <p>Other terms and conditions are mentioned in the letter of appointment which is available for inspection by members on the website of the Company.</p>	<p>Ms. Nanette Dsa will hold the office of Non-Executive Independent Director and Chairperson for a period of five years commencing from 10th February, 2020.</p> <p>She will be entitled for fee for attending the meetings of the Board or any committee thereof as per the provisions of Companies Act, 2013 and as may be decided by the Board of Directors.</p> <p>She will not be liable to retire by rotation.</p> <p>Other terms and conditions are mentioned in the letter of appointment which is available for inspection by members on the website of the Company.</p>	<p>Mr. Arun Jain will hold the office of Non-Executive Independent Director for a period of five years commencing from 24th October, 2020.</p> <p>He will be entitled for fee for attending the meetings of the Board or any committee thereof as per the provisions of Companies Act, 2013 and as may be decided by the Board of Directors.</p> <p>He will not 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 the website of the Company.</p>	<p>Ms. Vidhi V. Kamat will hold the office of Managing Director for a period of 3 year w.e.f 7th 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 detailed in the explanatory statement.</p> <p>She will be liable to retire by rotation.</p> <p>Other terms and conditions are mentioned in the employment contract which is available for inspection by members on the website of the Company.</p>
Last drawn remuneration	No remuneration was drawn except for the sitting fees paid for attending the			Rs.6,03,008 /-

	meetings of the Board of Directors and Committees of the Company			
Date of first appointment by the Board of Directors of the Company	05/05/2017	10/02/2020	24/10/2015	26/12/2014
Shareholding in the Company	1,40,000 equity shares	NIL	NIL	5,42,000 equity shares
Relationship with other directors and Key Managerial Personnel of the Company	None	None	None	None
Number of meetings attended during the financial year 2019 – 2020	6	2	5	6
Other directorship, membership/ chairmanship of committees of other board	<p><u>Directorship:</u> 1. Creative Peripherals and Distribution Limited 2. Highlife Hotels Private Limited 3. Vits Hotel Worldwide Private Limited</p> <p><u>*Membership / Chairmanship in committees:</u></p> <p><u>Chairman</u> – NIL</p> <p><u>Membership -</u> 1. Stakeholder Relationship Committee; Audit Committee of Vidli Restaurants Limited 2. Audit Committee, Stakeholder Relationship Committee and Nomination and Remuneration Committee of Creative Peripherals and Distribution Limited</p>	<p><u>Directorship:</u> NIL</p> <p><u>*Membership / Chairmanship in committees:</u></p> <p><u>Chairman</u> – Audit Committee of Vidli Restaurants Limited</p> <p><u>Membership -</u> NIL</p>	<p><u>Directorship:</u> 1. Radhika Web Services and Consultancy Private Limited</p> <p><u>*Membership / Chairmanship in committees:</u></p> <p><u>Chairman</u> – Stakeholder Relationship Committee of Vidli Restaurants Limited</p> <p><u>Membership -</u> Audit Committee of Vidli Restaurants Limited</p>	<p><u>Directorship:</u> 1. Conwy Hospitality Private Limited 2. Vits Hotels Worldwide Private Limited 3. Vitizen Hotels Limited</p> <p><u>*Membership / Chairmanship in committees:</u></p> <p><u>Chairman</u> – NIL</p> <p><u>Membership -</u> Stakeholder Relationship Committee of Vidli Restaurants Limited</p>
Justification for appointment / re-appointment of Director	The Company will benefit from the qualification, expertise, experience knowledge and skills.			

* 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 13th Annual Report together with the Audited Financial Statement of the Company for the year ended 31st March, 2020.

FINANCIAL SUMMARY

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

(Amount in Rupees)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Total Income	4,91,69,045	4,69,78,750
Profit Before Interest, Depreciation & Taxation	46,31,471	50,27,802
Less: Interest and Finance Charges (net)	6,60,447	7,19,129
Less: Depreciation	18,40,489	15,69,805
Profit Before Tax	21,30,535	27,38,868
Add / (Less) Prior Period Adjustment- Income Tax	(4,134)	1,93,677
Add / (Less): Provision for current tax	(3,99,000)	(6,76,000)
Add/ (Less): MAT Credit Entitlement	2,60,000	-
Add / (Less) : Deferred tax	(3,61,254)	(1,31,149)
Add / (Less):- Mat Credit Entitlement Reversed	-	(1,98,000)
Profit After Tax	16,26,147	19,27,396
Less: Proposed Dividend / Interim Dividend including tax on dividend	-	-
Add / (Less) : Surplus Brought Forward from previous year	84,81,197	65,53,803
Transfer to reserves	-	-
Balance carried to Balance Sheet	1,01,07,344	84,81,197

STATE OF THE COMPANY'S AFFAIRS

During the year under review, your Company registered turnover of Rs. 4,45,47,105/- as compared to Rs. 4,22,09,202/- in the previous year i.e. increase of 5.54% over the previous year. Further, the Company has earned profit before tax of Rs. 21,30,535/- as compared to Rs. 27,38,867/- in the previous year i.e. decrease of 22.21% over the previous year.

The Company is in the business of hospitality, food products and allied activities.

Primarily, the business model of the Company is to grant the franchisee under the Trade Mark "Vithal Kamats / Kamats". These are chain of restaurants serving standardized food items in a quick serve format at various outlets on national highways, state highways and cities. The restaurants serve hygienically prepared fresh vegetarian food with quick service and value for money to the customers. The presence of the franchisee outlets are throughout India and majority in Maharashtra situated on highway and in city in the format of Fine Dine-in, Food Court and Kiosks. The Company is putting efforts to map new territories for franchisee in Gujarat, Madhya Pradesh and Rajasthan and are also checking for existing hotels for restaurant spaces. As on March 31, 2020, there were 42 (Forty Two) Franchise outlets in operation under the Trade Mark "Vithal Kamats / Kamats". In view of non-implementation of the prescribed standards, low sales/ high expenditure, 11 (Eleven) franchise units of the Company were closed during the financial year ended March 31, 2020.

To keep up with the every changing need, expectation, to offer the customer variety of dishes and to overcome the saturation level, the Company developed three different and unique brands last year under restaurant segment i.e 'Urban Dhaba – The Rich Taste of Punjab' – having Punjabi dhaba theme serving Indian, North Indian, veg and non-veg food with live music and live bar; 'Pepper Fry Veg Multi-Cuisine Kitchen – by Kamats' – a multi-cuisine restaurant and 'Waah Malvan' – which brings the unique taste of Malvan with a coastal cuisine. The said brands are given to the franchisee depending on the area, locality, expected demand and other relevant factors. Needless to say that prime importance is given to hygiene, standardised taste and value for money. As on March 31, 2020, there was 1 (One) franchise outlet in operation under each of 'Urban Dhaba – The Rich Taste of Punjab', 'Pepper Fry Veg Multi-

Cuisine Kitchen – by Kamats’ and ‘Waah Malvan’ brand. Continuous training programs and tools to impart the knowledge, necessary to operate restaurants with highest standards are developed and provided.

The Company has also ventured in production of ready to eat food products, variety of namkeens which include mini bhakarvadi, methi gathiya, kabuli chana, thikha boondi etc. which are available at the franchisee outlets of the Company. The same has received good response, specially from the outlets situated on highways. The Company is in process of exploring methods to expand the same.

As per the guidelines / directives issued by the Central and State Governments and other regulatory authority(ies) for hospitality sector, the operations of all units were temporarily shut since mid March 2020 due to Covid-19 pandemic. The operation of the units will be resumed in permitted zones in a phased manner in accordance with the guidelines for phased re-opening issued by the Central Government, State Governments, local and other regulatory authority(ies) and will be contingent on the categorization of the zone where the unit is situated. The impact of same will be seen in the current financial year.

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, legal risk to the Company. There is no risk, which in the opinion of the Board which may threaten the existence of the Company.

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

DIVIDEND

In order to reserve the resources of the Company and for long term requirements of funds, the Board of Directors has not recommended any dividend for the financial year March 31, 2020.

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.

SUBSIDIARY/ JOINT VENTURES/ ASSOCIATE COMPANIES

As on 31st March, 2020, the Company did not have any subsidiaries / joint ventures / associate companies.

SHIFTING OF THE REGISTERED OFFICE ADDRESS

The registered office address of the Company was shifted from Office No. 501, 5th Floor, Jai Antariksh, Makwana Road, Marol, Andheri (East), Mumbai – 400059 to D-09, Eastern Business District, Neptune Living Point, LBS Road, Bhandup West, Mumbai – 400078 with effect from 22nd May, 2020.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year, Ms. Nanette Dsa was appointed as an Additional Director by the Board of Directors pursuant to Section 161 of the Companies Act, 2013 to hold the office of Non-Executive Independent Director and Chairperson of the Company with effect from 10th February, 2020 until the date of 13th Annual General Meeting. Ms. Nanette Dsa is proposed to be appointed as a Director in the category of Non-Executive Independent Director and Chairperson at 13th Annual General Meeting.

Mr. Ramnath Pradeep resigned from the office of Independent Director and Chairman of the Company with effect from 31st January, 2020. The Board of Directors placed on record its appreciation for his association with the Company and for his valuable services and guidance.

The term of Mr. Arun Jain as Non Executive Independent Director is upto 24th October, 2020 and he is proposed to be re-appointment for another consecutive term of 5 years as per Section 149 of the Companies Act, 2013 which provides that an independent director shall be eligible for re-appointment on passing of a special resolution by the Company. Mr. Arun Jain has given consent to be re-appointed as Non-Executive Independent Director of the Company and a declaration that he meets the criteria of independence as provided in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and his name is registered in the data bank as per Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014. Further, Mr. Arun Jain is not disqualified to become a Director under the Companies Act, 2013 in terms of Section 164 of the Companies Act, 2013.

The tenure of Ms. Vidhi V. Kamat as Managing Director will be ending on 6th October, 2020. It is proposed to re-appoint Ms. Vidhi V. Kamat as Managing Director of the Company for a period of three consecutive years. Ms. Vidhi V. Kamat has given her consent for same and a declaration that she is not disqualified to become a Director under the Companies Act, 2013 in terms of Section 164 of the Companies Act, 2013.

As per Section 152(6) of the Companies Act, 2013, Mr. Kurian Chandy retires by rotation and being eligible offers himself for re-appointment as the Director of the Company.

A brief profile and other details of Ms. Nanette Dsa, Mr. Arun Jain, Ms. Vidhi V. Kamat and Mr. Kurian Chandy are given in Annexure I to the Notice of 13th Annual General Meeting.

COMPOSITION OF BOARD AND STATUTORY COMMITTEES FORMED THEREOF

Board of Directors:

Sr. No.	Name	Nature of Directorship
1.	Ms. Nanette Dsa	Chairperson 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	Status in Committee
1.	Ms. Nanette Dsa	Chairperson
2.	Mr. Kurian Chandy	Member
3.	Mr. Arun Jain	Member

Nomination and Remuneration Committee:

Sr. No.	Name	Status in Committee
1.	Mr. Arun Jain	Chairman
2.	Ms. Nanette Dsa	Member
3.	Mr. Kurian Chandy	Member

Stake Holders Relationship Committee:

Sr. No.	Name	Status in Committee
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 2019-2020, 6 (Six) meetings of the Board of Directors were held on 18th April, 2019, 18th May, 2019, 09th August, 2019, 14th November, 2019, 10th February, 2020 and 21st March, 2020.

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	Ms. Nanette Dsa
18 th April, 2019	Yes	Yes	Yes	Yes	NA
18 th May, 2019	Yes	Yes	No	Yes	NA
09 th August, 2019	Yes	Yes	Yes	Yes	NA
14 th November, 2019	Yes	Yes	Yes	Yes	NA
10 th February, 2020	NA	Yes	Yes	Yes	Yes
21 st March, 2020	NA	Yes	Yes	Yes	Yes

DECLARATION BY INDEPENDENT DIRECTOR

The Company has received declaration from Mr. Arun Jain and Ms. Nanette Dsa, 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; that they will abide by the provisions specified in Schedule IV to the Companies Act, 2013 and that their name are registered in the data bank as per Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014. The Board has taken on record the declarations received from Mr. Arun Jain and Ms. Nanette Dsa.

EVALUATION

The formal evaluation of Board as whole, Independent and Non-Independent Directors of the Company was done at the respective meetings of Independent Directors and Board of Directors each held on 10th February, 2020.

The performance of Mr. Arun Jain, 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 Non-Independent Directors were evaluated at a separate meeting of Independent Directors in which factors like development of policies, strategic planning, risk management, leadership qualities, vision, commitment, managing relationships with the Board, management of team, regulators, bankers, industry representatives and other stakeholders, participation at the Board / Committee meetings were assessed.

Factors like Board structure/ composition with right mix of knowledge and skills, role, composition and interaction of Committee with the Board, approach of Board toward unforeseen situation, frequency of meeting, communication with the management team, company employees and others, helpful feedback to management on its requirements, monitoring of policies, transparency and quality, quantity, and timeliness of the information provided, quality of discussion/ perusal on agenda item, risk management, emphasis on corporate governance, initiatives taken to ensure regulatory compliances were considered for evaluation of the Board.

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:

- 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 under 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 with the Company.

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 person 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.

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 of the Company:

(A) Loans provided:

(Amount in Rupees)					
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	-	30,00,000	2,80,65,000

(B) Guarantees:

No Guarantees were given during the year under review.

(C) Investments made:

(Amount in Rupees)				
Nature of Investments	Opening Balance	Amount Invested during the year	Amount Redeemed	Closing Balance
Mutual Funds, equity shares, Bonds and Fixed Deposits with Banks	52,03,603	86,26,446	53,73,525	84,56,524

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 Rs. 1,02,00,000/- p.a. or more or who was employed for part of the year and in receipt of remuneration aggregating to Rs.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, 2020 and of the profit and loss 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 2019-2020, 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.
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(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 earnings and outgo-

The Foreign Exchange earned in terms of actual inflows during the year;	NIL (Previous year: Rs. 5,88,066/-)
The Foreign Exchange outgo during the year in terms of actual outflows.	NIL (Previous year: Rs. 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 7th 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 to conduct 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 Financial Year 2019-2020. 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.

RESPONSES TO QUALIFICATIONS, RESERVATIONS, ADVERSE REMARKS AND DISCLAIMERS MADE BY THE STATUTORY AUDITORS AND THE SECRETARIAL AUDITORS

There are no qualifications, reservations, adverse remarks and disclaimers of the Statutory Auditors in their report on Financial Statements for the Financial Year 2019-20.

There are no qualifications, reservations, adverse remarks and disclaimers of the Secretarial Auditors in the Secretarial Audit Report for the Financial Year 2019-20.

CORPORATE GOVERNANCE

The Company being listed on the Small and Medium Enterprise platform is exempted from 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 major 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, Bombay Stock Exchange 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: 25th June, 2020

Nanette Dsa
Chairperson and Independent Director
DIN: 05261531

Vidhi V. Kamat
Managing Director
DIN: 07038524

ANNEXURE 'A' TO THE BOARD'S REPORT

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

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.	12.	13.
a) Name(s) of the related party and nature of relationship	Name: Dr. Vithal V. Kamat Nature of relationship: Relative of Ms. Vidhi V. Kamat, Managing Director of the Company.	Name: Kamat Holiday Resorts (Silvassa) Ltd. Nature of relationship :Mr. Vikram V. Kamat, Director of Kamat Holiday Resorts (Silvassa) Ltd. is relative (husband) of Ms. Vidhi V. Kamat, Managing Director of the Company.		Name: Vitizen Hotels Limited Nature of relationship: common directorship and shareholding by Ms. Vidhi V. Kamat.			Name: Conwy Hospitality Pvt. Ltd. Nature of relationship: common directorship and shareholding by Ms. Vidhi V. Kamat.				Name: Spicetree Hospitality LLP Nature of relationship: Mr. Kurian Chandy, 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		Name :- Highlife Hotels Limited. Nature of relationship : Mr. Vikram V. Kamat, Director of High Life Hotels Private Ltd. is relative (husband) of Ms. Vidhi V. Kamat, Managing Director of the Company.
b) Nature of contracts / arrangements / transactions	Use of registered copy rights/ marks/ trade mark/ logos viz: "VITHAL	Loan Agreement	Use of the Trade Mark and the Copyright in the artwork of "KAMAT S"	Appointment of Vitizen Hotels Limited as the agent 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)	Use of Trademark of House of Kamats	Supply of food premises ready to eat food products by the Company	Use of Brands of Kamats Original Family Restaurant, Mumbai wala	Sale/ supply of goods or materials and food premises ready to eat food

		KAMAT S”			to collect royalty / fees / other receivables from the franchisee on behalf of the Company								Taste; Urban Dhaba and Wah Malvan	products by the Company
c)	Duration of the contracts / arrangements/transactions	15 years	7 years	15 years	On Going	On Going	2 years; renewed for further period of 5 years	5 years	2 years; renewed for further period of 5 years	On Going	5 years	2 years	20 years	5 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 uptoRs. 10 Crores in tranche for an interest @10% per annum	Consideration is royalty equivalent to 0.75% of the total sales turnover	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 of royalty of 0.5% of gross turnover	Consideration will be up to 1% above the regular sale price of the products, as charged to Franchisee of the Company.	consideration was proposed to be equal to 5% (Five Percent) plus taxes / GST of the total revenue generated therefrom for each brand.	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

e)	Date(s) of approval by the Board, if any:	12th October 2013 and 30th January, 2016	3rd April 2014	24th October, 2015	21 st February, 2019	24th August, 2017	27 th May, 2017; 14 th November, 2019	18 th April, 2019	27th May, 2017; 18 th May, 2019	24th August, 2017	09 th August, 2019	3 rd November, 2018	21 st March, 2020	Company 14 th November, 2019
f)	Amount paid as advances, if any:	-												

**On behalf of the Board of Directors
Vidli Restaurants Limited**

Place: Mumbai
Date: 25th June, 2020

Nanette Dsa
Chairperson and Independent Director
DIN: 05261531

Vidhi V. Kamat
Managing Director
DIN: 07038524

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	1:0.63

- ii. Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year –

Designation	Percentage increase in remuneration
Managing Director – Ms. Vidhi V. Kamat	61.18%
Chief Financial Officer – Mr. Ravindra Shinde	35.41%
Company Secretary – Ms. Sneha Lohogaonkar	3.84 %

- iii. Percentage increase in the median remuneration of employees in the financial year –

There no percentage increase in the median remuneration of employee.

- iv. Number of permanent employees on the rolls of company –

As on 31st March, 2020 there were total 36 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 –

The percentile increase in salary of employees other than managerial persons is 89.63% and that of increase of Managerial person is 53.37%.

- vi. Affirmation that the remuneration is as per the remuneration policy of the company –

Yes, Affirmed.

Sr. No.	1.	2.	3.	4.	5.	6.	7.	8.	9.	10.
Name	Rahul Kotyan	Abhishek Tulaskar	Raju Bawane	Bhuwan Joshi	Manoj Kumar Maurya	Shrikant Barathe	Vidhi V Kamat	Yogesh Anant Gothad	Nishikant Prakash Bamugade	Subhendu Jagannath Talale
Designation of the employee	VP-Operation	AVP – Operation	Corporate Chef	HR & Admin Manager	Manager IT	Assist Manager Sales	Managing Director	Assist Manager Accounts	BD Manager	Area Manager
Remuneration received / to be received p.a in Rs.	17,04,006	15,01,108	8,43,602	8,19,338	6,78,086	6,62,054	6,03,008	5,99,810	5,58,086	5,50,538
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	BHMCT (Bachelors in Hotel Management)	BHMCT (Bachelors in Hotel Management)	Hotel Management	MBA in HR	MCA	BA	BSC + Specialization in Hotel Management.	Bcom+ Chartered Financial Analysis	Diploma in HMCT	Diploma in HMCT
Date of commencement of employment	01.10.2019	06.05.2019	01.06.2017	11.11.2019	22.02.2018	01.07.2019	07.10.2015* date of appointment as managing Director	23.11.2017	12.03.2018	28.09.2015
The age of such employee	44 yrs	30 yrs	45 yrs	33 yrs	32 yrs	36 yrs	35 yrs	35 yrs	33 yrs	33 yrs
The last employment held by such employee before joining the company	Adamo Hospitality LLP	Papparoti Hospitality LLP	Acres Club	The Byke Hospitality Limited	Blanket Hospitality Ventures Private Limited	Desai Brothers Limited	Kamat Hotels (India) Limited	Joy Builders & Developers	Goldan Fast Food Private Limited	Devyani International

The percentage of equity shares held by the employee in the company	-	-	0.02	-	-	-	12.52	-	-	-
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 interest apart from being the Managing Director of the Company.	-	-	-

ANNEXURE 'C' TO THE BOARD'S REPORT

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31ST March, 2020

[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: D-09, Eastern Business District, LBS Road, Bhandup West, Mumbai – 400078. Email: cs@kamatsindia.com Ph: 022-49708389
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, Maharashtra 400059 Tel No. +91-22-62638200 Fax: +91-22-62638299 Email: info@bigshareonline.com

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:-

SN	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	95.65%

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	
A. Promoters									
(1) Indian									
a) Individual/ HUF	5,42,000	-	5,42,000	12.52	5,42,000	-	5,42,000	12.52	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	19,70,000	-	19,70,000	45.49	21,01,000	-	21,01,000	48.52	3.03
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(1):-	25,12,000	-	25,12,000	58.01	26,43,000	-	26,43,000	61.04	3.03
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2)	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A)=(A)(1)+(A)(2)	25,12,000	-	25,12,000	58.01	26,43,000	-	26,43,000	61.04	3.03
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	84,000	-	84,000	1.94	9,000	-	9,000	0.21	(1.73)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	3,58,000	4,000	3,62,000	8.36	3,63,000	-	3,63,000	8.38	0.02

ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	13,11,000	-	13,11,000	30.28	11,32,000	-	11,32,000	26.14	(4.13)
c) Others (specify)									
Clearing Members	53,000	-	53,000	1.22	1,02,000	-	1,02,000	2.36	1.13
Non Resident Indians (NRI)	8,000	-	8,000	0.18	10,000	-	10,000	0.23	0.05
HUF	-	-	-	-	71,000	-	71,000	1.64	1.64
Sub-total (B)(2):-	18,14,000	4,000	18,18,000	41.99	16,87,000	-	16,87,000	38.96	(3.03)
Total Public Shareholding (B)=(B)(1)+ (B)(2)	18,14,000	4,000	18,18,000	41.99	16,87,000	-	16,87,000	38.96	(3.03)
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	43,26,000	4000	43,30,000	100.00	43,30,000	-	43,30,000	100.00	-

ii) Shareholding of Promoter-

Sl 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	-	13,26,000	30.62	-	3.02
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

SN		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 Worldwide Hotels 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.):				

	i) Purchase of 48,000 Equity Shares as on 11.06.2019			12,43,000	28.71
	ii) Purchase of 83,000 Equity Shares as on 13.06.2019			13,26,000	30.62
	At the end of the year	-	-	13,26,000	30.62
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 Share holding 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 Mehta				
	At the beginning of the year	1,16,000	2.68		
	Date wise Increase / Decrease in Share holding 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)			1,16,000	2.68
3)	Mr. Nirbhay Mahawar				
	At the beginning of the year	1,35,000	3.12		
	Date wise Increase / Decrease in Share holding 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)			1,35,000	3.12
4)	Mr. Mahesh Kandoi				
	At the beginning of the year	82,000	1.89		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	i) 11,000 Equity Shares by Market Purchase (29.11.2019)			93,000	2.15
	ii) 10,000 Equity Shares by Market			1,03,000	2.38

	Purchase (13.12.2019)				
	At the end of the year (or on the date of separation, if separated during the year)			1,03,000	2.38
5)	Mr. Rishiraj Kulkarni				
	At the beginning of the year	0	0		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	i) 1,01,000 Equity Shares by Market Purchase (18.10.2019)			1,01,000	2.33
	At the end of the year (or on the date of separation, if separated during the year)			1,01,000	2.33
6)	Mr. Amit Mehta				
	At the beginning of the year	76,000	1.76		
	Date wise Increase / Decrease in Share holding 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
7)	Pantomath Stock Brokers Private Limited				
	At the beginning of the year	36,000	0.83		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	i) 11,000 Equity Shares by Market Purchase (05.04.2019)			47,000	1.09
	ii) (1,000) Equity Shares by Market sale (19.04.2019)			46,000	1.06
	iii) 1,000 Equity Shares by Market Purchase (26.04.2019)			47,000	1.09
	iv) 1,000 Equity Shares by Market Purchase (10.05.2019)			48,000	1.11
	v) 3,000 Equity Shares by Market Purchase (24.05.2019)			51,000	1.18
	vi) (2,000) Equity Shares by Market sale (14.06.2019)			49,000	1.13
	vii) 7,000 Equity Shares by Market Purchase (30.08.2019)			56,000	1.29
	viii) (2,000) Equity Shares by Market sale (30.09.2019)			54,000	1.25
	ix) (6,000) Equity Shares by Market sale (04.10.2019)			48,000	1.11
	x) 2,000 Equity Shares by Market Purchase (13.12.2019)			50,000	1.15
	xi) 5,000 Equity Shares by Market Purchase (20.03.2020)			55,000	1.27
	At the end of the year (or on the date of separation, if separated during the year)			55,000	1.27
8)	Mr. Rahul Mahawar				
	At the beginning of the year	63,000	1.46		
	Date wise Increase / Decrease in Share holding 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 Agrawal				
	At the beginning of the year	47,000	1.09		
	Date wise Increase / Decrease in Share holding 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. Rahul Jain	0	0		
	At the beginning of the year				
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	i) 44,000 Equity Shares by Market Purchase (20.09.2019)			44,000	1.02
	At the end of the year (or on the date of separation, if separated during the year)			44,000	1.02

v) Shareholding of Directors and Key Managerial Personnel:

Sl 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 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:

(Amount in Rupees)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	69,14,927	-	-	69,14,927
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	69,14,927	-	-	69,14,927
Change in Indebtedness during the financial year				
* Addition	-	-	-	-
* Reduction	(2,53,730)	-	-	(2,53,730)
Net Change	(2,53,730)	-	-	(2,53,730)
Indebtedness at the end of the financial year				
i) Principal Amount	66,61,197	-	-	66,61,197
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	66,61,197	-	-	66,61,197

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

(Amount in Rupees)

S N.	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	5,36,664	-	-	5,36,664
	(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 (Provident Fund, Gratuity, Exgratia, Mediciclaim)	66,344	-	-	66,344
	Total (A) *	6,03,008	-	-	6,03,008

Ceiling as per the Act	1,01,697	-	-	1,01,697
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* 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 2019-2020 is sought for in this general meeting as per provisions of Section 197(10) of Companies Act, 2013, as amended.

B. Remuneration to other directors

(Amount in Rupees)

SN.	Particulars of Remuneration	Name of Directors				Total Amount
		Ms. Nanette Dsa (w.e.f 10.02.2020)	Mr. Arun Jain	Mr. Kurian Chandy	Mr. Ramnath Pradeep (till 31.01.2020)	
	1. Independent Directors			-		
	Fee for attending board committee meetings	12,500	47,500	-	30,000	90,000
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (1)	12,500	47,500	-	30,000	90,000
	2. Other Non-Executive Directors					
	Fee for attending board committee meetings	-	-	47,500	-	47,500
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (2)	-	-	47,500	-	47,500
	Total (B)=(1+2)	12,500	47,500	47,500	30,000	1,37,500
	Total Managerial Remuneration	12,500	47,500	47,500	30,000	1,37,500
	Overall Ceiling as per the Act	N.A	N.A	N.A	N.A	N.A

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

(Amount in Rupees)

Sl No.	Particulars of Remuneration				
		CEO	CS Sneha Lohogaonkar	CFO Ravindra Shinde	Total
1	Gross salary	N.A			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	3,60,000	3,14,184	6,74,184
	(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 (Provident Fund , Leave Encashment , Medicliam Exgretia)	-	48,254 -	51,254 -	99,508
	Total	-	4,08,254	3,65,438	7,73,692

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)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

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

Industry structure, development and outlook

The Indian economy registered a slowdown in 2019-20 with the GDP growth falling from 6.8 per cent in 2018-19 to 5% in 2019-20. Although, the reduction in the current account deficit as a per cent to GDP and growth in foreign direct investment and foreign portfolio investment has given some positive curve. Of the structural reforms, the Goods and Services Tax has been the most historic reform, which has had its challenges and is gradually maturing by amendment and rectification. The government has taken measures to reduce stress in the real estate sector, Insolvency and Bankruptcy Code, 2016 has helped in insolvency resolution within the given time frame. The effects of making India digital in various sectors of the economy, emphasis on MSMEs, Start-ups, defence manufacturing, automobiles, electronics and medical devices under Make in India will be seen in years to come.

The economic impact of the Covid-19 pandemic in India has been largely disruptive. The announcement of the economic package in mid-May 2020 and economic relief measures has helped the respective sector but India's growth estimates were downgraded to 2 per cent. The stock markets in India posted worst losses in history with extreme volatility. The issue of migrant workers and availability of labour force will be critical. Unemployment, income drop are inevitable. With temporarily suspension or significantly reduced operations in all non essential sectors, the impact is yet to come and be determined.

The Food and Beverage (F&B) sector globally and in India, has undergone a transformation, moving away from a sub-segment to a full-fledged segment capable of functioning independently of traditional retail. The market size in F&B sector has seen a steady growth which was poised for further growth. As outbreak of Covid-19 pandemic wreak havoc across the world, the F&B business started to feel its heat from March, 2020 in India. The lockdown has had an unfortunate impact on the F&B sector. State of lockdown and restrictions by the Government on travel is bound to bring an unprecedented phase in the history of F&B sector. The performance of F&B sector has declined sharply in the first quarter of 2020. The sector will see cash flows and the levels of improvement depending on the medicine / vaccine for Covid-19, its containment and sentiments of the people. The situation currently is extremely fluid and very difficult to project and foresee. The sector will take time to revive which will be gradual. Budget reallocations, diversion of marketing spends, diversification of business will be key for survival.

Opportunities and Threats, Risks and concerns

The implementation of online retail in F&B has finally taken off and is growing exponentially. Today, the numbers of internet users have increased which resulted into ordering the food online and also in finding out the best restaurant as per food preference. The change in F&B landscape has been due to structural shifts like increasing urbanization, rising disposable incomes, rising trend of socializing, nuclear families, all of which have orchestrated a change in the way India dines. More space allocated for F&B in malls, food festivals, events, pop ups, increased allocations for restaurants in commercial buildings are some of the key trends and opportunities to boost the sector. The operators in F&B Sector have turned to be innovative in not only their cuisine but also their operation format, invest in increasing visibility and pop up, Kiosk units, establish local connect with their catchment area leading to tapping segments which offers growth potential.

Despite all the opportunities created and generated as mentioned above, the current scenario of the ongoing Covid-19 pandemic has huge impact and threat on the F&B sector and is a major hurdle in the growth of F&B sector and survival of micro, small and medium units. All the positive attributes, efforts mentioned above for boosting F&B sector has gone futile in the times of Covid-19 pandemic.

Apart from Covid-19 pandemic the F&B sector has its ongoing concerns such as hiring and retaining quality skilled and unskilled manpower, high attrition rate, strict adherence to health and safety regulations, risk of fire, setting competitive menu prices, spoilt / wastage of food, procurement and fluctuating price of raw materials, multiple taxes and its cascading effect, numerous clearance / licenses /approvals from authorities, high real estate cost.

Segment-wise or product-wise performance

The Company is presently operational in only one segment i.e. hospitality, food products and allied activities.

Internal control systems and their adequacy

Your Company has in place adequate internal financial controls commensurate with the size, scale and complexity of its operations. Review of the internal financial controls mechanism of the Company was undertaken during the year under review which covered verification of entity level controls, process level control and IT controls, review of key business processes and analysis of risk control matrices, etc. During the period under review, effectiveness of internal financial controls was evaluated. Reasonable Financial Controls are operative for all the business activities of the Company and no material weakness in the design or operation of any control was observed.

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.

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 2019-2020. The Audit Committee of the Company reviews the internal audit report submitted by the internal auditor and provides suggestion, if any.

Discussion on financial performance with respect to operational performance

The net worth of the Company is Rs. 5.34 Crores as compared to Rs. 5.18 Crores over previous year. The Secured loans are Rs. 66,61,197/- as compared to Rs. 69,14,927/- in the previous year. The turnover of the Company was Rs. 4,45,47,105/- as compared to Rs. 4,22,09,201 /- in the previous year. Further, the Company has earned profit before tax of Rs. 21,30,535/- as compared to Rs. 27,38,867/- 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.

The Company has always perceived its Manpower as its biggest strength. The emphasis is on grooming in-house talent enabling them to take higher responsibilities. As on 31st March, 2020 the Company has 36 employee on its payroll. The Employee relations continue to be cordial at all the divisions of the Company. Your Directors place on record their deep appreciation for exemplary contribution of the employees at all levels. Their dedicated efforts and enthusiasm have been integral to your Company's steady performance.

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 therefor, including:

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

Sr. No.	Particulars	Financial Year 2019	Financial Year 2020	YOY Change	
1.	Debtors Turnover (times)	9.29	6.83	2.46	A
2.	Inventory Turnover (times)	8.77	6.77	(1.99)	A
3.	Interest Coverage Ratio (times)	4.82	4.28	(0.54)	A
4.	Current Ratio (times)	2.38	2.62	0.24	F
5.	Debt Equity Ratio (times)	0.69	0.62	(0.07)	F
6.	Operating Profit Margin (% terms)	7.36%	5.65%	(1.70%)	A
7.	Net Profit Margin (% terms)	5.83%	4.33%	(1.50%)	A
8.	Return on Net Worth (% terms)	3.72%	3.04%	(0.68%)	A

F – Favourable

A – Adverse

Disclaimer:

Statements mentioned in this report are:

- In some cases, before the outbreak of Covid-19 pandemic.

- 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.

**ANNEXURE 'E' TO THE BOARD'S REPORT
SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2020

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Vidli Restaurants Limited
D-09, Eastern Business District,
LBS Road, Bhandup West,
Mumbai 400078.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Vidli Restaurants Limited (hereinafter called the Company).

Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit*, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained* by the Company for the financial year ended on 31st March, 2020 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder as amended from time to time;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; - **Not Applicable**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - **Not Applicable**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **Not Applicable**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; - **Not Applicable** and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; - **Not Applicable**
- (i) Other laws applicable specifically to the Company as identified and confirmed by the Management
 - 1) The Food Safety and Standards Act, 2006 and Rules made there under;
 - 2) The Prevention of Food Adulteration Act, 1954;
 - 3) The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013.
 - 4) The Employees Provident Fund & Miscellaneous Provisions Act, 1952;
 - 5) Payment of Gratuity Act, 1972.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the company has not undertaken event/action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, etc. referred to above.

For M/s. Pooja Sawarkar & Associates
Company Secretary

Pooja Sawarkar
Proprietor
Membership No: FCS 10262
COP:15085

Place: Mumbai
Date: 25th June, 2020
UDIN: F010262B000378036

Note: This report is to be read with our letter of even date that is annexed as Annexure I and forms an integral part of this report.

‘Annexure I’ to Secretarial Audit Report

To,
The Members,
Vidli Restaurants Limited
D-09, Eastern Business District,
LBS Road, Bhandup West,
Mumbai 400078.

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules and regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. * Due to ongoing pandemic of Covid-19 and state of lockdown, all the books, papers, minute books, forms and returns filed and other records maintained by the Company, wherever possible, have been check virtually.

For M/s. Pooja Sawarkar & Associates
Company Secretary

Pooja Sawarkar
Proprietor
Membership No: FCS 10262
COP:15085

Place : Mumbai
Date : 25th June, 2020
UDIN: F010262B000378036

INDEPENDENT AUDITOR'S REPORT**TO THE MEMBERS OF VIDLI RESTAURANTS LIMITED****Report on the Financial Statements:****Opinion**

We have audited the accompanying financial statements of **VIDLI RESTAURANTS LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2020, 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 31st March, 2020, 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> 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> 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 by Franchisees is recognized on accrual basis in 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"> 1. We assessed the appropriateness of the revenue recognition accounting policies by comparing with applicable accounting standards. 2. We evaluated the design of key controls and operating effectiveness of the relevant key controls with respect to revenue recognition on selected transactions. 3. We performed substantive testing for the revenue transactions using statistical sampling and tested the underlying documents supporting the sales. 4. We carried out analytical procedures on revenue recognised during the year to identify unusual variances.
<p><u>Unsecured Loan</u> The Company has granted an unsecured loan of Rs. 2,80,65,000/- 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, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 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 2019-20 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: 25th June 2020.

UDIN : 20041747AAAAAQ937

“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, 2020, 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 immovable 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 Rs. 2,80,65,000/- (maximum balance Rs. 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 2020 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 2019-20 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.
- (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 : 25th June 2020.
UDIN : 20041747AAAAAQ4937

“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, 2020 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 2020, 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 : 25th June 2020.
UDIN : 20041747AAAAAQ4937

BALANCE SHEET AS AT 31ST MARCH, 2020

Amount in ₹

PARTICULARS	NOTE	AS AT 31ST MARCH, 2020	AS AT 31ST MARCH, 2019
<u>EQUITY AND LIABILITIES:</u>			
Shareholders' Funds:			
(a) Share Capital	3	4,33,00,000	4,33,00,000
(b) Reserves and Surplus	4	1,01,07,344	84,81,197
		5,34,07,344	5,17,81,197
Non-Current Liabilities:			
(a) Long Term Borrowings	5	64,00,011	66,47,564
(b) Deferred Tax Liabilities (Net)	6	5,92,841	2,31,588
(c) Other Long Term Liabilities	7	1,67,07,121	1,91,32,104
(d) Long Term Provisions	8	6,67,303	3,13,524
		2,43,67,276	2,63,24,780
Current Liabilities:			
(a) Trade Payables	9	35,91,158	38,64,967
(b) Other Current Liabilities	10	51,45,872	56,35,104
(c) Short Term Provisions	11	26,725	33,096
		87,63,755	95,33,167
Total		8,65,38,375	8,76,39,145
<u>ASSETS:</u>			
Non-Current Assets:			
(a) Fixed Assets:			
(i) Tangible Assets	12	2,55,17,283	2,40,20,011
(ii) Intangible Assets	12	14,90,589	15,78,088
		2,70,07,872	2,55,98,099
(b) Non-Current Investments	13	20,00,000	20,00,000
(c) Other Non-Current Assets	14	3,46,00,589	3,73,99,620
Current Assets:			
(a) Current Investments	15	1,45,077	3,48,603
(b) Inventories	16	25,64,688	18,58,030
(c) Trade Receivables	17	70,34,252	60,04,701
(d) Cash and Bank Balances	18	91,14,379	59,92,413
(e) Other Current Assets	19	40,71,518	84,37,679
		2,29,29,914	2,26,41,426
Total		8,65,38,375	8,76,39,145
SIGNIFICANT ACCOUNTING POLICIES	2		

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THE FINANCIAL STATEMENTS

1 to 32

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 :25th June, 2020

For and on behalf of Board of Directors
Vidli Restaurants Limited

Nanette D'sa Ralph
DIN :05261531

Chairperson 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 2020

PARTICULARS	NOTE	Amount in ₹	
		YEAR ENDED	
		31ST MARCH, 2020	31ST MARCH, 2019
INCOME:			
Revenue from Operations	20	4,45,47,105	4,22,09,202
Other Income	21	46,21,940	47,69,548
Total Revenue		4,91,69,045	4,69,78,750
EXPENSES:			
Cost of Traded Goods	22	1,25,09,320	1,29,67,069
Employee Benefits Expense	23	1,48,97,448	1,27,23,969
Other Expenses	24	1,71,30,806	162,59,911
Finance Cost	25	6,60,447	7,19,129
Depreciation and Amortisation Expenses	12	18,40,489	15,69,805
Total Expenses		4,70,38,510	4,42,39,882
Profit / (Loss) Before Tax		21,30,535	27,38,868
Tax Expense:			
Prior Period Adjustment- Income Tax		4,134	(1,93,677)
Current Tax		3,99,000	6,76,000
Mat Credit Entitlement Reversed		-	1,98,000
Deferred Tax		3,61,254	1,31,149
(Less) Mat Credit Entitlement		(2,60,000)	-
Total Tax Expense (Credit)		5,04,388	8,11,472
Profit for the year		16,26,147	19,27,396
Earning Per Equity Share of face value of ₹10/- each:			
Basic and Diluted (in Rupees)	26	0.38	0.45

SIGNIFICANT ACCOUNTING POLICIES

2

THE ACCOMPANYING NOTES ARE AN INTEGRAL
PART OF THE FINANCIAL STATEMENTS

1 to 32

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 :25th June 2020

Nanette D'sa Ralph
DIN :05261531
Chairperson 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

Amount in ₹

PARTICULARS	YEAR ENDED	
	31st March 2020	31st March 2019
A CASH FLOW FROM OPERATING ACTIVITIES:		
Net profit / (loss) before tax	21,30,535	27,38,867
Adjustment for:		
Depreciation	18,40,494	15,69,805
(Profit) / Loss on Sale of Investments	(96,598)	(78,572)
(Profit) / Loss on Discard / Sale of Fixed Assets	-	(5,165)
Liabilities and Provisions written Back	(3,13,552)	(92,022)
Provision for Employee Benefits	3,47,408	-
Provision for Doubtful Debtors (Including Bad Debts written off)	4,95,093	1,84,371
Preliminary Expenses Written Off	61,695	-
Amortisation of Share Issue Expenses	9,47,200	9,45,000
Interest income	(35,39,329)	(33,02,245)
Dividend income	(4,719)	(50,005)
Interest Expense	6,60,447	7,19,129
Operating profit / (loss) before working capital changes	25,28,674	27,86,307
Trade and other receivables	(8,29,585)	(20,88,551)
Inventories	(7,06,658)	(1,45,487)
Trade Payables	(28,74,472)	(10,48,959)
Cash inflow / (outflow) generated from operations	(18,82,041)	(4,96,691)
Direct taxes paid (Net of refunds)	(2,15,392)	(11,44,555)
Net cash inflow / (outflow) from operating activities	(20,97,432)	(16,41,246)
B CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of Fixed Assets	(32,50,263)	(8,68,920)
Sale Proceeds of Fixed Assets	-	9,15,000
(Purchase) / Sale of Non Trade Investment	-	(10,00,000)
Investments sold during the year	3,00,123	45,45,371
Fixed Deposits made during the year	(86,48,426)	(1,09,60,000)
Fixed Deposits Redeemed during the year	51,91,980	99,90,000
Loans Received Back During the Year	30,00,000	-
Dividend Received	4,719	50,005
Interest Received	60,72,820	14,88,311
Net cash inflow / (outflow) used in investing activities	26,70,953	41,59,767

CASH FLOW STATEMENT (Contd.)

PARTICULARS	NOTE	Amount in ₹	
		YEAR ENDED	
		31st March 2019	31st March 2018
C CASH FLOW FROM FINANCING ACTIVITIES:			
Repayment of Secured Loan		(2,47,553)	(12,39,353)
Interest paid		(6,60,447)	(7,19,129)
Net cash used in financing activities		(9,08,000)	(19,58,482)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS:		(3,34,479)	5,60,039
CASH AND CASH EQUIVALENTS AS AT 01.04.2019 (Opening Balance)		31,37,413	25,77,373
CASH AND CASH EQUIVALENTS AS AT 31.03.2020 (Closing Balance)		28,02,933	31,37,413
Components of Cash and Cash Equivalents			
- Balance with Banks in current account		26,73,262	31,36,302
- Cash on hand		1,29,671	1,111
		28,02,933	31,37,413

SIGNIFICANT ACCOUNTING POLICIES

2

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THE FINANCIAL STATEMENTS

1 to 32

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 :25th June, 2020

Nanette D'sa Ralph
DIN :05261531
Chairperson and Independent Director

Ravindra Shinde
Chief Financial Officer

Vidhi V. Kamat
DIN: 07038524
Managing Director

Sneha Lohogaonkar
Company Secretary
Membership Number: A49891

**NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH 2020**

1. CORPORATE INFORMATION

Vidli Restaurants Limited (“the Company” or “VRL”) (Formerly Known as Vidli Restaurants Private Limited) was incorporated in India on 24th 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 26th February 2015. The Name of the Company was further changed from Vidli Restaurants Private Limited to Vidli Restaurants Limited with effect from 23rd 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 15th 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 1st 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 2020

		Amount in ₹	
		AS AT 31ST MARCH, 2020	AS AT 31ST MARCH, 2019
3 SHARE CAPITAL :			
AUTHORISED:			
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
	Total	5,00,00,000	5,00,00,000
ISSUED, SUBSCRIBED AND PAID UP:			
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
	Total	4,33,00,000	4,33,00,000

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 2020		31st March 2019	
Number	Rupees	Number	Rupees
43,30,000	4,33,00,000	43,30,000	4,33,00,000
43,30,000	4,33,00,000	43,30,000	4,33,00,000

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, 2020		AS AT 31ST MARCH, 2019	
Number	% holding in the class	Number	% holding in the class
13,26,000	30.62%	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

Total

AS AT 31ST MARCH, 2020	AS AT 31ST MARCH, 2019
84,81,197	65,53,802
16,26,147	19,27,395
1,01,07,344	84,81,197

5 **LONG TERM BORROWINGS**

Secured Loan from ICICI Bank

Total

AS AT 31ST MARCH, 2020	AS AT 31ST MARCH, 2019
64,00,011	66,47,564
64,00,011	66,47,564

5.1 The loan mortgaged against the property of the company situated at Mumbai.

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

	ROI	2nd Year	3rd Year	4th Year	Above 4 Years
Secured Term Loan from ICICI Bank	9.80%	2,87,964	3,17,490	3,50,037	54,44,520

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

Amount in ₹

	AS AT 31ST MARCH, 2020	AS AT 31ST MARCH, 2019
6 DEFERRED TAX LIABILITY		
Deferred Tax Liability		
Related to Depreciation on Fixed Assets	6,89,274	4,12,017
Total	6,89,275	4,12,017
Less : Deferred tax Assets		
Expenses allowable for Tax Purposes on Payment Basis	96,433	75,332
Provision for Doubtful Debts	-	47,936
Short Term Capital Loss	-	57,161
Total	96,433	1,80,429
Deferred Tax Liability (net) after adjustments	5,92,841	2,31,588
Incremental Deferred Tax (asset) / charge for the year	3,61,253	1,31,149
7 OTHER LONG TERM LIABILITIES		
Advance Franchisee Fees	1,67,07,121	1,91,32,104
Total	1,67,07,121	1,91,32,104
8 LONG TERM PROVISIONS		
Provision for Leave Encashment	2,19,249	1,40,948
Provision for Gratuity	4,48,054	1,72,576
Total	6,67,303	3,13,524
9 TRADE PAYABLE		
Micro, Small and Medium Enterprises	3,38,419	5,54,063
Others for goods and services	32,52,739	33,10,904
Total	35,91,158	38,64,967
9.1 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:		
	AS AT 31ST MARCH, 2020	AS AT 31ST MARCH, 2019
Dues remaining unpaid at the year end:		
- Principal	3,38,419	5,54,063
- 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	-	-
10 OTHER CURRENT LIABILITIES		
Current Maturities of Long Term Borrowings (Refer Note 5.1)	2,61,186	2,67,363
Advance from customers	2,15,161	2,83,466
Advance Franchisee Fees	18,96,843	29,68,971
Other Payables	27,72,682	21,15,305
Total	51,45,872	56,35,104
10.1 Includes Employees dues ₹ 17,36,692/- (Previous Year ₹ 11,29,880/-), Statutory dues ₹ 9,39,804/- (Previous Year ₹ 10,41,428/-)		
11 SHORT TERM PROVISIONS		
Provision for Leave Encashment (Note 23.1)	23,428	32,322
Provision for Gratuity (Note 23.1)	3,297	774
Total	26,725	33,096

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

12. FIXED ASSETS

(Amount in ₹)

FIXED ASSETS	GROSS BLOCK			DEPRECIATION			NET BLOCK			
	AS AT 01.04.2019	ADDITIONS	DEDUCTIONS	AS AT 31.03.2020	UPTO 01.04.2019	FOR THE PERIOD	DEDUCTIONS / ADJUSTMENTS	UPTO 31.03.2020	AS AT 31.03.2019	AS AT 31.03.2020
TANGIBLE										
Improvements to Leasehold Buildings	21,20,551	3,46,048	-	24,66,599	7,87,804	3,39,837	-	11,27,641	13,38,958	13,32,747
Free hold Buildings	1,63,11,912	-	-	1,63,11,912	-	1,90,398	-	1,90,398	1,61,21,514	1,63,11,912
Plant & Machinery	66,57,668	22,91,341	-	89,49,009	11,12,166	6,08,782	-	17,20,948	72,28,061	55,45,502
Furniture and Fixtures	15,49,476	4,41,967	-	19,91,443	9,40,202	4,17,254	-	13,57,456	6,33,987	6,09,274
Office Equipments	59,27,285	1,09,906	-	7,07,191	3,76,708	1,35,720	-	5,12,428	1,94,763	2,20,577
Vehicle	-	-	-	-	-	-	-	-	-	-
Total	2,72,36,892	31,89,262		3,04,26,154	32,16,880	16,91,991	-	49,08,871	2,55,17,283	2,40,20,011
INTANGIBLE										
Computer Software	14,84,988	-	-	14,84,988	3,81,451	1,48,498	-	5,29,949	9,55,039	11,03,538
Trademark (Urban Dhaba, Pepper Fry)	4,74,550	61,000	-	5,35,550	-	-	-	-	5,35,550	4,74,550
Total	19,59,538	61,000	-	20,20,538	3,81,451	1,48,499	-	5,29,949	14,90,589	15,78,088
Grand Total	2,91,96,430	32,50,262	-	3,24,46,692	35,98,331	18,40,489	-	54,38,820	2,70,07,872	2,55,98,099
Previous Year Total	2,94,34,406	8,68,920	11,06,896	2,91,96,430	22,25,588	15,69,804	1,97,061	35,98,331	2,55,98,099	-

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

		Amount in ₹	
		YEAR ENDED	
		AS AT 31ST MARCH, 2020	AS AT 31ST MARCH, 2019
13	NON-CURRENT INVESTMENTS		
	TRADE INVESTMENTS:		
	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 (Maturing on 30.08.2022) (No. of Bonds : 1,000, Face Value ₹1,000/-)	10,00,000	10,00,000
	Total	20,00,000	20,00,000
	Aggregate Amount of Quoted Investments		
	- Cost	20,00,000	20,00,000
	- Market	20,99,000	21,40,000
14	OTHER NON CURRENT ASSETS		
	Payment of Taxes	9,66,149	11,83,892
	Security Deposits	32,89,460	17,06,000
	Capital Advances	20,00,000	34,44,728
	Loans and Advances (To a Group Company)	2,80,65,000	3,10,65,000
	Preliminary Expenses Unamortised	2,07,514	-
	Product Development Expenses	42,466	-
	Total	3,46,00,589	3,73,99,620
14.1	Payment for Income Tax is net of Provision of Taxes ₹ 10,75,000/- (Previous Year ₹ 8,78,000/-)		
15	CURRENT INVESTMENTS		
	TRADE INVESTMENTS:		
	Equity Shares (Quoted)		
	Larsen & Toubro Infotech Ltd	121 (221)	₹ 1
	Larsen & Toubro Finance Limited	700 (700)	₹ 10
	IDFC Bank Limited	1,000 (1,000)	₹ 10
	Speciality Restaurants Limited	90 (90)	₹ 10
	Total	1,45,077	3,48,603

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

		Amount in ₹	
		YEAR ENDED	
		AS AT 31ST MARCH, 2020	AS AT 31ST MARCH, 2019
Aggregate amount of quoted Investments			
- Cost		1,45,077	3,48,603
- Market		2,32,277	5,43,474
Diminishing in Value of Investments		1,32,525	-
16 INVENTORIES		AS AT 31ST MARCH, 2020	AS AT 31ST MARCH, 2019
(At Lower of weighted average cost and net realisable value)			
Raw Materials & Others			
- Food & Beverages		13,53,793	10,11,234
- Stores and Operating Supplies		12,10,895	8,46,797
Total		25,64,688	18,58,030
17 TRADE RECEIVABLES:		AS AT 31ST MARCH, 2020	AS AT 31ST MARCH, 2019
(Unsecured, good, unless otherwise stated)			
Unsecured:			
- Over Six Months		11,73,506	8,23,246
- Other Debts [NIL (Previous Year ₹ NIL) considered doubtful]		58,60,746	53,65,826
		70,34,252	61,89,072
Less : Provision for Doubtful Debts		-	1,84,371
Total		70,34,252	60,04,701
17.1	Trade Receivable includes ₹ 21,71,344/-(Previous Year ₹ 6,66,926/-)from Vitizen Hotels Limited ,₹ Nil/- (Previous Year ₹ 2,85,736/-) from Conwy Hospitality Private Limited and ₹ 1,47,097/- (Previous Year ₹ 4,25,657/-) from Spice Tree Hospitality LLP.		
18 CASH AND BANK BALANCES		AS AT 31ST MARCH, 2020	AS AT 31ST MARCH, 2019
Cash and Cash Equivalents			
Balance with banks:			
Balance with Scheduled Bank: Canara Bank			
- On Current account		26,73,262	31,36,302
- Cash on Hand		1,29,671	1,111
		28,02,933	31,37,413
- Fixed Deposit with Banks - with Less than 12 Months Maturity		63,11,446	28,55,000
Total		91,14,379	59,92,413
19 OTHER CURRENT ASSETS		AS AT 31ST MARCH, 2020	AS AT 31ST MARCH, 2019
Interest Receivable		22,85,922	48,19,414
Advance to Suppliers & Others		1,53,238	22,66,436
Preliminary Expenses Unamortised		67,300	-
GST Input Credit		8,99,261	-
MAT Credit Entitlement A/c		2,60,000	-
Share Issue Expenses Unamortised		-	9,47,200
Prepaid Expenses		3,25,875	3,59,491
Staff Advance		79,922	45,139
Total		40,71,518	84,37,679

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

		Amount in ₹	
		YEAR ENDED	
		31ST MARCH, 2020	31ST MARCH, 2019
20	REVENUE FROM OPERATIONS		
	Sale of Traded Goods	1,49,74,507	1,56,48,272
	Franchise Fees	1,00,95,653	93,18,592
	Royalty	1,72,53,955	1,49,11,008
	Sub Total (A)	4,23,24,115	398,77,872
	Other Operating Income :		
	Feasibility Study Fees	2,85,000	3,98,051
	Discount Received (Vendor)	-	55,737
	Consultancy Fees Received	8,475	80,000
	Rent Received	19,29,515	17,97,542
	Sub Total (B)	22,22,990	23,31,330
	Total	4,45,47,105	4,22,09,202
21	OTHER INCOME		
	Interest Earned	35,39,328	33,02,245
	Dividend Income	4,719	50,005
	Profit on Sale of Investments	96,598	1,41,279
	Profit on Sale of Fixed Assets	-	5,165
	Excess Provision for Leave Encashment Written Back (Refer Note 23.1.3)	-	61,059
	Excess Provision for Gratuity Written Back (Refer Note 23.1.3)	-	30,963
	Miscellaneous Income	9,81,295	11,78,832
	Total	46,21,940	47,69,548
22.	COST OF TRADED GOODS SOLD		
	Opening Stock	16,37,189	14,36,487
	Purchases	1,32,46,920	1,31,67,771
	Sub Total	1,48,84,109	1,46,04,258
	Less : Closing Stock	23,74,789	16,37,189
	Total	1,25,09,320	1,29,67,069
23	EMPLOYEE BENEFITS EXPENSES :		
	Salaries & Wages	1,32,21,405	1,10,88,287
	Provision for Leave Encashment (Refer note 23.1.3)	69,407	-
	Provision for Gratuity (Refer note 23.1.2)	2,78,001	-
	Contribution to Provident and other Funds	4,89,909	4,28,333
	Staff Welfare Expenses	8,29,726	12,07,349
	Total	1,48,97,448	1,27,23,969

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

- 23.1** 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, 2020	31ST MARCH, 2019
23.1.1 Defined Contribution Plan:		
Contribution to Defined Contribution Plan, recognised and charged off for the year are as under:		
Contributions to Provident Fund	1,38,534	1,62,242
Contributions to Pension Scheme	2,85,469	2,23,091

23.1.2 Defined Benefit Plan:

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.

Gratuity (Non Funded):

a) Reconciliation of opening and closing balances of Defined Benefit obligation

	31ST MARCH, 2020	31ST MARCH, 2019
Defined Benefit obligation at the beginning of the year	1,73,350	2,04,313
Current Service Cost	1,98,900	87,836
Interest Cost	13,504	16,100
Actuarial (Gain) / Loss	65,597	(1,34,899)
Benefit Paid	-	-
Defined Benefit obligation at year end	4,51,351	1,73,350

b) Reconciliation of fair value of assets and obligations

Present value of obligation as at year end	4,51,351	1,73,350
Amount recognised in Balance Sheet	4,51,351	1,73,350

c) Expenses recognised during the year

Current Service Cost	1,98,900	87,836
Interest Cost	13,504	16,100
Actuarial (Gain) / Loss	65,597	(1,34,899)
Net Cost	2,78,001	(30,963)

23.1.3 Leave encashment (Non Funded):

Reconciliation of opening and closing balances of Defined Benefit obligation

a) Defined Benefit obligation at the beginning of the year

	31ST MARCH, 2020	31ST MARCH, 2019
Defined Benefit obligation at the beginning of the year	1,73,270	2,34,330
Interest Cost	13,498	18,465
Current Service Cost	99,523	52,259
Benefits Paid	-	-
Actuarial (Gain) / Loss	(43,615)	(1,31,784)
Defined Benefit obligation at year end	2,42,676	1,73,270

b) Reconciliation of fair value of assets and obligations

Present value of obligation as at year end	2,42,676	1,73,270
Amount Recognised in Balance Sheet	2,42,676	1,73,270

c) Expenses recognised during the year

Interest Cost	13,498	18,465
Current Service Cost	99,523	52,259
Actuarial (Gain) / Loss	(43,615)	(1,31,784)
Net Cost	(69,406)	(61,060)

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

Amount in ₹

YEAR ENDED

31ST MARCH, 2020	31ST MARCH, 2019
2006-08 (Modified Ultimate)	2006-08 (Modified Ultimate)
7.88%	7.88%
7.00%	7.00%
3.00%	3.00%

Actuarial assumptions

Mortality Table

Indian Assured Lives Mortality

Discount rate (per annum)

Rate of escalation in salary (per annum)

Withdrawal Rates

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.

23.2 Managerial Remuneration :

Remuneration to Managing Director

Contribution to Provident Fund

Directors Sitting Fees

Sub-total

Total

31ST MARCH, 2020	31ST MARCH, 2019
5,36,664	3,60,000
21,600	14,112
5,58,264	3,74,112
1,37,500	1,25,000
6,95,764	4,99,112

“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 2019-20 is sought for in this general meeting as per provisions of Section 197(10) of Companies Act, 2013, as amended.”

24 OTHER EXPENSES

OPERATING EXPENSES:

Power and Fuel

Rent

Licences, Rates and Taxes

Repairs to Plant and Machinery

Repairs to Others

Restaurant Operating Expenses

Replacements of Crockery, Cutlery, Linen, etc.

Coolie, Cartage and Freight

Water Charges

Sub-total

GENERAL EXPENSES:

Advertisement, Publicity and Sales Promotion

Management / License Fees and Royalty

Sub-total

ADMINISTRATIVE AND OTHER EXPENSES:

Communication Expenses

Printing and Stationery

Legal and Professional charges

Travelling and Conveyance

Insurance

Provision for Doubtful Debtors

Bad Debts

Preliminary Expenses Written Off

Auditors' Remuneration

Sales Tax/Vat / LBT etc. including assessment dues

Amortisation of Share Issue Expenses

Professional Tax (Company)

Loss on Sale of Investments

Miscellaneous Expenses

Diminishing In Value of Investment

Sub-total

Total

31ST MARCH, 2020	31ST MARCH, 2019
4,07,629	2,73,600
20,36,167	17,10,000
10,749	1,25,784
26,200	1,950
10,12,561	7,80,507
5,09,580	4,28,177
46,754	55,216
10,55,992	9,39,284
51,05,633	43,14,518
14,47,373	9,92,541
41,96,394	40,45,150
56,43,767	50,37,691
5,49,899	6,33,066
2,82,832	2,97,842
18,62,488	24,24,050
13,53,536	9,83,223
61,009	1,40,777
-	1,84,371
4,95,093	-
61,695	-
1,10,000	1,10,000
-	31,886
9,47,200	9,45,000
1,997	1,997
-	2,19,851
5,23,132	9,35,640
1,32,525	-
63,81,406	69,07,703
1,71,30,806	1,62,59,911

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

		Amount in ₹	
		YEAR ENDED	
		31ST MARCH, 2020	31ST MARCH, 2019
24.1 Auditors' Remuneration :			
- As Audit Fees		1,10,000	1,10,000
	Total	1,10,000	1,10,000
25 FINANCE COST			
Interest Expense		6,60,447	7,19,129
	Total	6,60,447	7,19,129

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

Particulars	31ST MARCH, 2020	31ST MARCH, 2019
Profit/ (Loss) after Tax as per accounts	16,26,147	19,27,395
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	0.38	0.45

27 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

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 31st March, 2020 :

Nature of Transactions	Amount in ₹	
	Associate Companies	Key Managerial Personnel and Relatives
1. Purchase of Goods and Services	5,11,076	18,45,919
2. Purchase of "VIDLI" Trade Mark rights	(2,22,475)	(17,98,572)
3. Sale of Goods and Services	Nil (Nil)	Nil (1)
4. Interest Received	57,16,251 (64,93,601)	Nil (Nil)
	31,32,655 (31,06,500)	Nil (Nil)

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

Nature of Transactions	Amount in ₹	
	Associate Companies	Key Managerial Personnel and Relatives
5. Loans Repayment	Nil (Nil)	Nil (Nil)
6. Remuneration to Key Managerial Personnel	Nil (Nil)	6,03,000 (3,60,000)
7. Amount paid during the year	2,26,238 (2,40,272)	31,79,592 (22,67,236)
8. Balance Outstanding at the year end		
i) Amount Payable	3,24,957 (Nil)	1,17,679 (5,09,683)
ii) Accounts Recoverable	43,40,618 (71,60,308)	Nil (Nil)
iii) Loans Given	2,80,65,000 (3,10,65,000)	Nil (Nil)
iv) Security Deposits Given	15,00,000 (Nil)	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, 2020	31ST MARCH, 2019
Conwy Hospitality Private Limited		
Sale of Goods and Services	4,56,312	13,52,845
Amount Recoverable at the Year End	-	2,85,736
Purchase of Goods and Services	2,34,246	-
Amount Paid During the Year	2,26,238	-
Amount Payable at the Year End	25,981	-
Interest Earned on Security Deposit	1,10,795	-
Amount recoverable at the Year End	99,715	-
Security Deposit Given	15,00,000	-
Security Deposit Given balance at the Year End	15,00,000	-
Vitizen Hotels Limited		
Sale of Goods and Services	48,20,168	28,54,771
Amount Recoverable at the Year End	20,71,344	6,66,926
Kamat Holiday Resorts (Silvassa) Limited		
Purchase of Goods and Services	2,76,830	2,22,475
Sale of Vehicle	-	9,15,000
Amount received during the Year	9,15,000	-
Interest Received	30,21,860	31,06,500
Amount Recoverable at the Year End	20,22,462	57,81,989
Loan Given Balance at the Year End	2,80,65,000	3,10,65,000
Amount paid during the year	-	2,40,272
Amount Payable at the Year End	2,98,976	-
Spice Tree Hospitality LLP		
Sale of Goods and Services	4,39,771	7,49,440
Amount Recoverable at the Year End	1,47,091	4,25,657
Highlife Phuket Company Limited		
Sale of Goods and Services	-	6,11,545

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2020

	Amount in ₹	
	YEAR ENDED	
	31ST MARCH, 2020	31ST MARCH, 2019
(g) Statement of Material Transactions: (Contd.)		
Dr. Vithal V. Kamat		
Purchase of Goods and Services	18,45,919	17,98,572
Amount paid during the period	25,96,842	19,07,236
Amount Payable at the Year End	67,429	4,81,567
Mrs. Vidhi V. Kamat		
Remuneration to Key Managerial Personnel	6,03,000	3,60,000
Amount paid during the period	5,82,750	3,60,000
Amount Payable at the Year End	50,250	28,116
Mr. Vikram V. Kamat		
Purchase of "VIDLI" Trade Mark rights	Nil	Nil

28. 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).

29. 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, 2020	31ST MARCH, 2019
Payable within one year	5,04,000	10,33,200
Payable later than one year but not later than five year	Nil	5,04,000
Payable after five years	Nil	Nil

30 Income Tax:

Provision for tax for the year has been made at ₹ 3,99,000/- (Previous year ₹ 8,74,000/-) 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 ₹ 2,60,000/- (Previous Year Nil/-) for the year ended 31st March 2020.

31 Additional Information:

Particulars	31ST MARCH, 2020	31ST MARCH, 2019
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:	Nil	Nil
d) Dividend of non-resident shareholders:	Nil	Nil

32 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

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

Nanette D'sa Ralph
DIN :05261531

Chairperson and Independent Director

Vidhi V. Kamat
DIN: 07038524
Managing Director

Ravindra Shinde
Chief Financial Officer

Sneha Lohogaonkar
Company Secretary
Membership Number:A49891

Mumbai :25th June, 2020

Board of Directors



Vidhi Kamat
Managing Director



Nanette Dsa
Chairperson & Director



Arun Jain
Director



Kurian Chandy
Director

Other Key Members



Vikram Kamat
Chief Mentor



Ravindra Shinde
Chief Financial Officer



Sneha Lohogaonkar
Company Secretary



Outdoor seating at Kamats



Vidli Restaurants Limited is a chain of restaurants serving hygienic standardize food items in a quick serve format at various outlets on national highways, state highways and cities.



*Cover Images:
New standard architectural design
at Kamats, Pargaon, Pune - Bangalore Highway*

Corporate Office

D-09, Eastern Business District, LBS Road, Bhandup West,
Mumbai 400078