

VIDLI RESTAURANTS LIMITED

Reg. Office: D - 09, Eastern Business District, LBS Road, Bhandup (West), Mumbai - 400 078

T: +91 74000 58768 W: www.kamatsindia.com E: cs@kamatsindia.com

CIN No.: L55101MH2007PLC173446

Date: 26th August, 2022

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

Scrip Code: 539659
Scrip ID: VIDLI

Dear Sir/Madam,

Sub: Outcome of 15th Annual General Meeting and submission of voting results pursuant to Regulation 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Scrutinizer's Report.

This is to inform that the 15th Annual General Meeting ('AGM') of the Company was held today i.e 26th August, 2022 through Video Conferencing/ Other Audio Visual Means and the business mentioned in the Notice dated 30th May, 2022 were transacted. In this regard, please find enclosed the following-

1. Outcome of 15th AGM and voting results as required under Regulation 30, Part-A of Schedule -III and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Annexure-I).
2. Report of Scrutinizer dated 26th August, 2022, pursuant to Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 as amended (Annexure – II).

Kindly take the same in your records.

Thanking You
For Vidli Restaurants Limited,


Vidhi V Kamat
Managing Director
DIN No: 07038524
Encl: a/a



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ANNEXURE - I

Outcome of the 15th Annual General Meeting

The 15th Annual General Meeting (AGM) of the Members of the Company was held on Friday, 26th August, 2022 at 11.00 a.m. through Video Conferencing/ Other Audio Visual Means in compliance with provisions of General Circular Nos. 14/2020, 17/2020, 20/2020 and 2/2022 dated 08.04.2020, 13.04.2020, 05.05.2020 and 05.05.2022 respectively of Ministry of Corporate Affairs (MCA Circulars) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022 issued by the Securities and Exchange Board of India (SEBI Circular) and in compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Ms. Nanette Dsa, Chairperson of the Company, chaired the meeting. The requisite quorum being present through Video Conferencing/ Other Audio Visual Means, the Chairperson called the meeting to order.

All Directors were present for the meeting via Video Conferencing/ Other Audio Visual Means. The Chief Mentor, Company Secretary, Chief Financial Officer, representatives of Statutory Auditors and Secretarial Auditors and Scrutinizer of the Company were also present during the meeting. General instructions to the members regarding participation and e-voting during the AGM was provided. It was informed to the members that the documents which are required to be kept open were available for inspection by the members.

As per MCA Circulars, SEBI Circular and in compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided facility of remote e-voting and e-voting at AGM to its members for voting on the businesses transacted at the 15th AGM.

The Managing Director briefed on the Company's operational and financial performance and steps taken to boost the operations. There were neither speaker members nor any questions registered or raised by shareholders.

Members who had not cast their votes through remote e-voting platform were provided with an opportunity to cast their votes, electronically during the AGM.

The Chairperson, thereafter, thanked all the members for their participation at the AGM. The e-voting was allowed till 11:27 a.m.

The items of business as per the Notice convening the 15th AGM of the Company dated 30th May, 2022 were transacted and passed unanimously at the AGM.



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VOTING RESULTS OF THE 15TH AGM PURSUANT TO REGULATION 44 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

| | |
|---|--|
| Date of the AGM: | 26 th August, 2022 |
| Total number of shareholders on record date (19 th August, 2022): | 280 |
| No. of Shareholders present in the meeting either in person or through proxy: | No arrangement for physical meeting or appointment of proxy was made as the 15 th AGM was held through Video Conferencing/ Other Audio Visual Means |
| Promoters and Promoter Group: | |
| Public: | |
| No. of Shareholders attended the meeting through Video Conferencing: | 8 (Eight) |
| Promoters and Promoter Group: | 3 (Three) |
| Public: | 5 (Five) |



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CIN No.: L55101MH2007PLC173446

Agenda- wise disclosure

Item No. 1:

ADOPTION OF:

a. the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2022, together with the Report of the Board of Directors and the Statutory Auditors thereon; and

b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022, together with the Report of the Statutory Auditors thereon:

| | |
|---|---------------------|
| Resolution required: (Ordinary/ Special) | Ordinary Resolution |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No |

| Category | Mode of Voting | No. of shares held | No. of votes cast | % of Votes cast on outstanding shares | No. of Votes – in favour | No. of Votes – in against | % of Votes in favour on votes cast | % of Votes against on votes cast |
|-----------------------------|----------------|--------------------|-------------------|---------------------------------------|--------------------------|---------------------------|------------------------------------|----------------------------------|
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 7283000 | 7283000 | 100 | 7283000 | 0 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 7283000 | 100 | 7283000 | 0 | 100 | 0 |
| Public-Institutions | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | |
| | Total | | 0 | 0 | 0 | 0 | 0 | |
| Public-Non Institutions | E-Voting | 3542000 | 631500 | 17.83 | 631500 | 0 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | |
| | Total | | 631500 | 17.83 | 631500 | 0 | 100 | 0 |
| Total | | 10825000 | 7914500 | 73.11 | 7914500 | 0 | 100 | 0 |



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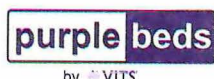
CIN No.: L55101MH2007PLC173446

Item No. 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:

| | |
|---|---------------------|
| Resolution required: (Ordinary/ Special) | Ordinary Resolution |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No |

| Category | Mode of Voting | No. of shares held | No. of votes cast | % of Votes cast on outstanding shares | No. of Votes – in favour | No. of Votes – in against | % of Votes in favour on votes cast | % of Votes against on votes cast |
|-----------------------------|----------------|--------------------|-------------------|---------------------------------------|--------------------------|---------------------------|------------------------------------|----------------------------------|
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 7283000 | 7283000 | 100 | 7283000 | 0 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 7283000 | 100 | 7283000 | 0 | 100 | 0 |
| Public-Institutions | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public-Non Institutions | E-Voting | 3542000 | 631500 | 17.83 | 631500 | 0 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 631500 | 17.83 | 631500 | 0 | 100 | 0 |
| Total | | 10825000 | 7914500 | 73.11 | 7914500 | 0 | 100 | 0 |



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Item No. 3:

APPROVAL OF THE MEMBERS FOR APPOINTMENT OF M/S. CHATURVEDI SOHAN & CO., (FIRM REGISTRATION NUMBER: 118424W) AS THE STATUTORY AUDITORS OF THE COMPANY:

| | |
|---|---------------------|
| Resolution required: (Ordinary/ Special) | Ordinary Resolution |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No |

| Category | Mode of Voting | No. of shares held | No. of votes cast | % of Votes cast on outstanding shares | No. of Votes – in favour | No. of Votes – in against | % of Votes in favour on votes cast | % of Votes against on votes cast |
|-----------------------------|----------------|--------------------|-------------------|---------------------------------------|--------------------------|---------------------------|------------------------------------|----------------------------------|
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 7283000 | 7283000 | 100 | 7283000 | 0 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 7283000 | 100 | 7283000 | 0 | 100 | 0 |
| Public-Institutions | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public-Non Institutions | E-Voting | 3542000 | 574000 | 16.21 | 574000 | 0 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 574000 | 16.21 | 574000 | 0 | 100 | 0 |
| Total | | 10825000 | 7857000 | 72.58 | 7857000 | 0 | 100 | 0 |



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CIN No.: L55101MH2007PLC173446

Item No. 4:

REVISION IN REMUNERATION TO DR. VIDHI V. KAMAT:

| | |
|---|--------------------|
| Resolution required: (Ordinary/ Special) | Special Resolution |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No |

| Category | Mode of Voting | No. of shares held | No. of votes cast | % of Votes cast on outstanding shares | No. of Votes – in favour | No. of Votes – in against | % of Votes in favour on votes cast | % of Votes against on votes cast |
|-----------------------------|----------------|--------------------|-------------------|---------------------------------------|--------------------------|---------------------------|------------------------------------|----------------------------------|
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 7283000 | 7283000 | 100 | 7283000 | 0 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 7283000 | 100 | 7283000 | 0 | 100 | 0 |
| Public-Institutions | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public-Non Institutions | E-Voting | 3542000 | 626500 | 17.69 | 626500 | 0 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 626500 | 17.69 | 626500 | 0 | 100 | 0 |
| Total | | 10825000 | 7909500 | 73.07 | 7909500 | 0 | 100 | 0 |

The Board of Directors had appointed M/s. Pooja Sawarkar & Associates as the Scrutinizer to supervise the remote e-voting and e-voting at AGM. Based on the scrutinizer's combined report dated 26th August,2022 on remote e-voting and e-voting at AGM of the Company, all the resolutions as set out in the notice of 15th AGM are declared as passed unanimously.

This is for your information and records.

Thanking You
For Vidli Restaurants Limited,

Vidhi V Kamat
Managing Director
DIN No: 07038524





ANNEXURE-II

Report of Scrutinizer

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

To,
The Chairperson
Vidli Restaurants Limited

15th Annual General Meeting of the Equity Shareholders of Vidli Restaurants Limited held on Friday, the 26th day of August, 2022 at 11.00 a.m. through Video Conferencing / Other Audio Visual Means.

Sub: **Combined Report of Scrutinizer in respect of votes casted by remote e-voting and e-voting at the Annual General Meeting on the resolutions proposed in the Notice of 15th Annual General Meeting of the Equity Shareholders of Vidli Restaurants Limited.**

Dear Sir,

I, Pooja Sawarkar, proprietor of M/s. Pooja Sawarkar & Associates, Company Secretaries in Practice (Membership no. FCS 10262, COP no. 15085) appointed as Scrutinizer by Vidli Restaurants Limited (the Company) as per the Board resolution dated 30th May, 2022 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the purpose of remote e-voting as well as the e-voting at 15th Annual General Meeting (AGM) on the below mentioned resolutions at the 15th AGM of the Equity Shareholders of the Company held on Friday, the 26th day of August, 2022 at 11.00 a.m. through Video Conferencing/ Other Audio Visual Means, submit my report as under:

- 1) The Company had appointed National Securities Depository Limited (NSDL) for the purpose of providing the facility of remote e-voting and e-voting at the AGM to the Members of the Company.
- 2) NSDL had set up an electronic voting facility on their website. Viz. www.evoting.nsdl.com. The Company had uploaded all the items of business to be transacted at the 15th AGM on the website of NSDL and also on its own website i.e. www.kamatsindia.com
- 3) The notice clearly indicated the process and manner of voting by electronic means including step wise procedure for voting in a secure manner.



- 4) The cut-off date for the purposes of identifying the Members who will be entitled to vote on the resolutions was Friday, 19th August, 2022.
- 5) The remote e-voting period commenced on Tuesday, 23rd August, 2022 at 9.00 a.m. and ended on Thursday, 25th August, 2022 at 5.00 p.m. and was disabled thereafter.
- 6) During the 15th AGM of the Company, the facility of e-voting to cast the vote was provided to those Members who had not already cast their vote by remote e-voting.
- 7) After the closure of e-voting at the AGM, the report on e-voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked. The statements for said e-voting were downloaded from e-voting website of NSDL and thereafter counted.
- 8) I have scrutinized and reviewed the remote e-voting prior to the AGM and during the AGM and votes cast therein, based on the data downloaded from the NSDL e-voting system.
- 9) I did not find any votes invalid.
- 10) The Management of the Company is responsible to ensure compliance with the requirement of the applicable act and rules relating to remote e-voting prior and during the AGM on the resolutions contained in the notice of the AGM. My responsibility as a scrutinizer is restricted to make Scrutinizer's Report of the votes cast in favour or against the resolutions in a fair and transparent manner.
- 11) The consolidated results of remote e-voting and the e-voting at the AGM are as under:



Item No. 1:

ORDINARY RESOLUTION

ADOPTION OF:

- a. **the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2022, together with the Report of the Board of Directors and the Statutory Auditors thereon; and**
- b. **the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022, together with the Report of the Statutory Auditors thereon:**

(i) Voted in favour of the resolution:

| Type of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|-------------------------|------------------------------|---------------------------------------|
| Remote E-voting | 9 | 75,13,000 | 94.93 |
| E-Voting at AGM | 2 | 4,01,500 | 5.07 |
| Total | 11 | 79,14,500 | 100.00 |

(ii) Voted against the resolution:

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

| | |
|---|------------------|
| Total number of Valid votes casted under remote evoting and evoting at AGM | 79,14,500 |
|---|------------------|

(iii) Invalid votes :

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

Item No. 2:

ORDINARY RESOLUTION

TO APPOINT A DIRECTOR IN PLACE OF MR. KURIAN CHANDY (DIN: 00855226), WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT:

(i) Voted in favour of the resolution:

| Type of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|-------------------------|------------------------------|---------------------------------------|
| Remote E-voting | 9 | 75,13,000 | 94.93 |
| E-Voting at AGM | 2 | 4,01,500 | 5.07 |
| Total | 11 | 79,14,500 | 100.00 |

(ii) Voted against the resolution:

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

| | |
|---|------------------|
| Total number of Valid votes casted under remote evoting and evoting at AGM | 79,14,500 |
|---|------------------|

(iii) Invalid votes :

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

Item No. 3:

ORDINARY RESOLUTION

APPROVAL OF THE MEMBERS FOR APPOINTMENT OF M/S. CHATURVEDI SOHAN & CO., (FIRM REGISTRATION NUMBER: 118424W) AS THE STATUTORY AUDITORS OF THE COMPANY:

(i) Voted in favour of the resolution:

| Type of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|-------------------------|------------------------------|---------------------------------------|
| Remote E-voting | 8 | 74,55,500 | 94.89 |
| E-Voting at AGM | 2 | 4,01,500 | 5.11 |
| Total | 10 | 78,57,000 | 100.00 |

(ii) Voted against the resolution:

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

| | |
|---|------------------|
| Total number of Valid votes casted under remote evoting and evoting at AGM | 78,57,000 |
|---|------------------|

(iii) Invalid votes :

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

Item No. 4:

SPECIAL RESOLUTION

TO CONSIDER REVISION IN REMUNERATION TO DR. VIDHI V. KAMAT FROM THE FINANCIAL YEAR 2022-23:

(i) Voted in favour of the resolution:

| Type of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|-------------------------|------------------------------|---------------------------------------|
| Remote E-voting | 8 | 75,08,000 | 94.92 |
| E-Voting at AGM | 2 | 4,01,500 | 5.08 |
| Total | 10 | 79,09,500 | 100.00 |

(ii) Voted against the resolution:

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

| | |
|---|------------------|
| Total number of Valid votes casted under remote evoting and evoting at AGM | 79,09,500 |
|---|------------------|

(iii) Invalid votes :

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



All the resolutions as set out in the notice of the 15th AGM of the Company are passed unanimously.

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

Thanking you.

Yours faithfully,
For Pooja Sawarkar & Associates
Company Secretaries

Pooja Sawarkar
Proprietor
Membership No: FCS 10262
COP: 15085; PR no. 1343/2021

UDIN: F010262D000854633

Place: Mumbai

Date: 26th August, 2022