

VIDLI RESTAURANTS LIMITED

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

Date: 12th July, 2019

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

Scrip Code: 539659
Scrip ID: VIDLI

Dear Sir/Madam,

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

This is to inform that the Company has completed the dispatch of the Annual Report for the financial year 2018-19 along with the notice of the 12th Annual General Meeting of the Company scheduled to be held on Friday, 9th August, 2019 at 11.00 a.m. at T-24 Hotel, Church Road, Near Airport Road Marol Station, Vijay Nagar Colony, Andheri East, Mumbai – 400059, attendance slip and proxy form to the members on 11th July, 2019 through courier and to such members of the Company whose email addresses are registered with the Company/ depository participants on 11th July, 2019 through email.

A copy of the said Annual report is enclosed herewith.

Kindly take the same in your records.

Thanking You
For Vidli Restaurants Limited



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

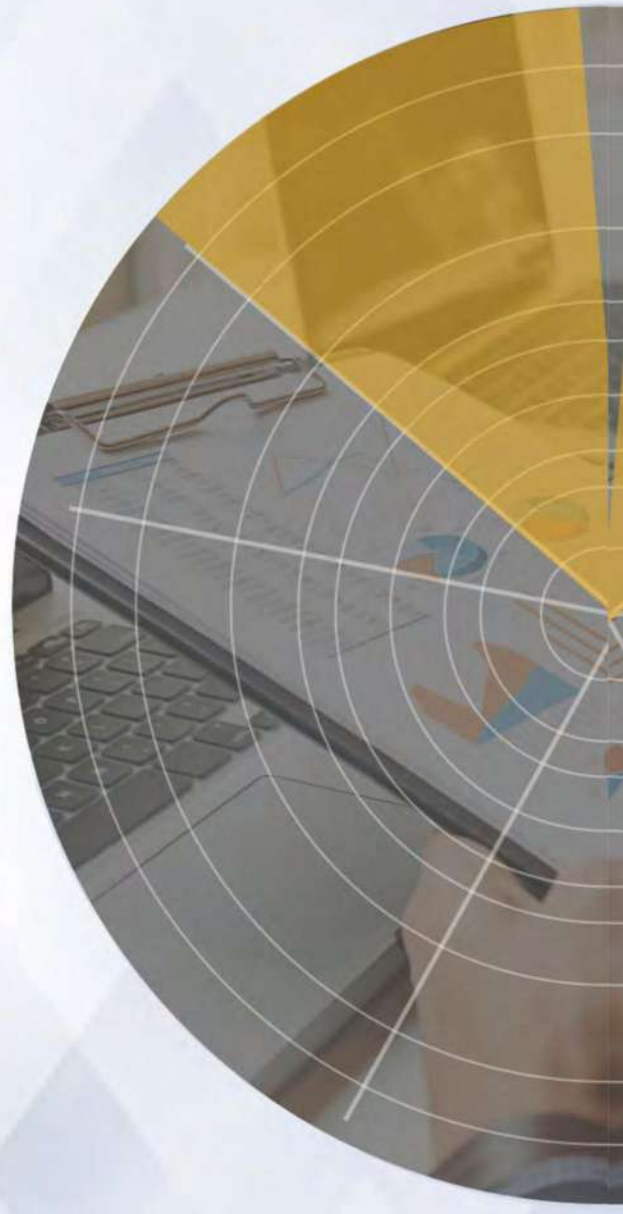


VIDLI RESTAURANTS LIMITED



12TH ANNUAL REPORT 2018 - 19

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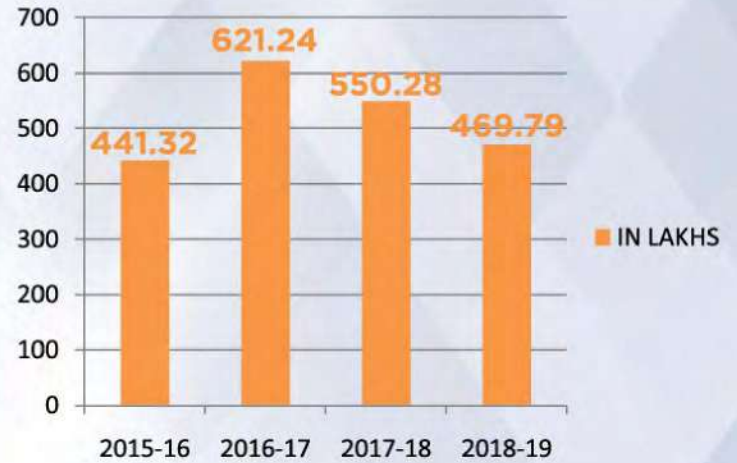
19



No. of Outlets



Turnover (Rs. In Lakhs)



EBIDTA (Rs. In Lakhs)



Profit After Tax (Rs. In Lakhs)



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Board of Directors

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

Company Secretary and Compliance Officer

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

Chief Financial Officer

Mr. Ravindra Shinde

Statutory Auditors

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

Internal Auditors

M/s J B Kadge & Co, Chartered Accountant

Bankers

HDFC Bank
 YES Bank
 Kotak Mahindra Bank Limited
 IDBI Bank

Registered Office

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

Registrars and Share Transfer Agents

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

NOTICE

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

ORDINARY BUSINESS:

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

SPECIAL BUSINESS:

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

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

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

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

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

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

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

Place: Mumbai

Date: 18th May, 2019

Registered Office:

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

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

NOTES:

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

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

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

Details on Step 1 are mentioned below:

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

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

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

4. Your User ID details are given below:

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

5. Your password details are given below:

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

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

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

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

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

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

Details on Step 2 are mentioned below:

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to cs@kamatsindia.com with a copy marked to evoting@nsdl.co.in
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- V) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
- VI) The remote e-voting period commences on Tuesday, 6th August, 2019 (9:00 AM) and closes on Thursday, 8th August, 2019 (5:00 PM). At the end of the remote e-voting period, the portal where votes are cast shall forthwith be blocked.
- VII) The Cut of date: 2nd August, 2019.

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

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

- VIII) M/s. Pooja Sawarkar & Associates, Practicing Company Secretary, Mumbai, the scrutinizer will unblock the votes in presence of at least two witnesses not in the employment of the Company and make a scrutinizer's report of the votes cast in favor or against, if any and submit the same to Mr. Ramnath Pradeep, Chairman of the Company on or before 12th August, 2019.
- IX) The results along with the scrutinizer's report shall be placed on the website of the Company immediately after the same is declared.
- X) Subject to receipt of sufficient votes, the resolution shall be deemed to be passed on the date of 12th Annual General Meeting.
- XI) Remote e-voting facility shall not be available beyond 8th August, 2019 (5:00 PM).
- XII) Company shall provide voting facility at the meeting by way of Polling Paper.
- The members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
- The members who have already exercised their vote by way of remote e-voting shall be entitled to participate in the meeting but shall not be allowed to vote.
- XIII) Names of the members appearing in the Register of Members as on 2nd August 2019 shall only be entitled to vote.
- XIV) Members are requested to address the grievance connected with facility for voting by electronic means to the Compliance officer of the Company. Email ID: cs@kamatsindia.com ; Tel No: 022 - 4970 8389.

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

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

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

Place: Mumbai

Date: 18th May, 2019

Registered Office:

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

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

ANNEXURE I TO THE NOTICE

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

Item No. 3:

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

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

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

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

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

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

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

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

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

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

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

Item No. 4:

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

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

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

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

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

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

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

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

ANNEXURE II TO THE NOTICE

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

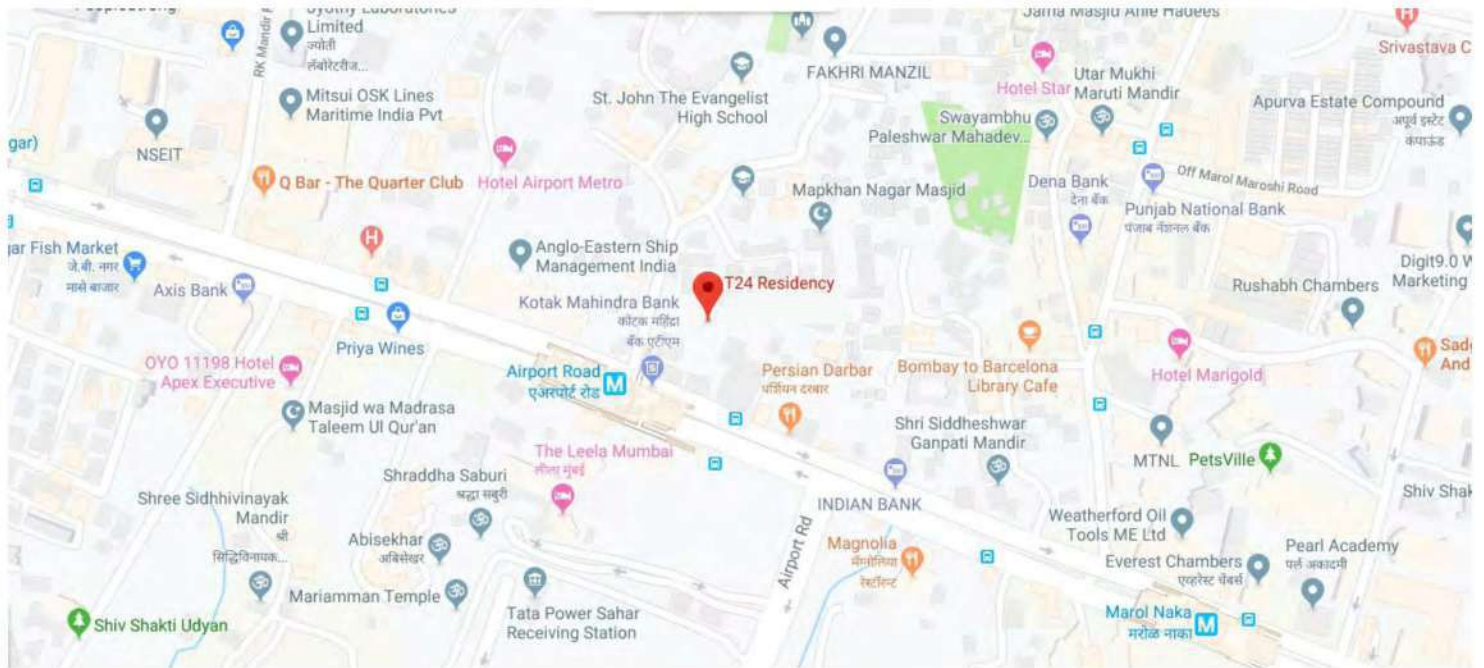
| | |
|---|--|
| Name | Ms. Vidhi V. Kamat |
| Age | 34 years |
| Qualifications | Science graduate (BSc) with specialization in Hotel Management |
| Experience | Ms. Vidhi Kamat is a Science graduate (BSc) with specialization in Hotel Management from the Institute of Hotel Management, Catering Technology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

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

ANNEXURE III TO THE NOTICE

ROUTE MAP AND PROMINENT LANDMARK OF THE VENUE OF THE ANNUAL GENERAL MEETING

ROUTE MAP:



LANDMARK : Near Airport Road Metro Station

BOARD'S REPORT

To,
The Members,
Vidli Restaurants Limited

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

FINANCIAL SUMMARY

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

(Amount in ₹)

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

STATE OF THE COMPANY'S AFFAIRS

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

The Company's business is that of Hospitality.

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

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

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

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

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

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

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

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

RISK MANAGEMENT AND INTERNAL CONTROL

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

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

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

DIVIDEND

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

DEPOSITS

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

SUBSIDIARIES/ JOINT VENTURES/ ASSOCIATE COMPANIES

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

DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

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

COMPOSITION OF THE BOARD AND STATUTORY COMMITTEES FORMED THEREOF

Board of Directors:

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

Audit Committee:

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

Nomination and Remuneration Committee:

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

Stake Holders Relationship Committee:

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

NUMBER OF MEETINGS OF THE BOARD

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

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

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

DECLARATION BY INDEPENDENT DIRECTORS

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

EVALUATION

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

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

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

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

NOMINATION AND REMUNERATION POLICY

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

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

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

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

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

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

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

VIGIL MECHANISM

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

The details of Vigil Mechanism are displayed on the website of the Company www.kamatsindia.com

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

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

(A) Loans provided: (Amount in ₹)

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

(B) Guarantees:

No Guarantees were given during the year under review.

(C) Investments made:

(Amount in ₹)

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

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

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

PARTICULARS OF EMPLOYEES

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

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

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

DIRECTORS' RESPONSIBILITY STATEMENT

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

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

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

A) Conservation of Energy

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

B) Technology Absorption

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

C) Foreign Exchange Earning and Outgo

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

DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT

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

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

EXTRACT OF THE ANNUAL RETURN

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

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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

STATUTORY AUDITOR

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

The first proviso to Section 139(1) of the Companies Act, 2013 wherein the company was required to place the matter relating to ratification of appointment of Statutory Auditors, done under Section 139(1) of the Companies Act, 2013, by members at every annual general meeting is omitted w.e.f 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 conducting of Cost Audit are not applicable to the Company.

SECRETARIAL AUDITOR

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

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

CORPORATE GOVERNANCE

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

CORPORATE SOCIAL RESPONSIBILITY

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

EMPLOYEE RELATIONS

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

ACKNOWLEDGEMENTS

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

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

Place: Mumbai
Date: 18th May, 2019

Ramnath Pradeep
Chairman and Independent Director
DIN: 02608230

Vidhi V. Kamat
Managing Director
DIN: 07038524

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

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

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

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

On behalf of the Board of Directors
Vidli Restaurants Limited

Ramnath Pradeep
Chairman and Independent Director
DIN: 02608230

Vidhi V. Kamat
Managing Director
DIN: 07038524

Place: Mumbai
Date: 18th May, 2019

ANNEXURE 'B' TO THE BOARD'S REPORT**DISCLOSURES REGARDING REMUNERATION REQUIRED UNDER SECTION 197(12)
OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES
(APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

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

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

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

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

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

ANNEXURE 'C' TO THE BOARD'S REPORT

Form No. MGT-9

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

I. REGISTRATION AND OTHER DETAILS

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

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

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

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

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
i). Category-wise Share Holding

| Category of Shareholders | No. of Shares held at the beginning of the year | | | | No. of Shares held at the end of the year | | | | % Change during the year |
|---|---|----------|------------------|-------------------|---|----------|------------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoters | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| a) Individual/ HUF | 5,42,000 | - | 5,42,000 | 12.52 | 5,42,000 | - | 5,42,000 | 12.52 | 0 |
| b) Central Govt | - | - | - | - | - | - | - | - | - |
| c) State Govt(s) | - | - | - | - | - | - | - | - | - |
| d) Bodies Corp. | 19,70,000 | - | 19,70,000 | 45.49 | 19,70,000 | - | 19,70,000 | 45.49 | 0 |
| e) Banks / FI | - | - | - | - | - | - | - | - | - |
| f) Any other | - | - | - | - | - | - | - | - | - |
| Sub-total (A)(1):- | 25,12,000 | - | 25,12,000 | 58.01 | 25,12,000 | - | 25,12,000 | 58.01 | 0 |
| (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 | 25,12,000 | - | 25,12,000 | 58.01 | 0 |
| 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 | 1,24,000 | 0 | 1,24,000 | 2.86 | 84,000 | - | 84,000 | 1.94 | (0.92) |
| ii) Overseas | - | - | - | - | - | - | - | - | - |
| b) Individuals | | | | | | | | | |
| i) Individual shareholders holding nominal share capital upto Rs. 1 lakh | 2,93,000 | 4,000 | 2,97,000 | 6.86 | 3,58,000 | 4,000 | 3,62,000 | 8.36 | 1.50 |
| ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | 13,59,000 | - | 13,59,000 | 31.39 | 13,11,000 | - | 13,11,000 | 30.28 | (1.11) |
| c) Others (specify) | | | | | | | | | |
| Clearing Members | 27,000 | - | 27,000 | 0.62 | 53,000 | - | 53,000 | 1.22 | 0.60 |
| Non Resident Indians (NRI) | 11,000 | - | 11,000 | 0.25 | 8,000 | - | 8,000 | 0.18 | (0.07) |
| Sub-total (B)(2):- | | | | | | | | | |
| Total Public Shareholding (B)=(B)(1)+(B)(2) | 18,14,000 | 4,000 | 18,18,000 | 41.99 | 18,14,000 | 4,000 | 18,18,000 | 41.99 | - |
| C. Shares held by Custodian for GDRs & ADRs | - | - | - | - | - | - | - | - | - |
| Grand Total (A+B+C) | 43,26,000 | 4,000 | 43,30,000 | 100.00 | 43,26,000 | 4,000 | 43,30,000 | 100.00 | - |

ii) Shareholding of Promoter-

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

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

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

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

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

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

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

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

v) Shareholding of Directors and Key Managerial Personnel:

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

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

V) INDEBTEDNESS
Indebtedness of the Company including interest outstanding/accrued but not due for payment

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

VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Amount in ₹

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

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

B. Remuneration to the other Directors:

Amount in ₹

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

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

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

*Resigned from the post of Company Secretary and Compliance officer of the Company w.e.f. 15th September, 2018.

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

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

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

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

Opportunities and Threats, Risks and concerns

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

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

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

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

Segment-wise or product-wise performance

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

Internal control systems and their adequacy

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

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

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

Discussion on financial performance with respect to operational performance

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

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

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

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

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

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

F - Favorable

A - Adverse

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

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

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

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

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019

**[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]**

To,
The Members,
Vidli Restaurants Limited
Office No. 501, 5th Floor, Jai Antariksh,
Makwana Road, Marol,
Andheri (East), Mumbai - 400059.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and 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, 2019 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, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under as amended from time to time;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under 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, 2018;
 - (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**
- (vi) Laws applicable specifically to the Company as per its business activity:
 - 1) The Food Safety and Standards Act, 2006 and Rules made there under;
 - 2) The Environment (Protection) Act, 1986;
 - 3) The Bombay Shops & Establishments Act, 1948 and the Maharashtra Shop and Establishment Act, 1948;
 - 4) The Mumbai Municipal Corporation Act, 1888;
 - 5) Maharashtra Fire Prevention and Life Safety Measures Act, 2006;
 - 6) Standard of Weights and Measures Act 1976;
 - 7) The Minimum Wages Act, 1948;
 - 8) The Child Labour (Prohibition and Regulation) Act, 1986;
 - 9) The Trade Marks Act, 1999 and the Rules made there under;
 - 10) Copy Right Acts, 1957;
 - 11) Bombay Electricity Duty Act, 1958;
 - 12) The Employees Provident Fund & Miscellaneous Provisions Act, 1952;
 - 13) Payment of Gratuity Act, 1972;
 - 14) The Payment of Bonus Act, 1965;
 - 15) The Central Sales Tax Act, 1956 & other applicable state Sales Tax Acts;
 - 16) The State Goods and Service Tax, 2017 and the amendments made there under, if any
 - 17) The Professional Tax Act, 1975;
 - 18) The Income Tax Act, 1961;
 - 19) The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013.

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. There were no changes in the composition of the Board of Directors during the period under review.

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.

For M/s. Pooja Sawarkar & Associates
Company Secretary

Pooja Sawarkar
Proprietor

Membership No: ACS 25741
COP: 15085

Place: Mumbai

Date: 18th May, 2019

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

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 efficiency or effectiveness with which the management has conducted the affairs of the Company.

For M/s. Pooja Sawarkar & Associates
Company Secretary

Pooja Sawarkar
Proprietor

Membership No: ACS 25741
COP: 15085

Place: Mumbai

Date: 18th May, 2019

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF VIDLI RESTAURANTS LIMITED

Report on the Financial Statements:

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

Management's Responsibility for the Standalone Financial Statements:

The Company's 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 financial position, financial performance 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, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

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 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, 2018, and its profit and its Cash Flow for the year ended on that date.

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. 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 Balance Sheet, the Statement of Profit and Loss and the Cash Flow dealt with by this Report are in agreement with the books of account.

- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the Internal Financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in “**Annexure B**”.
- g) 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.

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

Place: Mumbai
Date: 18th May, 2019

Madhusudan Saraf
Partner
Membership No. 41747

“ANNEXURE A” TO THE INDEPENDENT AUDITORS’ REPORT

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended March 31, 2019:

- (i) In respect of the Company's fixed assets
- The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets installed at its various units.
 - 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.
 - According to the information and explanations given by the management, the title deeds of immoveable properties included in fixed assets, are held in the name of the Company.
- (ii) In respect of its Inventories
- As explained to us, physical verification of inventories has been conducted by the management at reasonable intervals.
 - 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.
 - On the basis of our examination of the Inventory records of the company, we are of the opinion that the company is maintaining proper records of its inventories. Discrepancies, which were noticed on physical verification of inventory as compared to book records, were not material and have been properly dealt with in the books of accounts.
- (iii) In respect of the loans, secured or unsecured granted to companies, firms, Limited Liability Partnership or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013. The company has granted an unsecured loan of ₹3,10,65,000/- (maximum balance ₹3,10,65,000/-) to one of the companies in which director is interested viz, Kamat Holiday Resorts (Silvassa) Limited.
- 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.
 - 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.
 - 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, value added tax, cess and any other statutory dues with the appropriate authorities.
- (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, 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 money by way of Initial Public offer or further 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 has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- (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: 18th May, 2019

**“ANNEXURE B” TO THE INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE
STANDALONE FINANCIAL STATEMENTS OF VIDLI RESTAURANTS LIMITED****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

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

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting 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. 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.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting 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, 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 over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 judgment, including the assessment of the risks of material misstatement of the 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 Over Financial Reporting

A company's internal financial control over financial reporting 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 over financial reporting 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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 Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion and on the basis of the internal audit report given by the internal auditors, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting 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.

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

**Place: Mumbai
Date: 18th May, 2019**

**Madhusudan Saraf
Partner
Membership No. 41747**

BALANCE SHEET AS AT 31ST MARCH, 2019

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

As per our report of even date

For P.D. Saraf & Co.

Chartered Accountants

Firm's Registration Number: 109241W

Madhusudan Saraf

Partner

Membership Number: 41747

Mumbai: 18th May, 2019

For and on behalf of Board of Directors
Vidli Restaurants Limited

Ramnath Pradeep
DIN: 02608230

Chairman and Independent Director

Vidhi V. Kamat
DIN: 07038524

Managing Director

Ravindra Shinde
Chief Financial Officer

Sneha Lohogaonkar
Company Secretary
Membership Number: A49891

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

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

SIGNIFICANT ACCOUNTING POLICIES

2

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THE FINANCIAL STATEMENTS

1 to 33

As per our report of even date

For and on behalf of Board of Directors
Vidli Restaurants Limited

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

Ramnath Pradeep
DIN: 02608230
Chairman and Independent Director

Vidhi V. Kamat
DIN: 07038524
Managing Director

Madhusudan Saraf
Partner
Membership Number: 41747

Ravindra Shinde
Chief Financial Officer

Sneha Lohogaonkar
Company Secretary
Membership Number: A49891

Mumbai: 18th May, 2019

CASH FLOW STATEMENT

Amount in ₹

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

CASH FLOW STATEMENT (Contd.)

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

SIGNIFICANT ACCOUNTING POLICIES

2

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THE FINANCIAL STATEMENTS

1 to 33

As per our report of even date

For and on behalf of Board of Directors
Vidli Restaurants Limited

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

Madhusudan Saraf
Partner
Membership Number: 41747

Mumbai: 18th May, 2019

Ramnath Pradeep
DIN: 02608230
Chairman and Independent Director

Vidhi V. Kamat
DIN: 07038524
Managing Director

Ravindra Shinde
Chief Financial Officer

Sneha Lohogaonkar
Company Secretary
Membership Number: A49891

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

1. CORPORATE INFORMATION

Vidli Restaurants Limited ("the Company" or "VRL") (Formerly Known as Vidli Restaurants Private Limited) was incorporated in India on 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, 2019

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

4 **RESERVES AND SURPLUS:**

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

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

| | AS AT 31ST MARCH, 2019 | AS AT 31ST MARCH, 2018 |
|--------------|---------------------------|---------------------------|
| | 65,53,802 | 50,72,153 |
| | 19,27,395 | 14,81,649 |
| Total | 84,81,197 | 65,53,802 |

5 **LONG TERM BORROWINGS**

Secured Loan from ICICI Bank

| | AS AT 31ST MARCH, 2019 | AS AT 31ST MARCH, 2018 |
|--------------|---------------------------|---------------------------|
| | 66,47,564 | 78,72,959 |
| Total | 66,47,564 | 78,72,959 |

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

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

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

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

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

Amount in ₹

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

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

12. FIXED ASSETS

(Amount in ₹)

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

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

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

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

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

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

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

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

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

| | Amount in ₹ | |
|--|---------------------|---------------------|
| | YEAR ENDED | |
| | 31ST MARCH, 2019 | 31ST MARCH, 2018 |
| 24.1.1 Defined Contribution Plan: | | |
| Contribution to Defined Contribution Plan, recognised and charged off for the year are as under: | | |
| Contributions to Provident Fund | 1,62,242 | 2,44,404 |
| Contributions to Pension Scheme | 2,23,091 | 2,29,448 |

24.1.2 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, 2019 | 31ST MARCH, 2018 |
|---|---------------------|---------------------|
| Defined Benefit obligation at the beginning of the year | 2,04,313 | 1,28,381 |
| Current Service Cost | 87,836 | 1,12,901 |
| Interest Cost | 16,100 | 9,449 |
| Actuarial (Gain) / Loss | (1,34,899) | (46,418) |
| Benefit Paid | - | - |
| Defined Benefit obligation at year end | 1,73,350 | 2,04,313 |

b) Reconciliation of fair value of assets and obligations

| | | |
|--|----------|----------|
| Present value of obligation as at year end | 1,73,350 | 2,04,313 |
| Amount recognised in Balance Sheet | 1,73,350 | 2,04,313 |

c) Expenses recognised during the year

| | | |
|-------------------------|------------|----------|
| Current Service Cost | 87,836 | 1,12,901 |
| Interest Cost | 16,100 | 9,449 |
| Actuarial (Gain) / Loss | (1,34,899) | (46,418) |
| Net Cost | (30,963) | 75,932 |

24.1.3 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, 2019 | 31ST MARCH, 2018 |
|---|---------------------|---------------------|
| Defined Benefit obligation at the beginning of the year | 2,34,330 | 4,93,014 |
| Interest Cost | 18,465 | 36,286 |
| Current Service Cost | 52,259 | 84,749 |
| Benefits Paid | - | - |
| Actuarial (Gain) / Loss | (1,31,784) | (3,79,719) |
| Defined Benefit obligation at year end | 1,73,270 | 2,34,330 |

b) Reconciliation of fair value of assets and obligations

| | | |
|--|----------|----------|
| Present value of obligation as at year end | 1,73,270 | 2,34,330 |
| Amount Recognised in Balance Sheet | 1,73,270 | 2,34,330 |

c) Expenses recognised during the year

| | | |
|-------------------------|------------|------------|
| Interest Cost | 18,465 | 36,286 |
| Current Service Cost | 52,259 | 84,749 |
| Actuarial (Gain) / Loss | (1,31,784) | (3,79,719) |
| Net Cost | (61,060) | (2,58,684) |

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

Amount in ₹

YEAR ENDED

| 31ST MARCH, 2019 | 31ST MARCH, 2018 |
|-----------------------------------|-----------------------------------|
| 2006-08 (Modified Ultimate) | 2006-08 (Modified Ultimate) |
| 7.88% | 7.36% |
| 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.

24.2 Managerial Remuneration :

Remuneration to Managing Director

Contribution to Provident Fund

Directors Sitting Fees

Sub-total
Total

| 31ST MARCH, 2019 | 31ST MARCH, 2018 |
|---------------------|---------------------|
| 3,60,000 | 3,60,000 |
| 14,112 | 14,112 |
| 3,74,112 | 3,74,112 |
| 1,25,000 | 1,32,500 |
| 4,99,112 | 5,06,612 |

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

25 OTHER EXPENSES
OPERATING EXPENSES:

Power and Fuel

Rent

Licences, Rates and Taxes

Repairs to Building

Repairs to Plant and Machinery

Repairs to Others

Restaurant Operating Expenses

Replacements of Crockery, Cutlery, Linen, etc.

Coolie, Cartage and Freight

Water Charges

| 31ST MARCH, 2019 | 31ST MARCH, 2018 |
|---------------------|---------------------|
| 2,73,600 | 8,15,698 |
| 17,10,000 | 51,32,769 |
| 1,25,784 | 75,868 |
| - | 11,186 |
| 1,950 | 1,73,895 |
| 7,80,507 | 3,17,130 |
| 4,28,177 | 7,16,492 |
| 55,216 | 52,477 |
| 9,39,284 | 18,15,697 |
| - | 24,762 |

GENERAL EXPENSES:

Advertisement, Publicity and Sales Promotion

Management / License Fees and Royalty

Sub-total
Sub-total

| | |
|-----------|-----------|
| 43,14,518 | 91,36,001 |
| 9,92,541 | 10,31,864 |
| 40,45,150 | 38,92,612 |
| 50,37,691 | 49,24,476 |

ADMINISTRATIVE AND OTHER EXPENSES:

Communication Expenses

Printing and Stationery

Legal and Professional charges

Travelling and Conveyance

Insurance

Provision for Doubtful Debtors

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

Sub-total
Total

| | |
|-------------|-------------|
| 6,33,066 | 6,60,034 |
| 2,97,842 | 3,79,621 |
| 24,24,050 | 28,95,166 |
| 9,83,223 | 18,63,720 |
| 1,40,777 | 2,82,937 |
| 1,84,371 | 6,12,515 |
| 1,10,000 | 1,10,000 |
| 31,886 | 85,619 |
| 9,45,000 | 9,71,000 |
| 1,997 | 1,997 |
| 2,19,851 | - |
| 9,35,640 | 7,86,949 |
| 69,07,703 | 86,49,598 |
| 1,62,59,911 | 2,27,10,075 |

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

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

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

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

28 Related Party Disclosures :

Related Parties:

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

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

b) Key Management Personnel :

Mrs. Vidhi V. Kamat

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

Dr. Vithal V. Kamat - Relative

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

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

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

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

*Figures in bracket are in respect of previous year.

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

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

(g) Statement of Material Transactions:

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

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

| | Amount in ₹ | |
|---|---------------------|---------------------|
| | YEAR ENDED | |
| | 31ST MARCH, 2019 | 31ST MARCH, 2018 |
| (g) Statement of Material Transactions: (Contd.) | | |
| Mrs. Vidhi V. Kamat | | |
| Remuneration to Key Mangerial Perssonel | 3,60,000 | 3,60,000 |
| Amount paid during the period | 3,60,000 | 3,60,000 |
| Amount Payable at the Year End | 28,116 | 26,441 |
| Mr. Vikram V. Kamat | | |
| Purchase of "VIDLI" Trade Mark rights | Nil | 1 |

29. Segment Reporting:

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

30 Leases:

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

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

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

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

31 Income Tax:

Provision for tax for the year has been made at ₹ 8,74,000/- (Previous year ₹ 2,02,000/-) under normal provisions of Income Tax Act, 1961.

In accordance with Guidance Note issued by The Institute of Chartered Accountants of India, the Company has accounted for MAT Credit Entitlement of ₹ Nil /- (Previous Year ₹ 1,98,000/-) for the year ended 31st March, 2019.

32 Additional Information:

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

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

As per our report of even date

For P.D. Saraf & Co.

Chartered Accountants

Firm's Registration Number: 109241W

Madhusudan Saraf

Partner

Membership Number: 41747

Mumbai: 18th May, 2019

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

Ramnath Pradeep
DIN: 02608230

Chairman and Independent Director

Vidhi V. Kamat
DIN: 07038524

Managing Director

Ravindra Shinde
Chief Financial Officer

Sneha Lohogaonkar
Company Secretary
Membership Number:A49891

ATTENDANCE SLIP

VIDLI RESTAURANTS LIMITED

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

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

I, hereby record my attendance at the 12th Annual General Meeting to be held on Friday, the 9th day of August, 2019 at 11.00 a.m., at T-24 Hotel, Church Road, Near Airport Road Metro Station, Vijay Nagar Colony, Andheri East, Mumbai 400059.

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

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

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

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

SIGNATURE OF THE SHARE HOLDER OR PROXY: _____

The electronic voting particulars are set out below:

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

VIDLI RESTAURANTS LIMITED

FORM NO. MGT – 11

PROXY FORM

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

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

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

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

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 12th Annual General Meeting of the Company, to be held on Friday, the 9th day of August, 2019 at 11.00 a.m., at T-24 Hotel, Church Road, Near Airport Road Metro Station, Vijay Nagar Colony, Andheri East, Mumbai 400059 and at any adjournment thereof in respect of such resolutions as indicated below:

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

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

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

OTHER TEAM MEMBERS



ABHISHEK TULASKAR



ARVIND PRABHU



ABHIJIT KADAM



BHAKTI PANGE



MANOJ MAURYA



MOHD. AQUIB SHEIKH



NISHIKANT BAMUGADE



PRATIK MORE



RAJU BAWANE



ROHAN GHADGE



KISHOR TALEKAR



SATISH KADAM



SUBHENDU TALELE



UMESH SAWANT



VIRAJ GURAV



YOGESH GOTHAD

BOARD OF DIRECTORS



MR. RAMNATH PRADEEP
CHAIRMAN & DIRECTOR



MRS. VIDHI V. KAMAT
MANAGING DIRECTOR



MR. KURIAN CHANDY
DIRECTOR



MR. ARUN JAIN
DIRECTOR

OTHER KEY MEMBERS



MR. VIKRAM V. KAMAT
CHIEF MENTOR



MS. SNEHA LOHOGAONKAR
COMPANY SECRETARY



MR. RAVINDRA SHINDE
CHIEF FINANCIAL OFFICER

KAMATS - SURAT



VITHAL KAMATS - PARGAON KHANDALA

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

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