

VIDLI RESTAURANTS LIMITED

Date: 28th August, 2018

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

Scrip Code: 539659
Scrip ID: VIDLI

Dear Sir/ Madam,

Sub: Submission of Minutes of 11th Annual General Meeting.

Please find enclosed herewith minutes of the 11th Annual General Meeting of the Company held on Friday, 10th August, 2018 at T -24 Hotel, Church Road, Near Airport Road Metro Station, Vijay Nagar Colony, Andheri (East), Mumbai - 400059 at 11.00 a.m.

Kindly take the same on your record.

Thanking You,

Yours Faithfully,

For Vidli Restaurants Limited

Vibha D. Mehta.

Vibha Mehta
Company Secretary
Membership No.: 40143



Encl: a/a



VIDLI RESTAURANTS LIMITED

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

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CIN No. : I 55101MH2007PL C173446

HELD AT _____ ON _____ TIME _____

VIDLI RESTURANTS LIMITED

MINUTES OF THE 11TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON FRIDAY, 10TH AUGUST, 2018 AT T-24 HOTEL, CHURCH ROAD, NEAR AIRPORT ROAD METRO STATION, VIJAY NAGAR COLONY, ANDHERI (EAST), MUMBAI – 400059 WHICH COMMENCED AT 11.00 A.M.

DIRECTORS PRESENT:

Mr. Ramnath Pradeep	- Independent Director, Chairman of the Company and Chairman of Audit Committee
Ms. Vidhi V. Kamat	- Managing Director and as a member of the Company
Mr. Arun Jain	- Independent Director and Chairman of Nomination and Remuneration Committee
Mr. Kurian Chandy	- Non Executive Non Independent Director and as a member of the Company

ALSO PRESENT:

Mr. Vikram Kamat	- Chief Mentor
Mr. Ravindra Shinde	- Chief Financial Officer
Ms. Vibha Mehta	- Company Secretary
Mr. Priyank Jain	- Representing M/s. P. D. Saraf & Co., Chartered Accountant- Statutory Auditors
Ms. Pooja Sawarkar	- Representing M/s. Pooja Sawarkar & Associates Practicing Company Secretary - Secretarial Auditor and Scrutinizer

MEMBERS PRESENT:

In aggregate 14 members (including two member director mentioned above and 2 representatives pursuant to Section 113 of the Companies Act, 2013 from bodies corporate holding 19,70,000 shares) were present in person as per the Attendance Register.

No proxy was received by the Company.

CHAIRMAN:

Mr. Ramnath Pradeep, Chairman of the Company took the chair.

The Chairman extended warm welcome to all the members present at the 11th Annual General Meeting. The Chairman introduced the directors present on the dais. The Chairman also introduced the representative of the Statutory Auditors and Mr. Vikram V. Kamat as the Chief Mentor of the Company.

The Chairman announced that the following documents were kept open for inspection by the members and the same were kept open throughout the meeting:

- Notice convening 11th Annual General Meeting;
- Board's Report along with all its annexures, Auditor's Report and Audited Financial Statements for the year ended 31st March, 2018;
- Register of Proxy;
- Register of Directors, Key Managerial Personnel and their shareholding and
- Register of Contracts and Arrangements in which Directors are interested.



HELD AT _____ ON _____ TIME _____

QUORUM:

After ascertaining that the requisite quorum for the meeting was present, the Chairman called the meeting to order. The quorum was present throughout the meeting.

NOTICE:

With the permission of the members present, the notice convening the meeting and Auditor's Report was taken as read.

The Chairman in his speech to the members, briefed about the

Cyclic performance of the Indian Food and Beverage industry and its impact on the performance of the Company for this financial year. The Chairman appraised the members about the business model of the Company and about the new concepts, innovations and introduction of catchy food products. The meeting was briefed about the operational and financial performance of the Company.

The Chairman informed that in order to conserve the resources of the Company the Board of Directors of the Company has decided not to recommend dividend for the Financial Year 2017-18.

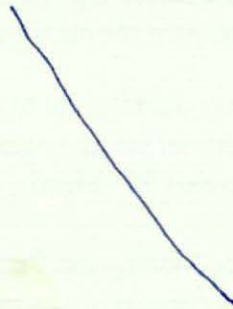
After conclusion of Chairman's speech, queries, if any, from the members, on the Company's Annual Accounts, its performance and on the proposed resolutions were invited.

The Chairman replied to the queries raised by the members present at the 11th Annual General Meeting to their satisfaction.

After resolving the query, the Chairman briefed the members about the voting on the proposed resolutions. He stated that, pursuant to Section 108 of the Companies Act, 2013, rules made there under and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, the Company had provided the facility of casting votes on resolutions proposed to be passed at the 11th Annual General Meeting through remote e-voting. The e-voting commenced from 9.00 a.m. on Tuesday 7th August, 2018 and ended at 5.00 p.m. on Thursday 9th August, 2018. The votes casted through e-voting were blocked after the conclusion of e-voting period.

M/s. Pooja Sawarkar & Associates was appointed as the scrutinizer to conduct and scrutinize the process of remote e-vote and poll at the 11th AGM in fair and transparent manner.

Thereafter, the Chairman stated that the resolutions mentioned in the notice dated 12th May, 2018 for convening 11th Annual General Meeting be put to vote by poll and the members who have not casted their vote through remote e-voting were requested to cast their votes on proposed resolutions by poll. The following resolutions were moved and were put to vote through poll:


CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

Ordinary Business:**1. Adoption of Audited Financial Statement for the year ended 31st March, 2018 along with Report of Board and Auditors thereon:**

Proposed by: Mr. Aslam Syed
Seconded by: Mr. Mahesh Kandoi

as an Ordinary Resolution:

“**RESOLVED THAT** the Audited Financial Statement of the Company as on 31st March, 2018 along with the reports of the Board and the Auditors thereon be and are hereby approved and adopted.”

2. Re-appointment of Mr. Kurian Chandy, who retires by rotation:

Proposed by: Ms. Asha Gurav
Seconded by: Mr. Moazzam Mirza

as an Ordinary Resolution:

“**RESOLVED THAT** Mr. Kurian Chandy (DIN: 00855226) who retires by rotation from the office of Director of the Company and being eligible, offers himself for re-appointment, be and is hereby re-appointed as the Non-Executive Non-Independent Director of the Company.”

3. Ratification of appointment of M/s. P. D. Saraf & Co., Chartered Accountants, as Statutory Auditors:

Proposed by: Mr. Ketan Gohil
Seconded by: Mr. Amit Mehta

as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Ordinary Resolution passed by the members at the 9th Annual General Meeting of the Company held on 25th June, 2016, the appointment of M/s. P. D. Saraf & Co., Chartered Accountants, Mumbai (Firm Registration No. 109241W), as Statutory Auditors of the Company to hold the office till the conclusion of the 14th Annual General Meeting to be held in the year 2021 be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix their remuneration in consultation with the Auditors.”

Special Business:**4. Approval of the Related Party Transactions entered into by the Company under Section 188 of the Companies Act, 2013:**

Proposed by: Mr. Chandrakant Shetty
Seconded by: Mr. Mahesh Kandoi

as an Ordinary Resolution:


CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), the Companies (Meetings of Board and its Powers) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and any other applicable rules, regulations, laws, circulars, notifications and also pursuant to the approval of the Audit Committee and the Board of Directors of the Company vide resolutions passed at their respective meetings, the consent of the members of the Company be and is hereby accorded to the Related Party Transactions entered into by the Company as set out in the statement annexed to this notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps perform or execute or do such acts, deeds, matters and things including delegation of authority under this resolution to any Director or Officer as it may deem necessary or expedient for the purpose of giving effects to this Resolution."

Thereafter, the process of putting poll paper in ballot box was conducted.

The Chairman announced that the combined report of votes by remote e-voting and voting by poll will be declared within 48 hours and will be displayed on the website of the Company and will be intimated to the BSE Limited.

The Chairman thanked all the members for attending the meeting.

The meeting was thereafter concluded at 1:00 p.m. with a vote of thanks to the Chair proposed by Ms. Asha Gurav.

Place: Mumbai
Date: 28th August, 2018


Chairman

Date of entry in Minutes Book: 28th August, 2018
Authorized by: Ms. Vibha Mehta

HELD AT _____ ON _____ TIME _____

Annexure I

RESULTS OF REMOTE E-VOTING AND POLL CONDUCTED AT 11TH ANNUAL GENERAL MEETING

As per Section 108 of the Companies Act, 2013, Rules made there under and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, the Company had provided the facility of casting votes on resolutions proposed to be passed through remote e-voting and poll papers at the 11th Annual General Meeting (AGM). The e-voting commenced from 9.00 a.m. on Tuesday 7th August, 2018 and ended at 5.00 p.m. on Thursday 9th August, 2018.

The Board had appointed M/s. Pooja Sawarkar & Associates as the scrutinizer to conduct and scrutinize the process of remote e-voting and poll at the 11th AGM in fair and transparent manner. The scrutinizer carried out the scrutiny of votes casted by remote e-voting and voting by poll conducted at the 11th AGM of the Company and submitted the report thereon on 12th August, 2018.

According to the scrutinizer's report, all the resolutions contained in the notice of the 11th AGM are passed unanimously.

The detailed result of the resolutions put to vote through remote e-voting and Poll at the 11th Annual General Meeting are as follows:

1. Adoption of Audited Financial Statement for the year ended 31st March, 2018 along with Report of Board and Auditors thereon – Ordinary Resolution:

(i) Voted in favour of the resolution:			
Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	4	2588000	85.84
Voting by Poll at AGM	10	427000	14.16
Total	14	3015000	100.00
(ii) Voted against the resolution:			
Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	0
Voting by Poll at AGM	0	0	0
Total	0	0	0
Total number of Valid votes casted under remote e-voting and by poll			3015000
(iii) Invalid votes :			
Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them	
Remote E-voting	0	0	
Voting by Poll at AGM	0	0	
Total	0	0	


HELD AT _____ ON _____ TIME _____

2. Re-appointment of Mr. Kurian Chandy, who retires by rotation - Ordinary Resolution

(i) Voted in favour of the resolution:			
Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	4	2588000	85.84
Voting by Poll at AGM	10	427000	14.16
Total	14	3015000	100.00
(ii) Voted against the resolution:			
Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	0
Voting by Poll at AGM	0	0	0
Total	0	0	0
Total number of Valid votes casted under remote evoting and by poll			3015000
(iii) Invalid votes :			
Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them	
Remote E-voting	0	0	
Voting by Poll at AGM	0	0	
Total	0	0	

3. Ratification of appointment of M/s. P. D. Saraf & Co., Chartered Accountants, Mumbai as statutory auditors - Ordinary Resolution:

(i) Voted in favour of the resolution:			
Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	4	2588000	85.84
Voting by Poll at AGM	10	427000	14.16
Total	14	3015000	100.00
(ii) Voted against the resolution:			
Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	0
Voting by Poll at AGM	0	0	0
Total	0	0	0



 CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

Total number of Valid votes casted under remote evoting and by poll		3015000
(iii) Invalid votes :		
Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
Voting by Poll at AGM	0	0
Total	0	0

4. Approval to the Related Party Transactions entered into by the Company under Section 188 of the Companies Act, 2013:

(i) Voted in favour of the resolution:			
Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	1	76000	20.11
Voting by Poll at AGM	9	302000	79.89
Total	10	378000	100.00

(ii) Voted against the resolution:			
Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	0
Voting by Poll at AGM	0	0	0
Total	0	0	0

Total number of Valid votes casted under remote evoting and by poll		378000
(iii) Invalid votes :		
Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	3	2512000
Voting by Poll at AGM	1	125000
Total	4	2637000

Place: Mumbai
Date: 28th August, 2018


Chairman