

VIDLI RESTAURANTS LIMITED

Date: 13th 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 voting results pursuant to Regulation 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

This is to inform that the 11th Annual General Meeting ('AGM') of the Company was held on 10th August, 2018 and the business mentioned in the Notice dated 12th May, 2018 was transacted. Further to our letter dated 11th August, 2018, please find enclosed the following-

1. Voting results as required under Regulation 30, Part-A of Schedule-III and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Annexure - I).
2. Report of Scrutinizer dated 12th August, 2018, pursuant to Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 and as amended by the Companies (Management and Administration) Amendment Rules, 2015 (Annexure - II).

The Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e- voting to enable the shareholders of the Company to cast their votes electronically. The website of NSDL was not functioning since 9th August, 2018 due to technical issues at NSDL's end. Hence, the scrutinizer appointed by the Company for scrutinizing the remote e-voting process including voting through poll at the 11th AGM was unable to access the results of e-voting from the NSDL website www.evoting.nsdl.com. Please note that this submission was possible only after receipt of the scrutinizers report.

Kindly take the same in your records.

Thanking You
For Vidli Restaurants Limited

Vibha D. Mehta.

Vibha D. Mehta
Company Secretary
Membership No.: A40143
Encl: a/a



VIDLI RESTAURANTS LIMITED

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CIN No.: L55101MH2007PLC173446

VIDLI RESTAURANTS LIMITED

ANNEXURE – I

Voting results of the 11th Annual General Meeting

Date of the AGM:	10th August, 2018
Total number of shareholders on record date (3rd August, 2018):	149
No. of shareholders present in the meeting either in person or through proxy:	14
Promoters and Promoter Group:	3
Public:	11
No. of Shareholders attended the meeting through Video Conferencing:	NIL
Promoters and Promoter Group:	NIL
Public:	NIL

The following items of business, as per the notice of AGM dated 12th May, 2018, were transacted at the meeting:

Agenda- wise disclosure

Item No. 1:

ADOPTION OF AUDITED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018 ALONG WITH REPORT OF BOARD AND AUDITORS THEREON:

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

Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of Valid Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2512000	2512000	100.00	2512000	0	100	0
	Poll		0	0.00	0	0	0	0
	Total		2512000	100.00	2512000	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	1818000	76000	4.18	76000	0	100	0
	Poll		427000	23.49	427000	0	0	0
	Total		503000	27.67	503000	0	100	0
Total		4330000	3015000	69.63	3015000	0	100	0



VIDLI RESTAURANTS LIMITED

Item No. 2:

RE-APPOINTMENT OF MR. KURIAN PALLATHUSERIL CHANDY, WHO RETIRES BY ROTATION:

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

Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of Valid Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2512000	2512000	100.00	2512000	0	100	0
	Poll		0	0.00	0	0	0	0
	Total		2512000	100.00	2512000	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	1818000	76000	4.18	76000	0	100	0
	Poll		427000	23.49	427000	0	0	0
	Total		503000	27.67	503000	0	100	0
Total		4330000	3015000	69.63	3015000	0	100	0



VIDLI RESTAURANTS LIMITED

Item No. 3:

RATIFICATION OF APPOINTMENT OF M/S. P. D. SARAF & CO., CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS:

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

Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of Valid Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2512000	2512000	100.00	2512000	0	100	0
	Poll		0	0.00	0	0	0	0
	Total		2512000	100.00	2512000	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	1818000	76000	4.18	76000	0	100	0
	Poll		427000	23.49	427000	0	0	0
	Total		503000	27.67	503000	0	100	0
Total		4330000	3015000	69.63	3015000	0	100	0



VIDLI RESTAURANTS LIMITED

Item No. 4:

TO APPROVE THE RELATED PARTY TRANSACTIONS ENTERED INTO BY THE COMPANY:

Resolution required: (Ordinary/ Special)	Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes

Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of Valid Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – in against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	$(3) = [(2)/(1)] * 100$	(4)	(5)	$(6) = [(4)/(2)] * 100$	$(7) = [(5)/(2)] * 100$
Promoter and Promoter Group	E-Voting	2512000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	1818000	76000	4.18	76000	0	100	0
	Poll		302000	16.61	302000	0	0	0
	Total		378000	20.79	378000	0	100	0
Total		4330000	378000	8.73	378000	0	100	0

For purpose of Item No. 4, 3 votes for 25,12,000 equity shares casted by e-voting and 1 vote for 1,25,000 equity shares casted by poll at the 11th AGM were considered as invalid.

The Board of Directors had appointed M/s. Pooja Sawarkar & Associates as the Scrutinizer to supervise the e-voting and ballot voting process. Based on the scrutinizer's combined report dated 12th August, 2018 on remote e-voting and voting by poll conducted at the 11th AGM of the Company, all the resolutions as set out in the notice are declared as passed unanimously.

This is for your information and records.

Thanking You
For Vidli Restaurants Limited

Vibha D. Mehta

Vibha D. Mehta
Company Secretary
Membership No.: A40143





Report of Scrutinizer

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

To,
The Chairman
Vidli Restaurants Limited

11th Annual General Meeting of the Equity Shareholders of Vidli Restaurants Limited held on Friday, the 10th day of August, 2018 at 11.00 a.m. at T-24 Hotel, Church Road, Near Airport Road Metro Station, Vijay Nagar Colony, Andheri East, Mumbai - 400059.

Sub: Combined Report of Scrutinizer in respect of votes casted by e-voting and poll on the resolutions proposed in the Notice of 11th Annual General Meeting of the Equity Shareholders of Vidli Restaurants Limited.

Dear Sir,

I, Pooja Sawarkar, proprietor of M/s. Pooja Sawarkar & Associates, Company Secretaries in Practice (Membership no. ACS 25741, COP no. 15085) appointed as Scrutinizer by Vidli Restaurants Limited (the Company) as per the Board resolution dated 12th May 2018 pursuant to Section 108 of the Companies Act, 2013 read with 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the purpose of remote e-voting as well as the voting by poll taken on the below mentioned resolutions at the 11th Annual General Meeting (AGM) of the Equity Shareholders of the Company held on Friday, the 10th day of August, 2018 at 11.00 a.m. at the T-24 Hotel, Church Road, Near Airport Road Metro Station, Vijay Nagar Colony, Andheri East, Mumbai 400059, submit my report as under:

- 1) The Company had appointed National Securities Depository Limited (NSDL) for the purpose of providing the facility of remote e-voting to the Members of the Company.
- 2) NSDL had set up an electronic voting facility on their website. Viz. www.evoting.nsdl.com. The Company had uploaded all the items of business to be transacted at the 11th AGM on the website of NSDL and also on its own website i.e. www.kamatsindia.com
- 3) The notice clearly indicated the process and manner of voting by electronic means including step wise procedure for voting in a secure manner.
- 4) The cut-off date for the purposes of identifying the Members who will be entitled to vote on the resolutions was Friday, 3rd August, 2018.
- 5) Notice of the 11th AGM along with the Annual Report and e-voting details were send by e-mail on 12th July, 2018 to the Members whose e-mail details were available with the depositories and / or the Registrar and Transfer Agents. In respect of Members for whom the e-mail details were not available, the notice of the 11th AGM along with the Annual Report and e-voting details were sent by courier on 12th July, 2018.



- 6) As prescribed in Rule 20(4)(v) of Companies (Management and Administration) Rules, 2014, as amended, the Company released an advertisement, which was published more than 21 days before the date of the 11th AGM, in English in The Free Press Journal and Marathi in Navshakti on 13th July, 2018. The notice contained the details specified in Rule 20(4)(v)(a) to (h) of Companies (Management and Administration) Rules, 2014, as amended.
- 7) The remote e-voting period commenced on Tuesday, 7th August, 2018 at 9.00 a.m. and ended on Thursday, 9th August, 2018 at 5.00 p.m.
- 8) After the end of the voting period the voting portal was blocked forthwith.
- 9) At the venue of the 11th AGM of the Company held on 10th August, 2018, the facility to vote through polling paper was provided to those Members present in the meeting but could not participate through remote e-voting. Ballot papers were distributed to all the Members present in person or by proxy to enable the Members to vote.
- 10) After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling was locked in my presence with due identification mark placed by me.
- 11) The locked ballot box was subsequently opened in my presence along with two witnesses viz. Mr. Mahesh Kandoi and Mr. Amit Mehta and the poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and authorisations/ proxies lodged with the Company.
- 12) The consolidated results of remote e-voting and the voting by poll are as under:



Item No. 1:

ORDINARY RESOLUTION

ADOPTION OF AUDITED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018 ALONG WITH REPORT OF BOARD AND AUDITORS THEREON:

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	4	2588000	85.84
Voting by Poll at AGM	10	427000	14.16
Total	14	3015000	100

(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
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(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



Item No. 2:

ORDINARY RESOLUTION

RE-APPOINTMENT OF MR. KURIAN CHANDY, WHO RETIRES BY ROTATION:

(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

(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
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(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



Item No. 3:

ORDINARY RESOLUTION

RATIFICATION OF APPOINTMENT OF M/S. P. D. SARAF & CO., CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS:

(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

(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
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(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



Item No. 4: SPECIAL BUSINESS

ORDINARY RESOLUTION

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

(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
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(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



All the resolutions as set out in the notice of the 11th AGM of the Company are passed unanimously.

A compact disc (CD) containing the list of equity shareholders who voted "For", "Against" and those whose votes were declared invalid for each resolution is enclosed.

The poll papers and all other relevant records were sealed and handed over to the Company Secretary, for safe keeping.

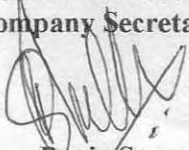
It is pertinent to mention that website of National Securities Depository Limited (NSDL), who was appointed by the Company for facilitating e-voting to enable the shareholders of the Company to cast their votes electronically, was not functioning since 9th August, 2018 due to technical issues at NSDL's end. Hence, the results of e-voting from the NSDL website www.evoting.nsdl.com were not accessible earlier than today.

Thanking you.

Yours faithfully,
For Pooja Sawarkar & Associates
Company Secretaries

Place: Mumbai
Date: 12th August, 2018




Pooja Sawarkar
Proprietor
ACS 25741
COP 15085