

POOJA SAWARKAR & ASSOCIATES**Practicing Company Secretaries**

Address: A/401, Savgan Heights, RTO Lane, Four Bungalows, Andheri West Mumbai 400053

Tel: 9820600974

Email: poojaklkr@gmail.com**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

9th Annual General Meeting of the Equity Shareholders of Vidli Restaurants Limited held on Saturday 25th June, 2016 at 11.00 a.m. at the Dragonfly Hotel New Chakala Link Road, At the Dr. Charat Singh Colony Signal, Near Solitaire Corporate Park, Chakala, Andheri (East), Mumbai – 400093.

Sub: Combined Report of Scrutinizer in respect of votes casted by e-voting and poll on the resolutions proposed in the Notice of 9th 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 (Membership no. ACS 25741, COP no. 15085) appointed as Scrutinizer by Vidli Restaurants Limited (the Company) as per the Board resolution dated 15th May 2016 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 9th Annual General Meeting of the Equity Shareholders of the Company held on Saturday 25th June, 2016 at 11.00 a.m. at the Dragonfly Hotel New Chakala Link Road, At the Dr. Charat Singh Colony Signal, Near Solitaire Corporate Park, Chakala, Andheri (East), Mumbai – 400093, 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 AGM on the website of NSDL and also on its own website i.e. www.kamatsrestaurants.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 Saturday, 18th June, 2016.
- 5) Notice of the 9th AGM alongwith the Annual Report and e-voting details were send by e-mail on 27th May, 2016 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 9th AGM alongwith the Annual Report and e-voting details were sent by courier on 27th May 2016.



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- 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 AGM, in English in The Free Press Journal and Marathi in Navshakti on 28th May 2016. 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 Wednesday, 22nd June, 2016 at 9.00 a.m. and ended on Friday, 24th June, 2016 at 5.00 p.m.
- 8) At the end of the voting period on Friday, 24th June, 2016, the voting portal was blocked forthwith. The same was unblocked on 25th June, 2016 after voting process by poll was completed in the presence of two witnesses viz. Ms. Asha Gurav and Mr. Sanjay Shetkar.
- 9) At the venue of the 9th AGM of the Company held on 25th June, 2016, 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. Ms. Asha Gurav and Mr. Sanjay Shetkar 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 poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.
- 13) The consolidated results of remote e-voting and the voting by poll are as under:



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Item No. 1:

ORDINARY RESOLUTION

ADOPTION OF STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016 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	10	2671000	96.99
Voting by Poll at AGM	5	83000	3.01
Total	15	2754000	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

(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	1	10000
Total	1	10000



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Item No. 2:

ORDINARY RESOLUTION

DECLARATION OF DIVIDEND:

(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	10	2671000	96.99
Voting by Poll at AGM	5	83000	3.01
Total	15	2754000	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

(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	1	10000
Total	1	10000



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Item No. 3:

ORDINARY RESOLUTION

RE-APPOINTMENT OF MS. VIDHI V. KAMAT, DIRECTOR, 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	10	2671000	96.99
Voting by Poll at AGM	5	83000	3.01
Total	15	2754000	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

(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	1	10000
Total	1	10000



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Item No. 4:

ORDINARY RESOLUTION

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	10	2671000	96.99
Voting by Poll at AGM	5	83000	3.01
Total	15	2754000	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

(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	1	10000
Total	1	10000



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Item No. 5:

ORDINARY RESOLUTION

APPOINTMENT OF MR. ARUN JAIN AS NON EXECUTIVE INDEPENDENT DIRECTOR:

(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	10	2671000	96.99
Voting by Poll at AGM	5	83000	3.01
Total	15	2754000	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

(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	1	10000
Total	1	10000

All the resolutions as set out in the notice of the 9th 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 as invalid for each resolution is enclosed.

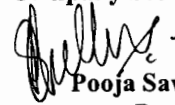
The poll papers and all other relevant records were sealed and handed over to the Company Secretary, for safe keeping.

Thanking you.

Yours faithfully,
For Pooja Sawarkar & Associates
Company Secretaries

Place: Mumbai
Date: 25th June, 2016




Pooja Sawarkar
Proprietor
ACS 25741
COP 15085