

VIDLI RESTAURANTS LIMITED

Reg Office:-D-09, Eastern Business District, LBS Road, Bhandup West, Mumbai 400078.

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

CIN: L55101MH2007PLC173446

Date: 9th February, 2024

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

Scrip Code: 539659

Scrip ID: VIDLI

Dear Sir/Madam,

Sub: Outcome of meeting of the Board of Directors and disclosures pursuant to Regulation 30 and 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is to inform that the Board of Directors at its meeting held on Friday, 9th February, 2024, have inter alia, considered and approved:

1. Unaudited Standalone and Consolidated Financial Results of the Company for the third quarter and nine months ended on 31st December, 2023.

In terms of the Regulation 33 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find attached herewith Unaudited Standalone and Consolidated Financial Results of the Company for the third quarter and nine months ended on 31st December, 2023 along with the Limited Review Report thereon.

2. To sell, transfer or otherwise dispose, in one or more tranches, entire investment i.e. 31,45,510 (84.01%) equity shares of Rs. 10/- each held by the Company in its material subsidiary viz. Vitizen Hotels Limited. Post which, Vitizen Hotels Limited will cease to be material subsidiary of the Company.
3. Alter the terms and conditions of Business Conducting Agreement dated 5th January, 2022 entered with Kamats Worldwide Food Services Private Limited, a related party.
4. Appointment of Ms. Meghna Vihang Makda as the Additional Director of the Company to hold the office of Non-Executive Independent Director for a period of five years w.e.f 9th February, 2024. A brief profile of Ms. Meghna Vihang Makda is enclosed herewith. There is no relationship between the Directors of the Company and Ms. Meghna Vihang Makda.

In connection with above, we enclose the details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023.



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The transactions / approvals mentioned in Sr. no. 2, 3, 4 above, which are subject to requisite approval by the members of the Company will be considered to be availed at an Extra-Ordinary General Meeting of the Company, the timelines and other requisite details for same ballot will be communicated separately.

The meeting of the Board of Directors commenced at 11.45 a.m. and concluded at 3.00 p.m.

Please take the same on record.

Thanking You

For Vidli Restaurants Limited

Dr. Vikram V. Kamat

Managing Director

DIN: 00556284

Encl: a/a



Partners :
 Sohan Chaturvedi FCA
 Chaturvedi V N FCA
 Noshir B Captain FCA
 Rajiv Chauhan FCA
 Neha Chauhan ACA
 Shristi Chaturvedi ACA
 Prakash Mistry FCA



Chaturvedi Sohan & Co.

Chartered Accountants

FRN - 118424W

INDEPENDENT AUDITOR'S REVIEW REPORT ON REVIEW OF STANDALONE FINANCIAL RESULTS

To
The Board Members Vidli Restaurants Ltd.

- 1) We have reviewed the accompanying statement of Unaudited Standalone Financial Results (the "Statement") of **Vidli Restaurants Ltd** ("the Company") for the quarter and nine months ended December 31st 2023. The statement is being submitted by the company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.
- 2) This statement, which is the responsibility of the Company's Management and approved by the Board of Directors of the Company. The financial statement has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 (Ind As-34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on this statement based on our review.
- 3) We conducted our review of the statement in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India (ICAI). A review of interim financial information consists of making inquiries, primarily of the Company's personnel responsible for financial and accounting matters and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under Section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
- 4) Based on our review conducted as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying statement of the company, prepared in accordance with the applicable Indian Accounting

Standards specified under section 133 of the Companies Act 2013, as amended and other recognized accounting practices and policies, has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulation, including the manner in which it is to be disclosed, or that it contains any material misstatements.

For Chaturvedi Sohan & Co.

Chartered Accountants

FRN: 118424W

VIVEKANAND
BRIJANAND
CHATURVEDI

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BRIJANAND CHATURVEDI
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Vivekanand Chaturvedi

Partner

M. No:106403

UDIN: 24106403BKBFEC7400



Place: Mumbai

Date: 09-02-2024

VIDLI RESTAURANTS LIMITED

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CIN No. L55101MH2007PLC173446

Website : www.kamatsindia.com Email ID : cs@kamatsindia.com

Statement of unaudited standalone financial results for the Quarter and Nine Months ended 31st December 2023

₹ in Lakhs

Sr. No.	Particulars	Quarter ended	Quarter ended	Quarter ended	Nine months	Nine months	Year ended
		31st Dec 2023	30th Sept 2023	31st Dec 2022	ended 31st Dec 2023	ended 31st Dec 2022	31st Mar 2023
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
1	Income						
	(a) Revenue from operations	446.03	376.23	429.35	1,290.93	1,255.73	1,718.39
	(b) Other income	11.67	9.60	19.73	30.30	51.96	39.62
	Total income	457.70	385.83	449.08	1,321.23	1,307.69	1,758.01
2	Expenses						
	(a) Cost of Material Consumed and Purchase of stock in trade	155.34	104.75	158.91	388.58	413.26	527.64
	(b) Changes in Inventories	(26.80)	(5.49)	(23.22)	(32.25)	(19.11)	(11.12)
	(c) Employee benefits expense	117.21	120.25	101.98	353.38	278.95	373.62
	(d) Finance cost	10.35	5.51	3.69	20.32	10.72	17.04
	(e) Depreciation and amortisation expenses	15.76	3.19	4.42	23.05	11.06	15.48
	(f) Other expenses						
	(i) Heat, light and power	15.72	14.80	28.21	57.05	88.86	86.81
	(ii) Others	142.14	114.40	166.68	409.05	448.17	647.82
	Total expenses	429.72	357.41	440.67	1,219.18	1,231.91	1,657.29
3	Profit before exceptional items and tax [1-2]	27.98	28.42	8.41	102.05	75.7800	100.72
4	Exceptional items	-	-	-	-	-	-
5	Profit for the period / year before tax [3-4]	27.98	28.42	8.41	102.05	75.78	100.72
6	Tax expenses						
	Current tax	8.10	7.24	(2.45)	24.98	14.39	22.56
	Deferred tax expense / (credit) for current period / year (net)	(1.10)	0.32	(0.29)	1.40	5.91	3.14
	Short / (excess) provision for current tax / deferred tax (net)	-	-	-	-	-	(0.81)
	Total tax expenses	7.00	7.56	(2.74)	26.38	20.30	24.89
7	Profit for the period / year [5-6]	20.98	20.86	11.15	75.67	55.48	75.83
8	Other comprehensive income						
	Items that will not be reclassified to profit or loss						
	(i) Remeasurement of defined benefit plans - gain/(loss)	(0.28)	1.50	-	(0.84)	-	(8.23)
	(ii) Income taxes effect on above	0.07	(0.39)	-	0.22	-	2.14
	Total other comprehensive income	(0.21)	1.11	-	(0.62)	-	(6.09)
9	Total comprehensive income for the period / year [7+8]	20.77	21.97	11.15	75.05	55.48	69.74
10	Paid-up equity share capital (Face value per share of Rs. 10/- each)	1,082.50	1,082.50	1,082.50	1,082.50	1,082.50	1,082.50
11	Reserve excluding revaluation reserves (Other Equity)						181.46
12	Earnings per share (Face value per share of Rs. 10/- each)						
	(a) Basic (Rs.)	0.19	0.19	0.10	0.70	0.51	0.73
	(b) Diluted (Rs.)	0.18	0.17	0.10	0.67	0.51	0.73

Notes:

- The above standalone financial results for the quarter and nine months period ended 31st December 2023 have been reviewed by the Audit Committee and are approved by the Board of Directors at their meeting held on 9th February 2024. The statutory auditors have carried out limited review of the standalone financial results.
- The above standalone financial results have been prepared in accordance with guidelines issued by Securities and Exchange Board of India ('SEBI') and the Indian Accounting Standards [Ind AS] prescribed under section 133 of the Companies Act 2013. Beginning from 1st April 2022 the Company has for the first time adopted Ind AS.
- There are no reportable segments under Ind AS-108 'Operating Segments' as the Group is operating only in the hospitality and allied services, therefore, disclosure of segment wise information is not applicable.
- The Board of Directors has, at its meeting held today approved disposal of its entire stake in Vitizen Hotels Limited, subsidiary, which will be subject to the approval of the members of the Company.
- The Company has increased its authorised share capital to Rs. 1,400.00 Lakhs consisting of 1,40,00,000 equity shares of Rs. 10/- each and special resolution for same was passed by the members of the Company through Postal Ballot on 13th July 2023.
- The Board of Directors of the Company, has at its meeting held on 20th July 2023 approved and allotted 24,00,000 warrants on preferential basis at an issue price of Rs. 50/- per warrant aggregating to Rs. 1,200.00 Lakhs, out of which Rs. 12.50 per warrant (being 25% of the issue price per warrant) is paid up. Further, the Allotment Committee has at its meeting held on 16th January, 2024 allotted 7,65,000 Equity Shares of face value of ₹ 10/- each fully paid up, pursuant to conversion of 7,65,000 Warrants and upon the receipt of balance 75% of the subscription money therefore. Listing approval from BSE Limited is awaited. As on date 16,35,000 warrants are pending for conversion.
- As on 31st December 2023 there was one investor complaint pending which has been resolved subsequently.
- Previous periods / year figures are regrouped and rearranged wherever necessary.

For and on behalf of the Board of Directors of
VIDLI RESTAURANTS LIMITEDDr. Vikram V. Kamat
Managing Director

DIN : 00556284

Place: Mumbai
Date: 9th February, 2024

Partners :
Sohan Chaturvedi FCA
Chaturvedi V N FCA
Noshir B Captain FCA
Rajiv Chauhan FCA
Neha Chauhan ACA
Shristi Chaturvedi ACA
Prakash Mistry FCA



Chaturvedi Sohan & Co.

Chartered Accountants

FRN - 118424W

INDEPENDENT AUDITOR'S REVIEW REPORT ON REVIEW OF CONSOLIDATED FINANCIAL RESULTS

To
The Board Members Vidli Restaurants Ltd.

- 1) We have reviewed the accompanying statement of unaudited consolidated financial results ("the Statement") of **Vidli Restaurants Ltd** ("the parent") and its subsidiary (collectively referred to as "the Group") for the quarter and nine months ended on December 31st 2023. The statement is being submitted by the company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended ("The Listing Regulation")
- 2) This statement is the responsibility of the Parent's Management and has been approved by the Parent's Board of Directors. The financial statement has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 (Ind As-34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in Compliance with Regulation 33 of the listing Regulation. Our responsibility is to express a conclusion on the statement based on our review.
- 3) We conducted our review of the statement in accordance with the Standard on Review Engagement (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India (ICAI). A review of interim financial information consists of making inquiries, primarily of Parent's personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under Section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the Listing Regulations, to the extent applicable.

- 4) The accompanying statement includes the unaudited interim financial results of subsidiary company viz., **Vitzen Hotels Limited**, whose interim financials information reflect total assets Rs 1,671.44 lacs as at December 31st, 2023 and total revenue of Rs 358.73 lacs and Rs 830.86 lacs for the quarter and Nine months ended December 31st, 2023 respectively and total comprehensive income of Rs 39.67 Lacs and Rs 86.80 lacs for quarter and nine months ended December, 31st 2023 respectively for the nine months ended December, 31st 2023 as considered in the statement, which have been reviewed by us.
- 5) Based on our review conducted and procedure performed as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying statements, prepared in accordance with the applicable Indian Accounting Standards and other recognized accounting practices and policies, has not disclosed the information required to be disclosed in terms of Listing Regulation, including the manner in which it is disclosed, or that it contains any material misstatement.

For Chaturvedi Sohan & Co.

Chartered Accountants

FRN: 118424W

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Vivekanand Chaturvedi

Partner

M. No: 106403

UDIN: 24106403BKBFED5552



Place: Mumbai

Date: 09-02-2024

VIDLI RESTAURANTS LIMITED

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CIN No. L55101MH2007PLC173446

Website : www.kamatsindia.com Email ID : cs@kamatsindia.com

Statement of unaudited consolidated financial results for the Quarter and Nine Months ended 31st December 2023

₹ in Lakhs

Sr. No.	Particulars	Quarter ended 31st Dec 2023	Quarter ended 30th Sept 2023	Quarter ended 31st Dec 2022	Nine months ended 31st December, 2023	Nine months ended 31st December, 2022	Year Ended 31st March 2023
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
1	Income						
	(a) Revenue from Operations	794.01	591.29	697.21	2,075.75	1,806.04	2,512.42
	(b) Other Income	18.34	24.73	10.01	65.47	108.99	95.14
	Total income	812.35	616.02	707.22	2,141.22	1,915.03	2,607.56
2	Expenses						
	(a) Cost of Material Consumed and Purchase of stock in trade	177.09	119.51	204.21	434.38	500.66	626.19
	(b) Changes In Inventories	(26.80)	(5.49)	(11.55)	(32.25)	(10.73)	(6.75)
	(c) Employee Benefits Expense	218.89	194.45	148.47	595.45	414.07	577.16
	(d) Finance Costs	31.72	17.01	9.14	65.09	27.46	33.89
	(e) Depreciation and Amortization Expenses	61.90	30.07	6.38	121.93	16.79	24.95
	(f) Other Expenses						
	(i) Heat, light and power	24.64	20.82	36.42	82.13	94.74	123.46
	(ii) Others	240.94	185.13	259.39	651.93	724.10	1,005.00
	Total Expenses	728.38	561.50	652.46	1,918.66	1,767.09	2,383.90
3	Profit before exceptional items and tax [1-2]	83.97	54.52	54.76	222.56	147.94	223.66
4	Exceptional Items						
5	Profit for the period/year before tax [3-4]	83.97	54.52	54.76	222.56	147.94	223.66
6	Tax Expenses						
	Current Tax	27.34	16.92	9.52	66.38	33.71	57.86
	Deferred tax expense / (credit) for current period / year (net)	(5.79)	(2.57)	(0.26)	(8.67)	5.63	2.58
	Short / (excess) provision for current tax / deferred tax (net)	-	-	-	-	-	(4.23)
7	Profit for the period/year before minority interest [5-6]	62.42	40.17	45.50	164.85	108.60	167.45
8	Less : Minority Interest	6.58	2.93	5.55	14.11	8.49	14.91
9	Profit for the period/year [7-8]	55.84	37.24	39.95	150.74	100.11	152.54
10	Other Comprehensive Income						
	Items that will not be reclassified to profit or loss						
	(i) Remeasurement of defined benefit plans - gain/(loss)	(0.70)	0.13	-	(2.09)	-	(6.06)
	(ii) Income taxes effect on above	0.17	(0.03)	-	0.54	-	1.58
	Total Other Comprehensive Income	(0.53)	0.10	-	(1.55)	-	(4.48)
11	Total comprehensive income for the period/year [9+10]	55.31	37.34	39.95	149.19	100.11	148.06
12	Paid up equity share capital (face value of equity share Rs.10/- each)	1,082.50	1,082.50	1,082.50	1,082.50	1,082.50	1,082.50
13	Reserve excluding revaluation reserves (Other Equity)						247.32
14	Earnings per share (Face value per share of Rs. 10/- each)						
	a) Basic (Rs.)						
	b) Diluted (Rs.)	0.52	0.34	0.37	1.39	0.92	1.46
		0.49	0.30	0.37	1.34	0.92	1.46

Notes:

- 1 The above consolidated financial results have been reviewed by the Audit Committee and are approved by the Board of Directors at their meeting held on 9th February 2024. The statutory auditors have carried out limited review of the consolidated financial results.
- 2 The above consolidated financial results have been prepared in accordance with guidelines issued by Securities and Exchange Board of India ('SEBI') and the Indian Accounting Standards [Ind AS] prescribed under section 133 of the Companies Act, 2013. Beginning from 1st April, 2022 the Company has for the first time adopted Ind AS.
- 3 The consolidated financial results include financial results of the subsidiary company i.e. Vitizen Hotels Limited, in which the Holding Company Vidli Restaurants Limited holds 84.01% stake. The holding company at its Board meeting held today approved disposal of its entire stake in Vitizen Hotels Limited, subsidiary, which will be subject to the approval of the members of the Company.
- 4 There are no reportable segments under Ind AS-108 'Operating Segments' as the Group is operating only in the hospitality and allied services, therefore, disclosure of segment wise information is not applicable.
- 5 The Holding Company has increased its authorised share capital to Rs. 1,400.00 Lakhs consisting of 1,40,00,000 equity shares of Rs. 10/- each and special resolution for same was passed by the members of the Holding Company through Postal Ballot on 13th July, 2023.
- 6 The Board of Directors of the Holding Company, has at its meeting held on 20th July 2023 approved and allotted 24,00,000 warrants on preferential basis at an issue price of Rs. 50/- per warrant aggregating to Rs. 1,200.00 Lakhs, out of which Rs. 12.50 per warrant (being 25% of the issue price per warrant) is paid up. Further, the Allotment Committee has at its meeting held on 16th January, 2024 allotted 7,65,000 Equity Shares of face value of ₹ 10/- each fully paid up, pursuant to conversion of 7,65,000 Warrants and upon the receipt of balance 75% of the subscription money therefore. Listing approval from BSE Limited is awaited. As on date 16,35,000 warrants are pending for conversion.
- 7 Previous periods / year figures are regrouped and rearranged wherever necessary.

**For and on behalf of the Board of Directors of
VIDLI RESTAURANTS LIMITED**

Dr. Vikram V. Kamat
Managing Director
DIN : 00556284

Place: Mumbai
Date: 9th February, 2024

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Annexure – II

(For Transaction at Sr No. 2)

1.	Amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division or undertaking or subsidiary or associate company of the listed entity during the last financial year	The total income and net worth of the Vitizen Hotels Limited was Rs. 898.15 lakhs and Rs. 467.27 lakhs being 34.44% and 35.14% of total income and net worth respectively of the Company for the year ended 31st March, 2023.
2.	Date on which the agreement for sale has been entered into	Will be entered after requisite approval from members of the Company is received.
3.	Expected date of completion of sale/disposal	Within six months of all required approvals.
4.	Consideration received from such sale/disposal	<p>The consideration is yet to be received.</p> <p>The consideration, in one or more tranches, for 100% equity shares of Vitizen Hotels Limited, is Rs. 27,96,79,780/- (Rupees Twenty Seven Crores Ninety Six Lakhs Seventy Nine Thousand and Seven Hundred and Eighty only) out of which the Company's portion for 31,45,510 equity shares (84.01%) is Rs. 23,49,69,597/- (Rupees Twenty Three Crores Forty Nine Lakhs Sixty Nine Thousand Five Hundred Ninety Seven Only)</p> <p>The consideration will be in combination of i) equity shares of Eco Hotels and Resorts Limited and ii) cash/bank for equity shares of Vitizen Hotels Limited; which is subject to requisite approvals and as per the reports by Registered Valuer / Merchant banker and applicable acts, rules and regulations.</p>
5.	Brief details of buyers and whether any of the buyers belong to the promoter/promoter group/group companies. If yes, details thereof	<p>M/s. Eco Hotels and Resorts Limited (formerly known as Sharad Fibers and Yarn Processors Limited), a public listed company.</p> <p>Buyers do not belong to the Promoter/Promoter Group.</p>
6.	Whether the transaction would fall within related party transactions? If yes, whether	No



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	the same is done at “arm’s length”	
7.	Whether the sale, lease or disposal of the undertaking is outside Scheme of Arrangement? If yes, details of the same including compliance with regulation 37A of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015	Yes, the transaction as detailed above, is outside the Scheme of Arrangement. The necessary disclosures required as per Regulation 37A of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 will be made in the Notice / Explanatory Statement of the General Meeting for obtaining approval of the shareholders by special resolution. The special resolution will be acted upon only if the votes cast by the public shareholders in favour of the resolution(s) exceed the votes cast by the public shareholders against the resolution(s).
8.	In case of a slump sale, indicative disclosures provided for amalgamation/merger, shall be disclosed by the listed entity with respect to such slump sale	N.A

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Annexure – III

(For Sr No. 4)

Brief Profile of Ms. Meghna Vihang Makda

Ms. Meghna Vihang Makda is a graduate in Commerce from Mumbai University and Chartered Accountant from the Institute of Chartered Accountant of India. She has been practicing as a chartered accountant for the past 12 years in the field of financial advisory, audit, taxation, and other statutory compliances. She also has immense experience in start-up consultancy and fund raising i.e both debt and equity for start-ups. She blends her strong business acumen with her professional expertise to develop and implement strategies for accelerated growth. Apart from her professional presence, Ms. Meghna Vihang Makda is also involved as a committee member of a renowned CA association “CVOCA” thereby serving for the social cause in the society.

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