



FOOD AND INNS LIMITED

CIN: L55200MH1967PLC013837

Registered Office: Foods and Inns Building, Sion-Trombay Road, Punjabwadi, Deonar, Mumbai – 400 088.

Corporate office: 224 Dulwich Mansion, 3rd Floor, Tardeo, Mumbai 400 007

Tel: 23533103/04/05, Email: writetous@foodsandinns.com, Website: www.foodsandinns.com

NOTICE

Notice is hereby given that the Extra-Ordinary General Meeting (“EGM”) of the Members of Foods and Inns Limited will be held on January 20, 2017, at 5.00 p.m. at Sir Vithaldas Chambers, 6th Floor, 16, Mumbai Samachar Marg, Fort, Mumbai 400 001 to transact the following business:

Special Business:

Item No – 1: Preferential issue of Equity Shares on conversion of loan into Equity Shares

To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(c), Section 42 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Companies Act**”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“**SEBI ICDR Regulations**”), relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Uniform Listing Agreements entered into by the Company with the Stock Exchange where the shares of the Company are listed and subject to the requisite approvals, permissions or consents, if any, of the Central Governments, Reserve Bank of India, Stock Exchanges, SEBI, banks, financial institutions, and any other appropriate authorities under any other applicable laws, rules and regulations in force for the time being and from time to time (“**Concerned Authorities**”) in this regard and further subject to such terms, conditions, stipulations and modifications as may be prescribed, imposed or suggested by any of the Concerned Authorities while granting such approvals, permissions or consent as may be necessary or which may be agreed to, by the Board of Directors of the Company (hereinafter referred to as “**the Board**” which expression shall include any committee constituted by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to the consent and approval of the Members of Company be and is hereby accorded to the Board to create, offer, issue and allot an aggregate of upto 40,000 equity shares, on conversion of loan into equity shares, at a price of ₹ 870/- (Rupees Eight Hundred Seventy only) per equity share with a premium of Rs. 860 (Rupees Eight Hundred Sixty only per equity share) being not less than the price determined in accordance with Chapter VII of SEBI ICDR Regulations to Raymond Simkins, non-independent director of the Company, residing at 16 Chelsea Square, London, SW36LF, UK, having PAN no.: EJSPS3796A (“**Investor**”).

“**RESOLVED FURTHER THAT** the relevant date for the purpose of determination of the issue price of equity shares, under chapter VII of SEBI ICDR Regulations be fixed as December 21, 2016 being 30 days prior to the date of the EGM.

“**RESOLVED FURTHER THAT** since the equity shares of the Company are frequently traded, the issue price shall be calculated in accordance with the provisions of chapter VII of the SEBI ICDR Regulations.”

“**RESOLVED FURTHER THAT** the equity shares to be allotted shall be in dematerialised form and the equity shares to be offered, issued and allotted through the preferential issue shall rank pari passu with the existing equity shares of the Company in all respects, including but not limited to dividend, subject to lock-in as per requirements of SEBI ICDR Regulations and shall be subject to the provisions of the Memorandum and the Articles of the Company.”

“**RESOLVED FURTHER THAT** the equity shares of Investor shall be locked-in for a period of 1(one) year from the date of trading approval, in terms of Regulation 78(2) Chapter VII of the SEBI ICDR Regulations. The entire pre-preferential shareholding of the Investor shall be under lock in from the relevant date up to a period of six months from the date of trading approval.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary,

desirable and expedient for such purpose, including without limitations, to issue and allot equity shares, issuing certificates/ clarifications, effecting any modifications or changes to the foregoing (including modifications to the terms of the issue), entering into contract, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubt that may arise in regard to the offer, issue and allotment of the equity shares and utilization of proceeds of the equity shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that the decision of the Board shall be final, binding and conclusive in all respects.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred by above resolutions to any Director(s) or to any committee of Directors or any other officer(s) of the Company or any other person as the Board may at its absolute discretion deem appropriate, to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary to give effects to the aforesaid resolution.”

Item No - 2: Preferential issue of Equity Shares

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 42 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Companies Act**”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“**SEBI ICDR Regulations**”), relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Uniform Listing Agreements entered into by the Company with the Stock Exchange where the shares of the Company are listed and subject to the requisite approvals, permissions or consents, if any, of the Central Governments, Reserve Bank of India, Stock Exchanges, SEBI, banks, financial institutions, and any other appropriate authorities under any other applicable laws, rules and regulations in force for the time being and from time to time (“**Concerned Authorities**”) in this regard and further subject to such terms, conditions, stipulations and modifications as may be prescribed, imposed or suggested by any of the Concerned Authorities while granting such approvals, permissions or consent as may be necessary or which may be agreed to, by the Board of Directors of the Company (hereinafter referred to as “**the Board**” which expression shall include any committee constituted by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to the consent and approval of the Members of Company be and is hereby accorded to the Board to create, offer, issue and allot an aggregate of 16,500 equity shares (“**Equity Shares**”), for cash, at a price of ₹ 870/- (Rupees Eight Hundred Seventy only) per equity share with a premium of ₹ 860 (Rupees Eight Hundred Sixty only per equity share) being not less than the price determined in accordance with Chapter VII of SEBI ICDR Regulations. The preferential issue of 16,500 Equity Shares shall be made to the following persons not belonging to promoter and promoter group of the Company (“**Strategic Investors**”).

The details of the Strategic Investors are as under:

Sr. No.	Name of the Strategic Investor	Address	PAN No.	No. of Equity Shares to be allotted
1.	Shrihari Sirdeshpande	42, Chitrakoot, Altamount Road, Mumbai 400026	ACYPS0106M	6,500
2.	Neelam Mirchandani	7 Harshabad Cooperative Housing Society, 16 Bapubhai Vasi Road, Near Laxmi Narayan Temple, Vile Parle (West), Mumbai - 400 056	AHQPM7195P	1,500
3.	Deepak Mohla	E-12 Saket, First Floor, New Delhi, 110017	AAAPM3147L	1,000
4.	Kartik Mohla	E-12 Saket, First Floor, New Delhi, 110017	APDPM3334F	1,000
5.	Hina Desai	B 303 Manek Smruti, Nehru Road, Vile Parle(E) Mumbai-400 057	AHJPD5422D	1,000
6.	Naishadh Desai	3, Serenity, Nariman Road, Vile Parle (E) Mumbai-400057	AAGPD9423L	1,500
7.	Salim Punjani	Bhupen Chambers, Ground Floor, Unit-1, Dalal street, Fort, Mumbai- 400001	ARLPP5666R	4,000
Total				16,500

“RESOLVED FURTHER THAT the relevant date for the purpose of determination of the issue price of equity shares, under chapter VII of SEBI ICDR Regulations be fixed as December 21, 2016 being 30 days prior to the date of the EGM.

“RESOLVED FURTHER THAT since the equity shares of the Company are frequently traded, the issue price shall be calculated in accordance with the provisions of chapter VII of the SEBI ICDR Regulations.”

“RESOLVED FURTHER THAT the equity shares to be allotted shall be in dematerialised form and the equity shares to be offered, issued and allotted through the preferential issue shall rank pari passu with the existing equity shares of the Company in all respects, including but not limited to dividend, subject to lock-in as per requirements of SEBI ICDR Regulations and shall be subject to the provisions of the Memorandum and the Articles of the Company.”

“RESOLVED FURTHER THAT the equity shares of Investors shall be locked-in for a period of 1(one) year from the date of trading approval, in terms of Regulation 78(2) Chapter VII of the SEBI ICDR Regulations. The entire pre-preferential shareholding of the Strategic Investors shall be under lock in from the relevant date up to a period of six months from the date of trading approval.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitations, to issue and allot equity shares, issuing certificates/ clarifications, effecting any modifications or changes to the foregoing (including modifications to the terms of the issue), entering into contract, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubt that may arise in regard to the offer, issue and allotment of the equity shares and utilization of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that the decision of the Board shall be final, binding and conclusive in all respects.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred by above resolutions to any Director(s) or to any committee of Directors or any other officer(s) of the Company or any other person as the Board may at its absolute discretion deem appropriate, to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary to give effects to the aforesaid resolution.”

Item No -3: Preferential issue of Warrants convertible into fully paid-up equity shares

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 62(1)(c), Section 42 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Companies Act”**) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**“SEBI ICDR Regulations”**), relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Uniform Listing Agreements entered into by the Company with the Stock exchange where the shares of the Company are listed and subject to the requisite approvals, permissions or consents, if any, of the Central Governments, Reserve Bank of India, Stock Exchanges, SEBI, banks, financial institutions, and any other appropriate authorities under any other applicable laws, rules and regulations in force for the time being and from time to time (**“Concerned Authorities”**) in this regard and further subject to such terms, conditions, stipulations and modifications as may be prescribed, imposed or suggested by any of the Concerned Authorities while granting such approvals, permissions or consent as may be necessary or which may be agreed to, by the Board of Directors of the Company (hereinafter referred to as **“the Board”** which expression shall include any committee constituted by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to the consent and approval of the Members of Company be and is hereby accorded to the Board to create, offer, issue and allot an aggregate of 36,000 fully convertible warrants (**“Warrants”**), convertible into equity shares of face value of ₹ 10/- each of the Company, at any time within 18 months from the date of allotment of the Warrants, for cash, at an exercise price of ₹ 870/- (Rupees Eight Hundred Seventy only) per Warrant (including a premium of ₹ 860/- (Rupees Eight Hundred Sixty only)) being not less than the price determined in accordance with Chapter VII of SEBI ICDR Regulations to Pallavi Dhupelia, a person belonging to promoter and

promoter group of the Company, residing at 13 Ocean View Annexe, Bhulabhai Desai Road, Mumbai 400026, having PAN no.: AADPD7609R ("**Allottee**") through preferential issue, in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations, at such time or times and on such terms and conditions and in such manner as may be decided by the Board in this regards. Each Warrant shall be convertible into 1 (one) equity share of nominal value of ₹ 10/- each.

Without prejudice to the generality of the above, the aforesaid issue of warrants shall be on the following terms:

1. An amount equivalent to 25% of the issue price of the Warrants shall be payable at the time of subscription and allotment of Warrant. The balance 75% of the issue price shall be payable by the Allottee upon exercise of the entitlement attached to warrant(s) to subscribe for Equity share(s). The amount paid against Warrants shall be adjusted/ set off against the issue price of the resultant equity shares.

2. If the entitlement against Warrants to apply for the equity shares is not exercised within eighteen months from the date of issue of Warrants, the entitlement of the Allottee to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid on such Warrant shall stand forfeited by the issue.

3. The Allottee shall also be entitled to any future issue of bonus/ rights, if any, of equity shares or warrants convertible into equity shares or such other securities by the Company, in the same proportion and manner as any other Members of the Company for the time being and the Company shall reserve proportion of such entitlement for Allottee.

"RESOLVED FURTHER THAT the relevant date for the purpose of determination of the issue price of securities, under chapter VII of the SEBI ICDR Regulations be fixed as December 21, 2016 being 30 days prior to the date of EGM.

"RESOLVED FURTHER THAT since the equity shares of the Company are frequently traded, the issue price shall be calculated in accordance with the provisions of chapter VII of SEBI ICDR Regulations."

"RESOLVED FURTHER THAT the equity shares to be allotted pursuant to conversion of Warrants shall be in dematerialised form and the equity to be issued upon exercise of option by warrants holders shall rank pari passu with the existing equity shares of the Company in all respects, including but not limited to dividend. Further, they shall be subject to the provisions of the Memorandum and the Articles of the Company.

"RESOLVED FURTHER THAT the Warrants to be issued and allotted to the Allottee shall be subject to lock-in, for a period of three (3) years from the date of trading approval granted for equity shares allotted pursuant to exercise of the option attached to the Warrants as specified in regulation 78(1) of Chapter VII of SEBI ICDR Regulations. The entire pre-issue shareholding of Allottee shall be under lock in from the relevant date up to a period of six months from the date of trading approval."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitations, to issue and allot equity shares upon exercise of the entitlement attached to Warrants, issuing certificates/ clarifications, effecting any modifications or changes to the foregoing (including modifications to the terms of the issue), entering into contract, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubt that may arise in regard to the offer, issue and allotment of the Warrants and utilization of proceeds of the Warrants, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that the decision of the Board shall be final, binding and conclusive in all respects.

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred by above resolutions to any Director(s) or to any committee of Directors or any other officer(s) of the Company or any other person as the Board may at its absolute discretion deem appropriate, to do all such acts, deeds, matters and things as also to execute such documents, writings etc as may be necessary to give effects to the aforesaid resolution."

Item No - 4: Independency of allotment of equity shares and Warrants in each of the above mentioned resolutions

To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT the securities (as per resolutions 1, 2 and 3) shall be issued and allotted within a period of fifteen (15) days from the date of passing of Special Resolution at the EGM; provided that where the allotment of any such securities is pending on account of pendency of any regulatory or other approval for such allotment, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of such approval or such other extended period as may be permitted under the applicable SEBI ICDR Regulations as amended from time to time.

Further, in case of pendency of any regulatory or other approval with respect to any of the securities (as per resolutions 1, 2 and 3), the Company shall proceed with the allotment of other securities. Hence, the allotment of all securities (as per resolutions 1, 2 and 3) are independent of each other.”

By order of the Board of Directors
For Foods and Inns Limited

Place: Mumbai
Date: December 17, 2016

Registered Office:
Foods and Inns Building,
Sion-Trombay Road,
Punjabwadi, Deonar
Mumbai – 400 088

— SD —

Bhupendra Dalal
Chairman

NOTES:

1. ~~A Member entitled to attend and vote at the Extra-Ordinary General Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a Member of the company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than fortyeight (48) hours before the commencement of the Meeting. A person can act as a proxy on behalf of not exceeding 50 Members and holding in aggregate not more than 10% of the total share capital of the Company. However, 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. A proxy form is sent herewith.~~
2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, Members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to Special Business to be transacted at the EGM is annexed hereto.
4. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company in advance, a duly certified copy of the Board resolution/ Power of Attorney authorizing their representative to attend and vote on their behalf the EGM.
5. Members, proxies and authorized representatives are requested to bring their attendance slip, duly filled in, for attending the meeting. Copies of the Attendance Slips will not be distributed at the Meeting. In case of joint holders attending the meeting, the Members whose names appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
6. Only registered Members of the Company or any proxy appointed by such registered Member, as on the cut-off date decided for the purpose, being Friday, January 13, 2017, may attend and vote at the EGM as provided under the provisions of the Companies Act.
7. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares. Members can contact the Company/ RTA for assistance in this regard.

- 8. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
- 9. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the listed companies may send the notice of EGM by electronic mode. The Company is accordingly forwarding soft copies of the notice of EGM and Attendance Slip to all those Members, who have registered their e-mail ids with their respective depository participants or with the share transfer agent of the Company. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may also note that the aforesaid documents are also available on the Company's website www.foodsandinns.com for download.
- 10. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, Members who have casted their vote electronically shall not vote by way of poll, if held at the meeting. To provide an opportunity to vote at the meeting to the shareholders, who have not exercised the remote e-voting facility, shall be provided polling papers before the commencement of the meeting. Any person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
- 11. 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/ RTA.
- 12. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Notices, Circulars, etc. from the Company electronically.
- 13. A Route map showing directions to reach the venue of the EGM is given at the end of this Notice as per the requirements of the Secretarial Standards-2 on "General Meeting".

14. Voting through electronic means -

- (i) In compliance with provisions of Section 108 of the Companies Act, 2013, and the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and Regulation 44 of SEBI Listing Regulations, 2015, the Company is pleased to provide the facility of remote e-voting to exercise votes on the items of the business given in the Notice through electronic voting system, to Members holding shares on Friday, January 13, 2017 (end of day), being the Cut- off date for the purpose of Rule 20 (4) (vii) of the Rules fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by the National Securities Depository Limited (NSDL) or to vote at the EGM. Person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- (ii) The remote e-voting period will commence at 10.00 am on Tuesday, January 17, 2017 and will end at 5.00 pm on Thursday, January 19, 2017.
- (iii) The Company has appointed Mr. J.Y. Gupte, Practising Company Secretary (ACS No 4539, CP No 3589), to act as the Scrutinizer, to scrutinize the entire remote e-voting process in a fair and transparent manner.

The Instructions for remote e-voting are as under:

(A) For members who receive notice of Extra Ordinary General Meeting through e-mail

- (a) Those members whose valid e-mail IDs are registered with the Company/ Depository Participant(s) will receive an e-mail from NSDL.
 - (i) Open e-mail and open PDF file viz; "remote e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on "Shareholder – Login"
 - (iv) Put user ID and password as initial password noted in step (i) above. Click "Login".
 - (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of "e-Voting" opens. Click on "e-Voting: Active Voting Cycles".
 - (vii) Select "EVEN" (Electronic Voting Event Number) of Foods and Inns Limited

- (viii) Now you are ready for e-Voting as "Cast Vote" page opens
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also click on "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail with a copy marked to evoting@nsdl.co.in.

(B) For members who receive the notice of Extra Ordinary General Meeting in physical form:

- a) User ID and initial password is provided as per the format given in the Attendance Slip of the EGM;
- b) Please follow all steps from Sl. No (A)(ii) to (A)(xii) above, to cast your vote.

(C) Voting facility at Extra Ordinary General Meeting

- a) In addition to the remote e voting facility or those Members, who do not wish to use the remote e-voting facility as described above, the Company shall make voting facility available at the venue of the EGM through ballot forms and members attending the meeting, who have not already cast their votes by remote e-voting, shall be able to exercise their right at the meeting.
- b) Members who have cast their votes by remote e- voting prior to the meeting may attend the meeting, but shall not be entitled to cast their vote again.

(D) General Instructions

- a) If you forget your password, you can reset your password by using 'Forget User Details/ Password' option available on [http:// www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- b) Any person, who acquired shares of the Company and become Member of the Company after dispatch of the notice and holding shares as of the cut- off date i.e. Friday, January 13, 2017 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or santosh.jaiswal@linkintime.co.in.
- c) The scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unlock the votes in the presence of at least two (2) witnesses, not in the employment of the company and make, not later than three(3) days from the conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Company, who shall countersign the same.
- d) The Scrutinizer shall submit his report to the Chairman, who shall declare the results of the voting. The results declared along with the scrutinizer's report shall be placed on the Company's website www.foodsandinns.com and on the website of NSDL and shall also be communicated to the Stock Exchange. The resolution shall be deemed to be passed at the EGM of the Company, scheduled to be held on January 20, 2017.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.

**EXPLANATORY STATEMENT
(Pursuant to section 102 of the Companies Act, 2013)**

As required by section 102 of the Companies Act, 2013 ("the Companies Act"), the following explanatory statement sets out all material facts relating to the business mentioned under items 1 to 4 of the accompanying notice.

For Item No.1, 2,3 & 4:

The Board of Directors of the Company at its meeting held on December 17, 2016 approved the proposal to create, offer, issue and allotte following:

- (i) Upto 40,000 equity shares on conversion of loan to Raymond Simkins, non-independent director of the Company, residing at 16 Chelsea Sqaure, London, SW36LF, UK, having PAN no.: EJSPS3796A ("Investor") at a price of ₹ 870/- (Rupees Eight Hundred Seventy only) per equity share (with a premium of ₹ 860 (Rupees Eight Hundred Sixty only per equity share) being not less than the price determined in accordance with Chapter VII of Securities and Exchange Board of India (Issue of Capital and Disclosure

Requirements) Regulations, 2009 ("SEBI ICDR Regulations"). Further, keeping in view the growing business requirements, and the ability to compete with the peer group in the existing and future markets, the Company needs to strengthen its financial position and net worth by augmenting medium and long term resources. The Investor had infused an interest free unsecured loan which remains outstanding as on March 31, 2016 to the extent of ₹ 3,34,10,000/- (Rupees Three Crore Thirty Four Lakh Ten Thousand only). This loan was given to the Company for immediate requirement of funds for expansion of the existing business of the Company. Currently, the Company has accordingly proposed to enhance its equity base by conversion of the above loan into equity shares of the Company.

- (ii) 16,500 equity shares to persons other than promoter and promoter group i.e. Shrihari Sirdeshpande, Neelam Mirchandani, Deepak Mohla, Kartik Mohla, Hina Desai, Naishadh Desai and Salim Punjani ("Strategic Investors") for cash, at a price of Rs. 870/- (Rupees Eight Hundred Seventy only) per equity share (with a premium of ₹ 860 (Rupees Eight Hundred Sixty only per equity share) being not less than the price determined in accordance with Chapter VII of SEBI ICDR Regulations.
- (iii) 36,000 fully convertible warrants ("Warrants"), convertible into equity shares of face value of ₹ 10/- each of the Company, at any time within 18 months from the date of allotment of the Warrants, for cash, at an exercise price of ₹ 870/- (Rupees Eight Hundred Seventy only) per Warrant (including a premium of ₹ 860/- (Rupees Eight Hundred Sixty only)) being not less than the price determined in accordance with Chapter VII of SEBI ICDR Regulations, to Pallavi Dhupelia, the person belonging to promoter and promoter group of the Company ("Allottee").

the abovementioned preferential allotment hereinafter together be referred to as "Preferential Issue".

The relevant date for the purpose of determination of the issue price of equity shares and Warrants, under chapter VII of SEBI ICDR Regulations be fixed as December 21, 2016 being 30 days prior to the date of the EGM.

The following disclosure is made in accordance with the provisions of Chapter VII of SEBI ICDR Regulations and the Companies (Share Capital and Debentures) Rules, 2014 and any amended thereto for the Preferential Issue:

1. Objects of the Preferential Issue and details of utilization of proceeds:

Enhancement of equity base by conversion of loan into fully paid-up equity shares. It is necessary to augment the capital. The strengthening of the capital base would also enhance the Company's ability to participate in the execution of future expansion of projects if any.

2. Intention of the promoters/ directors/ key managerial personnel to subscribe to the offer:

The Preferential Issue is being made, amongst others, to Pallavi Dhupelia, belong to the promoter and promoter group of the Company, Raymond Simkins, non-independent director of the Company. Both Pallavi Dhupelia and Raymond Simkins are interested in the proposal to the extent of the allotment to them. None of the other directors/ key managerial personnel of the Company would be subscribing to the Preferential Issue proposed by the Company.

3. Basis on which the price has been arrived at along with report of the registered valuer:

This is not applicable in the present case since the Company is a listed company and its shares are frequently traded on BSE Limited. However, it is agreed that the issue price shall be calculated in accordance with the provisions of chapter VII of SEBI ICDR Regulations.

4. Terms of Issue of Warrants:

The Allottee of Warrants shall be required to pay an amount equivalent to 25% of the issue price at the time of subscription and allotment of each Warrant. The balance 75% of the issue price shall be payable by the Allottee upon exercise of the entitlement attached to Warrant(s) to subscribe for equity share(s) within a period of eighteen months from the date of allotment of warrants. The initial amount of 25% paid against the Warrants shall be adjusted/ set off against the issue price of the resultant equity shares. The Allottee shall be entitled to exercise her right to subscribe for the equity shares in one or more tranches as and when she deems fit within the prescribed period of eighteen months. The Allottee shall be required to pay the balance amount of 75% of the Issue price to the extent of the number of equity shares they intend to subscribe in each such trench.

If the entitlement against the Warrants to apply for the equity shares is not exercised by the Allottee, within the specified period of eighteen months as stipulated under regulation 75 of ICDR Regulations 2009, the

entitlement of the Allottee to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid on such warrants shall stand forfeited by the Company.

Upon receipt of the requisite payment of the remaining 75% of the consideration payable in respect of the Warrants, as above, the Board (or a committee thereof) shall allot one equity share per warrant by appropriating ₹ 10/- towards equity share capital and the balance amount paid against each warrants towards the securities premium. The allotment shall only be made in the dematerialized form.

The Allottee shall also be entitled to any future issue of bonus/ rights, if any, of equity shares or warrants convertible into equity shares or such other securities by the Company, in the same proportion and manner as any other Members of the Company for the time being and the Company shall reserve proportion of such entitlement for Allottee.

The equity shares to be issued upon exercise of option by Allottee shall rank pari passu with the existing equity shares of the Company in respect including but not limited to dividend, subject to lock-in as per requirements of SEBI ICDR Regulations and shall be subject to the provisions of the Memorandum and the Articles of the Company.

5. Lock in period:

The equity shares of Investor and the Strategic Investors, not belonging to promoter and promoter group shall be locked-in for a period of 1(one) year and the Warrants allotted to the Allottee, belonging to promoter and promoter group shall be locked-in for a period of 3 (three) years from the date of trading approval by the Stock Exchange in terms of Regulation 78 of Chapter VII of the SEBI ICDR Regulations. The entire pre-preferential allotment shareholding of the Investor, Strategic Investors and the Allottee if any, shall be under lock in from the relevant date up to a period of six months from the date of trading approval.

6. The class or classes of persons to whom the allotment is proposed to be made:

The details of Investor and Strategic Investors are given as under:

Sr. No.	Name of Investor and Strategic Investors	Address	PAN No.	Maximum no. of Equity Shares to be allotted
1	Raymond Simkins	16 Chelsea Sqaure, London, SW36LF, UK	EJSPS3796A	40,000
2	Shrihari Sirdeshpande	42, Chitrakoot, Altamount Road, Mumbai 400026	ACYPS0106M	6,500
3	Neelam Mirchandani	7 Harshabad Cooperative Housing Society, 16 Bapubhai Vasi Road, Near Laxmi Narayan Temple, Vile Parle (West), Mumbai - 400 056	AHQPM7195P	1,500
4	Deepak Mohla	E-12 Saket, First Floor, New Delhi, 110017	AAAPM3147L	1,000
5	Kartik Mohla	E-12 Saket, First Floor, New Delhi, 110017	APDPM3334F	1,000
6	Hina Desai	B 303 Manek Smruti, Nehru Road, Vile Parle(E) Mumbai-400 057	AHJPD5422D	1,000
7	Naishadh Desai	3, Serenity, Nariman Road, Vile Parle (E) Mumbai-400057	AAGPD9423L	1,500
8	Salim Punjani	Bhupen Chambers, Ground Floor, Unit-1, Dalal street, Fort, Mumbai-400001	ARLPP5666R	4,000
Total				56,500

The details of Allottee are given as under:

Sr. No.	Name of Allottee	Address	PAN No.	No. of Warrants to be allotted
1.	Pallavi Dhupelia	13 Ocean View Annexe, Bhulabhai Desai Road, Mumbai 400026	AADPD7609R	36,000
Total				36,000

7. Pre and Post Preferential Issue shareholding pattern:-

Sr. No.	Category	Pre Issue (as on December 9, 2016)		Post Issue of Equity Shares		Post conversion of Warrants (assuming full conversion)	
		No. of Shares Held	% of Share Holding	No. of Shares Held	% of Share Holding	No. of Shares Held	% of Share Holding
A	Promoters Holding:						
1	Indian :						
i	Individual	5,33,608	34.40	5,33,608	33.19	5,69,608	34.66
ii	Bodies Corporate	1,46,285	9.43	1,46,285	9.10	1,46,285	8.90
2	Foreign Promoters	-	-	-	-	-	-
	Sub Total (A)	6,79,893	43.83	6,79,893	42.29	7,15,893	43.56
B	Non – Promoters' Holding :						
1	Institutional Investors	17,150	1.11	17,150	1.07	17,150	1.04
2	Non-Institution						
i	Individual	5,35,476	34.52	5,51,976	34.34	5,51,976	33.58
ii	Trusts	1,100	0.07	1,100	0.07	1,100	0.07
iii	Foreign National	1,75,820	11.34	2,15,820	13.43	2,15,820	13.13
iv	HUF	16,818	1.08	16,818	1.05	16,818	1.02
v	Non Residents	5,393	0.35	5,393	0.34	5,393	0.33
vi	Other Directors	350	0.02	350	0.02	350	0.02
vii	Clearing Members	1,908	0.12	1,908	0.12	1,908	0.12
viii	Bodies Corporate	1,17,132	7.55	1,17,132	7.29	1,17,132	7.13
	Sub Total (B)	8,71,147	56.17	9,27,647	57.71	9,27,647	56.44
	Grand Total (A + B)	15,51,040	100.00	16,07,540	100.00	16,43,540	100.00

The Company has allotted 36,000 warrants convertible into fully paid-up equity shares on September 8, 2016. These warrants have not been considered for calculation of post Preferential Issue shareholding.

8. The identity of the natural persons who are the ultimate beneficial owners of the equity shares/Warrants proposed to be allotted and / or who ultimately control the Investor, the Strategic Investors and the Allottee are as follows:

Identity of the proposed Investor, Strategic Investors and Allottee	Category	Pre Issue holding	The maximum number of Equity Shares proposed to be allotted to Investor, Strategic Investors	% Share holding post issue of Equity Shares*	The maximum number of equity shares proposed to be allotted to Allottee post Conversion of Warrants	% Share holding post conversion of Warrants into equity shares*	Natural persons who are the ultimate beneficial owner of the shares proposed to be issued
Pallavi Dhupelia	Individual – Promoter Promoter Group	2,95,915	N.A.	18.41	36,000	20.20	N.A.
Raymond Simkins	Individual – Non-Promoter	1,75,820	40,000	13.43	N.A.	13.13	N.A.
Shrihari Sirdeshpande	Individual – Non-Promoter	750	6,500	0.45	N.A.	0.44	N.A.

Néelam Mirchandani	Individual – Non-Promoter	21	1,500	0.09	N.A.	0.09	N.A.
Deepak Mohla	Individual – Non-Promoter	Nil	1,000	0.06	N.A.	0.06	N.A.
Kartik Mohla	Individual – Non-Promoter	Nil	1,000	0.06	N.A.	0.06	N.A.
Hina Desai	Individual – Non-Promoter	Nil	1,000	0.06	N.A.	0.06	N.A.
Naishadh Desai	Individual – Non-Promoter	431	1,500	0.12	N.A.	0.12	N.A.
Salim Punjani	Individual – Non-Promoter	3,020	4,000	0.44	N.A.	0.43	N.A.

Since the Investor, Strategic Investors and Allottee are individuals, they themselves are the ultimate beneficial owners of the Equity Shares proposed to be allotted.

* The Company has allotted 36,000 warrants convertible into fully paid-up equity shares on September 8, 2016. These warrants have not been considered for the calculation.

9. Proposed time within which allotment shall be completed:-

The securities (as per resolutions 1, 2 and 3) shall be issued and allotted within a period of fifteen (15) days from the date of passing of Special Resolution at the EGM; provided that where the allotment of any such securities is pending on account of pendency of any regulatory or other approval for such allotment, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of such approval or such other extended period as may be permitted under the applicable SEBI ICDR Regulations as amended from time to time.

Further, in case of pendency of any regulatory or other approval with respect to any of the securities (as per resolutions 1, 2 and 3), the Company shall proceed with the allotment of other securities. Hence, the allotment of all securities (as per resolutions 1, 2 and 3) are independent of each other.

10. Change in Control:-

There will be no change in the Board of Directors and no change in the control over the Company consequent to the preferential issue as aforesaid.

11. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

This is not applicable in the present case since the Company being a listed company the pricing is in terms of SEBI ICDR Regulations. Further, the proposed allotment of 16,500 equity shares and 36,000 warrants is for cash consideration and proposed allotment of upto 40,000 equity shares is via conversion of loan.

12. Undertakings:-

In terms of SEBI ICDR Regulations, the Company hereby undertakes that:

- i. It shall re compute the price of the specified securities in terms of the provisions of these regulations where it is required to do so.
- ii. If the amount payable on account of re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked in till the time such amount is paid by Investor, Strategic Investors and Allottee.
- iii. The Company, directors and none of our promoters are categorized as willful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by the RBI.

13. Number of persons to whom allotment on preferential basis has been made in the current financial year, in terms of number of securities as well as the price:

1,00,000 equity shares of ₹ 10 (Rupees Ten only) each were issued at a premium of ₹ 710 (Rupees Seven Hundred and Ten only) to persons not belonging to promoter and promoter group and 36,000 warrants convertible into fully paid-up equity shares were allotted to person belonging to promoter and promoter group on September 8, 2016.

14. Auditor's Certificate:-

A copy of certificate issued by M/s B.S. Mehta & Co, Chartered Accountants, Statutory Auditors of the Company certifying that the proposed Preferential Issue is being made in accordance with the Chapter VII of SEBI ICDR Regulations, will be laid before the said EGM.

Pursuant to the provisions of Section 62(1)(c) of the Companies Act, 2013 and as per SEBI ICDR Regulations, the above preferential issue requires approval of Members by way of Special Resolution.

The Board recommends the said resolution to be passed as a Special Resolution.

Raymond Simkins and Pallavi Dhupelia, director and person belonging to promoter and promoter group of the Company, respectively, are concerned and interested in the resolution to the extent of Equity Shares/Warrants to be allotted to them. None of the others Directors, Key Managerial Persons of the Company or any relatives of such directors/ promoters or KMP are in any way concerned or interested in the proposed resolution.

Documents referred in the accompanying Notice are open for inspection at the Corporate office of the Company on all working days except Saturdays and holidays between 02.30 P.M. to 04.30 P.M. upto the date of EGM.

By order of the Board of Directors
For **Foods and Inns Limited**

Place: Mumbai

Date: December 17, 2016

Registered Office:
Foods and Inns Building,
Sion-Trombay Road,
Punjabwadi, Deonar
Mumbai – 400 088

— SD —

Bhupendra Dalal
Chairman



FOODS AND INNS LIMITED

CIN: L55200MH1967PLC013837

Registered Office: Foods and Inns Building, Sion-Trombay Road, Punjabwadi, Deonar
Mumbai - 400 088.

Corporate office: 224 Dulwich Mansion, 3rd Floor, Tardeo, Mumbai 400 007
Tel: 23533103/04/05, Email: writetous@foodsandinns.com, Website: www.foodsandinns.com

ATTENDANCE SLIP

(Please hand over this slip at the entrance of the meeting hall)

Registered Folio No. / DP ID / Client ID No.	
Name and Address of the Member(s)	
Joint Holder 1 Joint Holder 2	
No. of Shares held	

I /We hereby record my/our presence at the Extra-Ordinary General Meeting of the Company held at Sir Vithaldas Chambers, 6th Floor, 16 Mumbai Samachar Marg, Fort, Mumbai 400 001 on Friday, January 20, 2017 at 5.00 p.m.

Name of the Member/Joint Holder/ Proxy*	Signature of the Member/Joint Holder/ Proxy*

*Strikeout whichever is not applicable

Note: Your entry to the Meeting will be regulated by this Attendance Slip

ELECTRONIC VOTING PARTICULARS

EVEN (E-voting Event Number)	User ID	Password/ PIN
105864		

Note: The Company is pleased to offer the option of remote e-voting facility to the Members. The business, as set out in the Notice of the Extra Ordinary General Meeting, may be transacted by remote e-voting. Members may read the instructions given in the Notes to the Notice dated December 17, 2016 convening the Extra Ordinary General Meeting of the Members of the Company carefully before exercising your vote electronically .



FOOD AND INNS LIMITED

CIN: L55200MH1967PLC013837

Registered Office: Foods and Inns Building, Slon-Trombay Road, Punjabwadi, Deonar, Mumbai – 400 088.

Corporate office: 224 Dulwich Mansion, 3rd Floor, Tardeo, Mumbai 400 007

Tel: 23533103/04/05, Email: writetous@foodsandinns.com, Website: www.foodsandinns.com

FORM NO. MGT-11

PROXY FORM

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

Name of the Member(s)		Email	
Registered Address		Folio No. / Client ID	
		DP ID:	

I/We being the Member(s) of _____ equity shares of ₹ 10/- each of Foods and Inns Limited, hereby appoint:

1. Name: _____ Address: _____
E-mail: _____ Signature: _____, of failing him
2. Name: _____ Address: _____
E-mail: _____ Signature: _____, of failing him
3. Name: _____ Address: _____
E-mail: _____ Signature: _____, of failing him

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extra Ordinary General Meeting of the Company to be held at Sir Vithaldas Chambers, 6th Floor, 16 Mumbai Samahar Marg, Fort, Mumbai - 400 001 on Friday, January 20, 2017 at 5.00 p.m. and at any adjournment(s) thereof, in respect of such resolution, as are indicated.

Reso. No.	Description	For	Against
1.	Conversion of loan into Equity Shares		
2.	Preferential Issue of Equity Shares		
3.	Preferential Issue of Warrants convertible into fully paid-up equity shares		

Signed this _____ day of _____, 2017

Affix
Revenue
Stamp

Signature of the proxy holder(s)

Signature of the Member

Note: This form is proxy in order to be effective should be duly completed and deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.

ROUTE MAP OF THE VENUE SIR VITHALDAS CHAMBERS

