



## **FOODS AND INNS LIMITED**

Corporate Office: Dulwich Mansion, 3<sup>rd</sup> Floor, 224,  
Tardeo Road, Mumbai-400 007. Tel No.: 23533103/04/05  
Fax No.: 23533106/07 Email: writetous@foodsandinns.com  
Registered Office: Udyog Bhavan, 2<sup>nd</sup> Floor, 29 Walchand Hirachand Marg,  
Ballard Estate, Mumbai 400038 website: www.foodsandinns.com  
**Corporate Identity No: L55200MH1967PLC013837**

---

### **NOTICE OF EXTRA ORDINARY GENERAL MEETING**

NOTICE is hereby given that the Extra-Ordinary General Meeting of the members of Foods and Inns Limited will be held on Friday, the 12<sup>th</sup> day of April, 2019 at 10:00 a.m. at Kilachand Conference Room, 2<sup>nd</sup> Floor, Indian Merchant Chambers, Churchgate, Mumbai 400020 to transact the following business:

#### **SPECIAL BUSINESS:**

##### **1. Issue of Bonus Shares**

To consider and pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India (“RBI”) from time to time, the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to acceptance of such conditions or modifications by the Board of Directors, consent of the members be and is hereby accorded to the Board of Directors of the Company (“the Board”, which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalisation of a sum not exceeding ₹ 3,35,58,840 (Rupees Three crores Thirty five lacs Fifty eight thousand Eight hundred and forty only) from and out of the securities premium account and/or any other permitted reserves/surplus of the Company, as may be considered appropriate for the purpose of issue of bonus equity shares of ₹ 1/- (Rupee one only) each, credited as fully paid to eligible members of the Company holding equity shares of ₹ 1/- (Rupee one only) each of the Company whose names appear in the Register of Members on a ‘Record Date’ to be determined by the Board for this purpose, in the proportion of 2 (two) new fully paid-up equity shares of ₹ 1/- (Rupees one only) each for every 1 (one) existing fully paid-up equity share of ₹ 1/- (Rupees one only) each held by them and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member;

**RESOLVED FURTHER THAT** the bonus equity shares so allotted shall rank *paripassu* in all respects with the fully paid-up equity shares of the Company as existing on the Record Date;

**RESOLVED FURTHER THAT** the bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company;

**RESOLVED FURTHER THAT** in the case of members who hold shares in dematerialised form, the bonus equity shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and in the case of members who hold equity shares in physical form, the share certificate(s) in respect of the bonus equity shares shall be dispatched in line with circular SEBI/ HO/MIRSD/DOP1/ CIR/P/2018/73 dated April 20, 2018 and within such time as prescribed by law and the relevant authorities;

**RESOLVED FURTHER THAT** the issue and allotment of the bonus equity shares to Non-Resident Members, Foreign Institutional Investors (FIIs) and other Foreign Investors, be subject to the approval of RBI or any other regulatory authority, as may be necessary;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the securities of the Company are presently listed as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines;

**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 and to give such directions as may be necessary, proper, expedient or desirable and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

**RESOLVED FURTHER THAT**, the Board be and is hereby further authorized to delegate all or any of the powers conferred by this resolution on it, to any committee or sub-committee of Directors or any other Director(s) or Officer(s) of the Company to give effect to the foregoing resolutions, with the power to such committee/ sub-committee of the Board to further delegate all or any of its powers/ duties to any of its members."

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

**Place:** Mumbai  
**Date:** March 11, 2019

**Registered Office:**  
Udyog Bhavan, 2<sup>nd</sup> Floor,  
29 Walchand Hirachand Marg,  
Ballard Estate, Mumbai 400038

**Bhupendra Dalal**  
**Chairman**  
**DIN: 00061492**

**NOTES :**

- 1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. The proxy form in order to be effective must be deposited with the Company not less than 48 hours before the time fixed for commencement of the Meeting. The proxy form is enclosed herewith the Notice.**
- 2. Corporate Members intending to send their authorised representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Extraordinary General Meeting.**
- 3. Members/Proxies attending the meeting are requested to bring the Attendance Slip (duly completed) to the Meeting.**
- 4. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto and forms part of notice.**
- 5. All relevant documents referred to in this Notice requiring the approval of the members at the meeting shall be available for inspection by the members at the corporate office of the Company on all working days between 11:00 a. m. to 2:00 p.m up to April 11, 2019. The notice is also available on the Company's website [www.foodsandinns.com](http://www.foodsandinns.com) Communication details of R&T agent are as under:  
Phone : 022- 49186000  
Fax: 022- 49186060  
Email : [mumbai@linkintime.co.in](mailto:mumbai@linkintime.co.in)**
- 6. Members, who have registered their email addresses for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of EGM by email and others are being sent by post.**

## 1. 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, April 5, 2019 (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 Monday, April 8, 2019 and will end at 5.00 pm on Thursday, April 11, 2019.
- (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](mailto: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 or change their vote at the meeting.

#### (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, April 5, 2019 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [santosh.jaiswal@linkintime.co.in](mailto: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](http://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 April 12, 2019.

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](http://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.

#### ANNEXURE TO THE NOTICE

#### **EXPLANATORY STATEMENT TO BE ANNEXED TO THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

##### **Item 1: Issue of Bonus shares**

The Board of Directors at its meeting held on March 11, 2019, subject to consent of the members of the Company, approved and recommended issue of bonus equity shares of ₹1/- (Rupee One only) each credited as fully paid-up to eligible members of the Company in the proportion of 2 (Two) new fully paid-up equity shares of ₹ 1/- (Rupee One only) each for every 1 (One) existing fully paid-up equity share of ₹1/- (Rupees One only) each by capitalising a sum not exceeding ₹ 3,35,58,840 (Rupees Three crores Thirty five lacs Fifty eight thousand Eight hundred and forty only) out of securities premium account and/or any other permitted reserves / surplus of the Company, as may be considered appropriate.

Article 59 of the Articles of Association of the Company permits a securities premium account and a capital redemption reserve account or any other permissible reserve account may, for the purposes of this Article, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.

The proposed issue of bonus shares will be made in line with the provisions of Section 63 of the Companies Act 2013, regulations issued by Securities & Exchange Board of India (SEBI) and subject to such approvals, if required, from the statutory authorities.

Further, it is proposed to authorize the Board of Directors / Committee of the Board of the Company to complete all the regulatory formalities as prescribed by SEBI, Stock Exchanges on which the Company's shares are listed and/or any other regulatory or statutory authority in connection with the issue of bonus shares.

The Board of Directors of the Company recommends the Resolutions as set out in the accompanied Notice for approval of the members .

The Directors of the Company and their relatives may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company.

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

**Place:** Mumbai

**Date:** March 11, 2019

##### **Registered Office:**

Udyog Bhavan, 2<sup>nd</sup> Floor,  
29 Walchand Hirachand Marg,  
Ballard Estate, Mumbai 400038

**Bhupendra Dalal**  
**Chairman**  
**DIN: 00061492**



## FOODS AND INNS LIMITED

Corporate Office: Dulwich Mansion, 3<sup>rd</sup> Floor, 224,  
Tardeo Road, Mumbai-400 007. Tel No.: 23533103/04/05  
Fax No.: 23533106/07 Email: writetous@foodsandinns.com  
Registered Office: Udyog Bhavan, 2<sup>nd</sup> Floor, 29 Walchand Hirachand Marg,  
Ballard Estate, Mumbai 400038 website: www.foodsandinns.com

**Corporate Identity No: L55200MH1967PLC01383**

### 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) Rules, 2014) Name of the Member(s):

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

I/We being the Member(s) of \_\_\_\_\_ equity shares of ₹ 1 each of Foods and Inns Limited, hereby appoint:

1. Name : \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail : \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him
2. Name : \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail : \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him
3. Name : \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail : \_\_\_\_\_ Signature: \_\_\_\_\_,

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 on Kilachand Conference Room, 2<sup>nd</sup> Floor, Indian Merchant Chambers, Churchgate, Mumbai 400020 on Friday April 12, 2019 at 10:00 a.m and at any adjournment(s) thereof, in respect of such resolutions, as are indicated.

Reso No.	Description	For	Against
1.	To issue Bonus shares		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2019

Affix  
Revenue  
Stamp

.....  
Signature of the proxy holder(s)

.....  
Signature of the member

**Note:** This form of 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.



# FOODS AND INNS LIMITED

Corporate Office: Dulwich Mansion, 3<sup>rd</sup> Floor, 224,  
Tardeo Road, Mumbai-400 007.Tel No.: 23533103/04/05  
Fax No.: 23533106/07 Email: writetous@foodsandinns.com  
Registered Office: Udyog Bhavan, 2<sup>nd</sup> Floor, 29 Walchand Hirachand Marg,  
Ballard Estate, Mumbai 400038 website: www.foodsandinns.com  
**Corporate Identity No: L55200MH1967PLC013837**

## ATTENDANCE SLIP

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

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

I /We hereby record my/our presence at the Extra Ordinary General Meeting of the Company held at Kilachand Conference Room, 2<sup>nd</sup> Floor, Indian Merchant Chambers, Churchgate, Mumbai 400020 on Friday April 12, 2019 on at 10:00 a.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

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 (EGM), may be transacted by remote e-voting. Members may read the instructions given in the Notes to the Notice dated March 11, 2019convening the Extra Ordinary General Meeting of the Members of the Company carefully before exercising your vote electronically.



## Google Maps Indian Merchant Chamber Building



Map data ©2017 Google India 200 m