



Foods & Inns

April 12, 2019

To
The Secretary
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai 400 001

Dear Sir,

Sub: Results of shareholders meeting

Ref: Script Code No. 507552

In accordance with Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), please find enclosed the voting results and Scrutinizer's Report for the resolution passed for the issue of Bonus Shares, as set out in the Extra Ordinary General Meeting Notice dated March 11, 2019.

The aforesaid resolution has been approved by members with requisite majority in their meeting held on April 12, 2019.

This is for your information and records.

Yours faithfully,
For **FOODS AND INNS LIMITED**


BHUPENDRA DALAL
CHAIRMAN
DIN: 00061492

Foods & Inns Ltd.

Corporate Address: 3rd Floor, Dulwich Mansion, 224 Tardeo Road, Mumbai 400007

+91-22-23533104 | writetous@foodsandinns.com | www.foodsandinns.com | CIN No: L55200MH1967PLC013837

Registered Address: Udyog Bhavan, 2nd Floor, 29 Walchand Hirachand Marg, Ballard Estate, Mumbai 400038

J.Y. GUPTA
COMPANY SECRETARIES

36, Mangesh Sadan, 246 Lady Jamshetji Road, Dadar, Mumbai 400 028
Tel: 022 24466664, E-mail- rjg62000@yahoo.com

SCRUTINIZER'S REPORT

To

The Chairman

Foods and Inns Limited

Udyog Bhavan, 2nd Floor,

29 Walchand Hirachand Marg,

Ballard Estate,

Mumbai 400038

Sub: Scrutinizer's Report (Combined) on remote e-voting and poll on the agenda items transacted at the Extra Ordinary General Meeting (EGM) of the Company held on Friday, the 12th day of April, 2019 at 10:00 a.m. at Kilachand Conference Room, 2nd Floor, Indian Merchant Chambers, Churchgate, Mumbai 400020

Dear Sir

I, J.Y. Gupta, Practising Company Secretary, have been appointed as a Scrutinizer by:

- a. the Board of Directors of Foods and Inns Limited (the Company) for the purpose of scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and administration) Rules, 2014.
- b. the Chairman of the EGM on poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and administration) Rules, 2014, on the resolutions contained in the notice to the EGM of the Company held on Friday, the 12th day of April, 2019 at 10:00 a.m. at Kilachand Conference Room, 2nd Floor, Indian Merchant Chambers, Churchgate, Mumbai 400020.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and poll on the resolutions contained in the Notice of the Extra Ordinary General Meeting of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process and for poll at the EGM is restricted to make a scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-



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voting system provided by NSDL, the authorised agency engaged by the Company to provide remote e-voting facilities for e- voting and also at the time of poll.

I have issued separate Scrutinizer's Report dated April 12, 2019 on the remote e-voting and April 12, 2019 on the poll on the resolutions contained in the notice of the EGM.

As requested by the management I submit herewith my combined report on the results of e-voting together with that of poll as under:

Item No of Notice	Mode of voting	Votes in favour of Resolution		Votes against the resolution		Invalid Votes
		Nos.	% of Total number of valid votes cast	Nos.	% of Total number of valid votes cast	
Item No 1 of the Notice (As an Ordinary Resolution)	E-voting	1613	35.65	10	0.22	--
	Poll	2901	64.13	-	-	10
	Total	4514	99.78	10	0.22	10

Thanking You

Yours Faithfully

Place: Mumbai

Date: April 12, 2019

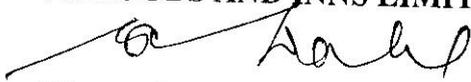



J.Y. Gupta
Company Secretary
Membership No: 4539
C P No: 3589

J.Y. GUPTA
COMPANY SECRETARIES

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Countersigned:
For **FOODS AND INNS LIMITED**



Bhupendra Dalal
Chairman
DIN: 00061492

J.Y. GUPTÉ
COMPANY SECRETARIES

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FORM No MGT -13
Scrutinizer's Report

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

To

The Chairman

Foods and Inns Limited

Udyog Bhavan, 2nd Floor,
29 Walchand Hirachand Marg,
Ballard Estate,
Mumbai 400038

Sub: Scrutinizer's Report on poll conducted in the Extra Ordinary General Meeting of the Shareholders of Foods and Inns Limited held on Friday, the 12th day of April, 2019 at 10:00 a.m. at Kilachand Conference Room, 2nd Floor, Indian Merchant Chambers, Churchgate, Mumbai 400020 in terms of provisions of section 109 of the Companies Act, 2013 read with Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Rule 21 of the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof.

Dear Sir

I, J.Y. Gupte, Practising Company Secretary (Membership No: 4539, CP No: 3589), Propertior, 36, Mangesh Sadan, 246 Lady Jamshetji Road, Dadar, Mumbai 400 028 was appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the Extra Ordinary General Meeting of the Shareholders of Foods and Inns Limited held on Friday, the 12th day of April, 2019 at 10:00 a.m. at Kilachand Conference Room, 2nd Floor, Indian Merchant Chambers, Churchgate, Mumbai 400020 submit my report as under:



J.Y. GUPTA
COMPANY SECRETARIES

36, Mangesh Sadan, 246 Lady Jamshetji Road, Dadar, Mumbai 400 028
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1. After the time fixed for closing of the poll by the Chairman **1 (One)** Ballot Box kept for polling were locked in my presence with due identification marks placed by me.
2. The locked Ballot Box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Link In-time India Private Limited and the Authorizations/ proxies lodged with the Company.
3. The poll papers, which were incomplete and which were otherwise found defective have been treated as invalid and kept separately.
4. The results of the poll is as under

A. Resolution 1- Ordinary Resolution

1. To Issue of Bonus Shares

i. Voted in favour of the resolution

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
16	2901	100%

ii. Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
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iii. Invalid Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	10

5. A compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed



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COMPANY SECRETARIES

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6. The poll papers and all other relevant records were sealed and handed over to the Compliance Officer for safe keeping.

Thanking You

Yours Faithfully

Place: Mumbai
Date: April 12, 2019

JY Gupta
MUMBAI
Company Secretary


J.Y. Gupta
Company Secretary
Membership No: 4539
C P No: 3589

Countersigned:
For **FOODS AND INNS LIMITED**



Bhupendra Dalal
Chairman
DIN: 00061492

J.Y. GUPTE

Company Secretaries

36, Mangesh Sadan, 246 Lady Jamshetji Road, Dadar, Mumbai 400 028
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Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 (xi) of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 to the extent applicable]

To

The Chairman

Foods and Inns Limited

Udyog Bhavan, 2nd Floor,
29 Walchand Hirachand Marg,
Ballard Estate,
Mumbai 400038

Sub: Scrutinizer's Report on remote e-voting conducted in terms of provisions of Section 108 of the Companies Act, 2013 read with Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, including any statutory modification or re-enactment thereof.

Dear Sir

I, J.Y. Gupte, Practising Company Secretary (Membership No: 4539, CP No: 3589), Proprietor, 36, Mangesh Sadan, 246 Lady Jamshetji Road, Dadar, Mumbai 400 028 was appointed as Scrutinizer by the Board of Directors of Foods and Inns Limited (the Company) for the purpose of remote e-voting process on the agenda items to be transacted at the Extra Ordinary General Meeting (EGM) of the Company to be held on Friday, the 12th day of April, 2019 at 10:00 a.m. at Kilachand Conference Room, 2nd Floor, Indian Merchant Chambers, Churchgate, Mumbai 400020

I submit my report as under:

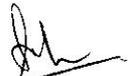


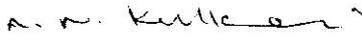
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- a. The Company has provided remote e- voting facility to the Shareholders registered with the Company and entitled to vote as on Friday April 5, 2019.
- b. The e-voting period begins at 10.00 a.m on Monday April 8, 2019 and ends at 5.00 p.m on Thursday April 11, 2019. The votes received electronically from the Shareholders till Thursday April 11, 2019 upto 5.00 p.m being the last date and time fixed by the Company for e-voting was considered for my scrutiny.
- c. The members have casted their votes through e-voting facility provided by the National Securities Depository Limited (NSDL) as the authorised Agency to provide e-voting facilities.
- d. I have monitored the process of electronic voting through the Scrutinizer's secured link provided by NSDL on the designated website.
- e. Particulars of all votes received electronically from the Members have been entered in the register separately maintained for the purpose.
- f. The votes received electronically were duly scrutinized and the shareholders were matched/ confirmed with the Register of Members of the Company as on the cut – off date i.e Friday April 5, 2019.
- g. The votes were unblocked at Mumbai on Friday April 12, 2019 at 11:00 a.m in the presence of CA Nitin Kulkarni and CA Atula Kulkarni who are not the employees of the Company, and who have signed below as witness to the unblocking of votes.


Name: CA Nitin Kulkarni


Name: CA Atula Kulkarni

- h. Thereafter the details containing, inter-alia, list of Equity Shareholders, who voted “For” and “Against”, each of the resolutions that were put to vote, were generated



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from the e-voting website of NSDL i.e <http://evoting.nsdl.com> and based on such reports generated, the result of the e-voting is provided hereunder.

A Summary of the votes received electronically is given below:

1. To Issue of Bonus Shares

i. Voted in favour of the resolution

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
10	1613	99.38

ii. Voted against the resolution:

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
1	10	0.62

iii. Invalid Votes

Total Number of members whose votes were declared invalid	Total number of votes cast by them
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The Register and all other papers relating to e-voting shall remain in our safe custody until the Chairman considers, approve and sign the minutes of the Extra Ordinary General Meeting and thereafter the same shall be returned and handed over to the Company.



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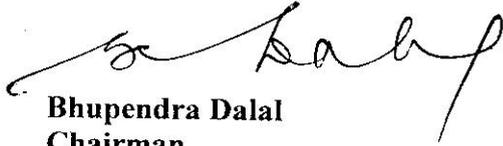
Thanking You

Yours Faithfully

Place: Mumbai
Date: April 12, 2019

JY Gupta
MUMBAI
Company Secretary
J.Y. Gupta
Company Secretary
Membership No: 4539
C P No: 3589

Countersigned:
For **FOODS AND INNS LIMITED**


Bhupendra Dalal
Chairman
DIN: 00061492

Format for Voting Results

Date of AGM/ EGM	EGM
Total number of shareholders on record date	2872
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	3
Public:	30
No. of shareholders attended the meeting through Video Conferencing:	NIL
Promoters and Promoter Group:	
Public:	

Agenda- wise disclosure (to be disclosed separately for each agenda item)

Resolution required: (Ordinary)		Issue of Bonus Shares in proportion of 2 (Two) Bonus Shares of Re. 1/— (Rupee One Only) each for every 1 (One) existing Fully Paid-up Equity Share of- Re. 1/- each						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7588237	0	0	0	0	0	0
	Poll	7588237		0	0	0	0	
	Postal Ballot (if applicable)	7588237	0	0	0	0	0	0
	Total	7588237	0	0	0	0	0	0
Public Institution s	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non Institution s	E-Voting	9191183	1623	0.02	1613	10	99.38	0.62
	Poll	9191183	2901	0.03	2901	0	100	0
	Postal Ballot (if applicable)	9191183	0	0	0	0	0	0
	Total	9191183	4524	0.05	4514	10	199.38	0.62
Total		16779420	4524	0.05	4514	10	199.38	0.62