

**Form No. MGT-7**

Form language

 English  Hindi**Annual Return (other than OPCs and Small Companies)**

[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

All fields marked in \* are mandatory

Refer instruction kit for filing the form

**I REGISTRATION AND OTHER DETAILS**

i \*Corporate Identity Number (CIN)

L55200MH1967PLC013837

ii (a) \*Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) \*Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) \*Type of Annual filing

 Original Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	FOODS AND INNS LIMITED	FOODS AND INNS LIMITED
Registered office address	Udyog Bhavan, 2nd Floor 29 Walchand Hirachand Marg, Ballard Estate, NA, Mumbai, Mumbai City, Maharashtra, India, 400038	Udyog Bhavan, 2nd Floor 29 Walchand Hirachand Marg, Ballard Estate, NA, Mumbai, Mumbai City, Maharashtra, India, 400038
Latitude details	18.93556	18.93556
Longitude details	72.84143	72.84143

(a) \*Photograph of the registered office of the Company showing external building and name prominently visible

FNI Premises Photos.pdf

(b) \*Permanent Account Number (PAN) of the company

AA\*\*\*\*\*1C

(c) \*e-mail ID of the company

\*\*\*\*\*odsandinns.com

(d) \*Telephone number with STD code

+91\*\*\*\*\*02

(e) Website

iv \*Date of Incorporation (DD/MM/YYYY)

11/10/1967

v (a) \*Class of Company (as on the financial year end date)  
(Private company/Public Company/One Person Company)

Public company

(b) \*Category of the Company (as on the financial year end date)  
(Company limited by shares/Company limited by guarantee/Unlimited company)

Company limited by shares

(c) \*Sub-category of the Company (as on the financial year end date)  
(Indian Non-Government company/Union Government Company/State Government Company/  
Guarantee and association company/Subsidiary of Foreign Company)

Non-government company

vi \*Whether company is having share capital (as on the financial year end date)

Yes  No

vii (a) Whether shares listed on recognized Stock Exchange(s)

Yes  No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)
2	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)

viii Number of Registrar and Transfer Agent

1

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent
U67190MH1999PTC118368	MUFG INTIME INDIA PRIVATE LIMITED	C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West, ),, NA, Mumbai, Mumbai City, Maharashtra, India, 400083	INR000004058

ix \* (a) Whether Annual General Meeting (AGM) held

Yes  No

(b) If yes, date of AGM (DD/MM/YYYY)

23/09/2025

(c) Due date of AGM (DD/MM/YYYY)

30/09/2025

(d) Whether any extension for AGM granted

Yes  No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

## II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i \*Number of business activities

1

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	10	Manufacture of Food products	100

## III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

i \*No. of Companies for which information is to be given

0

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held

## IV SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

i SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	160000000	73414624	73414624	73414624
Total amount of equity shares (in rupees)	160000000.00	73414624.00	73414624.00	73414624.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity				
Number of equity shares	160000000	73414624	73414624	73414624
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees )	160000000.00	73414624.00	73414624	73414624

**(b) Preference share capital**

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	300000	0	0	0
Total amount of preference shares (in rupees)	30000000.00	0.00	0.00	0.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Redeemable Preference Shares				
Number of preference shares	300000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees )	30000000.00	0.00	0.00	0.00

**(c) Unclassified share capital**

Particulars	Authorised Capital
-------------	--------------------

Total amount of unclassified shares

0

**(d) Break-up of paid-up share capital**

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>(i) Equity shares</b>						
<b>At the beginning of the year</b>	766986	55996667	56763653.00	56763653	56763653	
<b>Increase during the year</b>	0.00	16723187.00	16723187.00	16723187.00	16723187.00	
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	16000009	16000009.00	16000009	16000009	
v ESOPs	0	650962	650962.00	650962	650962	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify						
Converted in DEMAT	0	72216	72216.00	72216	72216	
<b>Decrease during the year</b>	72216.00	0.00	72216.00	72216.00	72216.00	
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify						
Converted in DEMAT	72216	0	72216.00	72216	72216	
<b>At the end of the year</b>	694770.00	72719854.00	73414624.00	73414624.00	73414624.00	
<b>(ii) Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
<b>Increase during the year</b>	0.00	0.00	0.00	0.00	0.00	
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify <input type="text"/>			0.00			
<b>Decrease during the year</b>	0.00	0.00	0.00	0.00	0.00	
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <input type="text"/>			0.00			
<b>At the end of the year</b>	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company

ii Details of stock split/consolidation during the year (for each class of shares)

Class of shares		<input type="text"/>
Before split / Consolidation	Number of shares	
	Face value per share	
After split / consolidation	Number of shares	
	Face value per share	

iii Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)

Nil

Number of transfers

**Attachments:**

1. Details of shares/Debentures Transfers

FNI\_Transfer Details\_2025.xlsm

**iv Debentures (Outstanding as at the end of financial year)**

**(a) Non-convertible debentures**

\*Number of classes

0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
<b>Total</b>			

Classes of non-convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Total</b>				

**(b) Partly convertible debentures**

\*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
<b>Total</b>			

Classes of partly convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Total</b>				

**(c) Fully convertible debentures**

\*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
<b>Total</b>			

Classes of fully convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Total</b>				

**(d) Summary of Indebtedness**

Particulars	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures				
Partly convertible debentures				
Fully convertible debentures				
<b>Total</b>				

v Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>	0.00		0.00		0.00

**V Turnover and net worth of the company (as defined in the Companies Act, 2013)**

i \*Turnover

9729193000

ii \* Net worth of the Company

5430325000

**VI SHARE HOLDING PATTERN****A Promoters**

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	7367502	10.04	0	0.00
	(ii) Non-resident Indian (NRI)	6426660	8.75	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	4827050	6.58	0	0.00

10	Others <input type="text"/>	0	0.00	0	0.00
	<b>Total</b>	18621212.00	25.37	0.00	0.00

Total number of shareholders (promoters)

**B Public/Other than promoters**

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	23215547	31.62	0	0.00
	(ii) Non-resident Indian (NRI)	1174277	1.60	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	200	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	928469	1.26	0	0.00
6	Foreign institutional investors	1054756	1.44	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	27682838	37.71	0	0.00

10	Others IEPF	737325	1.00	0	0.00
	<b>Total</b>	54793412.00	74.63	0.00	0.00

Total number of shareholders (other than promoters)

23475

Total number of shareholders (Promoters + Public/Other than promoters)

23490.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	8310
2	Individual - Male	14259
3	Individual - Transgender	0
4	Other than individuals	921
	<b>Total</b>	23490.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

5

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
QUADRATURE CAPITAL VECTOR SP LIMITED	JP Morgan Chase Bank N.A, India Sub Custody 9th Floor, Tower A Block 9, NKP, Western Express Highway, Goregaon E.	22/07/2020	Cayman Islands	28065	0.0382
INDIA OPPORTUNITIES GROWTH FUND LTD - PINWOOD STRATEGY	STANDARD CHARTERED BANK Securities Services, 3rd Floor 23-25 MAHATMA GANDHI ROAD FORT, MUMBAI	02/05/2018	Mauritius	56350	0.0768
AMERICAN CENTURY ETF TRUST-AVANTIS EMERGING MARKETS SMALL CAP EQUITY ETF	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI	07/11/2023	United States	614	0.0008

CITADEL SECURITIES SINGAPORE PTE. LIMITED	JP Morgan Chase Bank N.A, India Sub Custody 9th Floor, Tower A Block 9, NKP, Western Express Highway, Goregaon E.	15/10/2020	Singapore	4727	0.0064
ELYSIAN WEALTH FUND	IQ EQ FUND SERVICES (MAURITIUS) LTD 33 EDITH CAVELL STREET PORT LOUIS MAURITIUS	08/02/2018	Mauritius	965000	1.3145

## VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
Promoters	14	15
Members (other than promoters)	21438	23475
Debenture holders	0	0

## VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A Promoter</b>	1	1	1	2	3.00	8.76
<b>B Non-Promoter</b>	0	6	0	5	0.00	0.00
i Non-Independent	0	1	0	0	0	0
ii Independent	0	5	0	5	0	0.00
<b>C Nominee Directors representing</b>	0	0	0	0	0.00	0.00
i. Banks and FIs	0	0	0	0	0	0
ii Investing institutions	0	0	0	0	0	0
iii Government	0	0	0	0	0	0

iv Small share holders	0	0	0	0	0	0
v Others	0	0	0	0	0	0
<b>Total</b>	<b>1</b>	<b>7</b>	<b>1</b>	<b>7</b>	<b>3.00</b>	<b>8.76</b>

\*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

11

**B (i) Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
BHUPENDRA CHAMPAKLAL DALAL	00061492	Director	1000	
MILAN BHUPENDRA DALAL	00062453	Managing Director	2202962	
RAYMOND SIMKINS	01573312	Director	6426660	
HORMAZDIYAAR SHIAVAX VAKIL	00060835	Director	0	
MANECK ERUCH DAVAR	01990326	Director	717	
ADITYAPURAM VENKATRAMAN SESHADRINATHAN	00854359	Director	5550	
KARISHMA BHALLA	08729754	Director	0	
SANJAY DATTATRAYA NAIK	10382124	Director	0	
MOLOY SAHA	AIQPS2918H	CEO	240711	
ANAND KRISHNAN	AANPI5058D	CFO	1250	
AMEYA TULSHIDAS MASURKAR	AWNPM4421C	Company Secretary	10	

**B (ii) \*Particulars of change in director(s) and Key managerial personnel during the year**

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)

**IX MEETINGS OF MEMBERS/CLASS OF MEMBERS/ BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

\*Number of meetings held

1

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	24/09/2024	22229	38	12.54

**B BOARD MEETINGS**

\*Number of meetings held

6

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	17/05/2024	8	8	100.00
2	12/08/2024	8	7	87.50
3	24/09/2024	8	7	87.50
4	30/10/2024	8	7	87.50
5	05/12/2024	8	6	75.00
6	04/02/2025	8	6	75.00

**C COMMITTEE MEETINGS**

Number of meetings held

11

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance

1	Audit Committee	17/05/2024	4	4	100.00
2	Audit Committee	12/08/2024	4	4	100.00
3	Audit Committee	30/10/2024	4	4	100.00
4	Audit Committee	04/02/2025	4	4	100.00
5	Nomination and Remuneration Committee	05/04/2024	3	3	100.00
6	Nomination and Remuneration Committee	12/08/2024	3	3	100.00
7	Nomination and Remuneration Committee	05/09/2024	3	3	100.00
8	Nomination and Remuneration Committee	13/02/2025	3	3	100.00
9	Stakeholders Relationship Committee	28/03/2025	3	3	100.00
10	Corporate Social Responsibility Committee	24/09/2024	3	3	100.00
11	Corporate Social Responsibility Committee	04/02/2025	3	3	100.00

#### D ATTENDANCE OF DIRECTORS

S. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on  23/09/2025 (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	BHUPENDRA CHAMPAKLAL DALAL	6	6	100.00	7	7	100.00	Yes
2	MILAN BHUPENDRA DALAL	6	6	100.00	3	3	100.00	Yes
3	RAYMOND SIMKINS	6	4	66.67	0	0	0.00	Yes
4	HORMAZDIYAAR SHIAVAX VAKIL	6	6	100.00	10	10	100.00	Yes
5	MANECK ERUCH DAVAR	6	5	83.33	5	5	100.00	Yes
6	ADITYAPURAM	6	6	100.00	8	8	100.00	Yes

	VENKATRAMAN SESHADRINATHAN							
7	KARISHMA BHALLA	6	2	33.33	1	1	100.00	Yes
8	SANJAY DATTATRAYA NAIK	6	6	100.00	0	0	0.00	Yes

#### X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

A \*Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	MILAN BHUPENDRA DALAL	Managing director	12000000	0	0	0	12000000.00
	<b>Total</b>		12000000.00	0.00	0.00	0.00	12000000.00

B \*Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	MOLOY SAHA	CEO	15024202	0	4117248	0	19141450.00
2	ANAND KRISHNAN	CFO	5358462	0	1039200	0	6397662.00
3	AMEYA TULSHIDAS MASURKAR	Company Secretary	803828	0	0	0	803828.00
	<b>Total</b>		21186492.00	0.00	5156448.00	0.00	26342940.00

C \*Number of other directors whose remuneration details to be entered

7

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	BHUPENDRA CHAMPAKLAL DALAL	Director	0	455000	0	1822000	2277000.00
2	RAYMOND SIMKINS	Director	0	145000	0	900000	1045000.00
3	HORMAZDIYAAR SHIAVAX VAKIL	Director	0	500000	0	900000	1400000.00

4	MANECK ERUCH DAVAR	Director	0	345000	0	900000	1245000.00
5	ADITYAPURAM VENKATRAMAN SESHADRINATHAN	Director	0	420000	0	450000	870000.00
6	KARISHMA BHALLA	Director	0	65000	0	450000	515000.00
7	SANJAY DATTATRAYA NAIK	Director	0	265000	0	450000	715000.00
	<b>Total</b>		0.00	2195000.00	0.00	5872000. 00	8067000.00

#### XI MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A \*Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B If No, give reasons/observations

#### XII PENALTY AND PUNISHMENT – DETAILS THEREOF

A \*DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/  
DIRECTORS/OFFICERS

Nil

4

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status
Foods and Inns Limited	SEBI	10/07/2024	SEBI (ICDR) Regulations, 2018	1 day delay in Allotment upon conversion of Convertible Warrants	Penalty Paid to BSE and NSE
Foods and Inns Limited	SEBI	13/12/2024	SEBI (LODR) Regulations, 2015	1 day delay in submission of Half Yearly Disclosure of Related Party transaction	Penalty Paid to BSE and NSE
Milan Dalal	SEBI	13/03/2025	SEBI (PIT) Regulations, 2015	violation of Regulation 9(1) read with Schedule B of PIT Regulations, 2015	Penalty Paid to SEBI

Moloy Saha	SEBI	13/03/2025	SEBI (PIT) Regulations, 2015	violation of Regulation 9(1) read with Schedule B of PIT Regulations, 2015	Penalty Paid to SEBI
------------	------	------------	------------------------------	--	----------------------

B \*DETAILS OF COMPOUNDING OF OFFENCES

Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

### XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

23490

### XIV Attachments

(a) List of share holders, debenture holders

FNI\_Details of Shareholder or  
Debenture holder\_2025.xlsm

(b) Optional Attachment(s), if any

Foods\_MGT-  
8\_31032025\_signed.pdf

### XV COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

#### I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of

FOODS AND INNS LIMITED as required to be

maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on

(DD/MM/YYYY) 31/03/2025

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

- 1 its status under the Act;
- 2 maintenance of registers/records & making entries therein within the time prescribed therefor;
- 3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;
- 8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
- 9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
- 10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
- 11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
- 12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
- 13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
- 14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
- 15 acceptance/ renewal/ repayment of deposits;
- 16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
- 17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;
- 18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

**To be digitally signed by**

Name

Ragini Chokshi

Date (DD/MM/YYYY)

09/01/2026

Place

Mumbai

Whether associate or fellow:

Associate  Fellow

Certificate of practice number

1\*3\*

**XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014**

\* (a) DIN/PAN/Membership number of Designated Person

00062453

\* (b) Name of the Designated Person

MILAN BHUPENDRA DALAL

**Declaration**

I am authorised by the Board of Directors of the Company vide resolution number\*  dated\*  
(DD/MM/YYYY)  to sign this form and declare that all the requirements of Companies Act, 2013

and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1 Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2 All the required attachments have been completely and legibly attached to this form.

**\*To be digitally signed by**

**\*Designation**

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

**\*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator**

0\*0\*2\*5\*

**\*To be digitally signed by**

Company Secretary  Company secretary in practice

\*Whether associate or fellow:

Associate  Fellow

Membership number

6\*9\*7

Certificate of practice number

---

**Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.**

***For office use only:***

eForm Service request number (SRN)

eForm filing date (DD/MM/YYYY)

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**