

Date: 26th May, 2025

<p>To, BSE Limited The General Manager, Department of Corporate Services, P.J. Towers, Dalal Street, Mumbai – 400 001</p> <p>Scrip Code: 507552</p>	<p>To, National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051</p> <p>Symbol: FOODSIN</p>
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Dear Sir/ Madam,

Sub.: Submission of Annual Secretarial Compliance Report as per Reg. 24A of SEBI (LODR), 2015 for financial year ended March 31, 2025.

In terms of SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 we are submitting herewith the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2025, issued by M/s Ragini Chokshi & Co, Practicing Company Secretaries.

Kindly take the same on your records.

Thanking you,

Yours faithfully,

For **FOODS AND INNS LIMITED**

Ameya T. Masurkar
Company Secretary and Compliance Officer

Foods & Inns Ltd.

Corporate Address: J. N. Heredia Marg, Hamilton House, 3rd floor, Ballard Estate, Mumbai - 400038
+91-22-22613102 | writetous@foodsandinns.com | www.foodsandinns.com | CIN No: L55200MH1967PLC013837
Registered Address: Udyog Bhavan, 2nd Floor, 29 Walchand Hirachand Marg, Ballard Estate, Mumbai 400038



Ragini Chokshi & Co.

Company Secretaries

34, Kamer Building, 5th Floor, 38 Cawasji Patel Street, Fort, Mumbai - 400 001.

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022-2283 1134

**SECRETARIAL COMPLIANCE REPORT
of FOODS AND INNS LIMITED
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025**

[Under Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

We have examined:

- (a) all the documents and records made available to us and explanation provided by **FOODS AND INNS LIMITED** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended March 31, 2025 ("Review Period") in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as amended from time to time;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and as amended from time to time;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and as amended from time to time;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the Company during the Audit Period)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and as amended from time to time;



- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not Applicable to the Company during the Audit Period)**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and as amended from time to time;
- (h) Securities and Exchange Board of India (Depositories & Participants) Regulations, 2018, **(To the extent applicable)** and circulars/ guidelines issued thereunder;



(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/circulars/ guidelines including specific clause)	Regulation/Circular	Deviations	Action taken by	Type of action	Details of violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Code of Ethics for Directors and Senior Management' was formulated by the company in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, focusing on ethical conduct and governance.	SEBI (Prohibition of Insider Trading) Regulations, 2015	The Listed Entity did not fully comply with the minimum code of conduct for securities trading as required under SEBI (Prohibition of Insider Trading) Regulations, 2015 (PIT Regulations)	Order passed by the Adjudicating Officer of SEBI under section 15-I of SEBI Act read with Rule 5 of the SEBI Adjudication Rules and imposed the monetary penalty to the CEO and MD under section 15HB of	Imposition of penalty on CEO and MD	The Listed Entity did not fully comply with the minimum code of conduct for securities trading as required under SEBI (Prohibition of Insider Trading) Regulations, 2015 (PIT Regulations)	The Adjudicating Officer of SEBI passed an order imposing penalty of Rs. 2,00,000/- each on the MD and CEO of the Listed Entity to be paid within 45 days or file an appeal and get appropri	The Listed Entity did not comply with the minimum code of conduct for securities trading as required under SEBI (Prohibition of Insider Trading) Regulations, 2015 (PIT Regulations).	The Company has adopted new Code of Conduct as per updated SEBI (PIT) Regulations, 2015 and fully complied with the regulations as approved by Circulating to the Board of Directors on 06-01-2025 and ratified in the Board Meeting dated 04-02-2025, furthermore	



				the SEBI Act. 1992 on 13-03-2025			ate order.		the MD and CEO have paid the sum of penalty within time.	
2.	As per Regulations 23(9) of SEBI (LODR) Regulations 2015, The listed entity shall submit to the stock exchanges disclosures of related party transactions in the format as specified by the Board from time to time, and publish the same on its website.	SEBI (LODR) Regulations 2015	Delay in submission to the stock exchange, the disclosures of related party transactions under Regulation 23(9) of SEBI (LODR) Regulations, 2015	Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE)	Imposition of penalty	There was a one-day delay in compliance with the filing of the Disclosure of Related Party Transactions under Regulation 23(9) of SEBI (LODR) Regulations, 2015.	BSE and NSE vide their email, imposed penalty of Rs. 5000/- per day.	The Listed Entity delayed by one day in complying with submission of disclosure of related party transaction with the stock exchanges.	The Company has paid the penalty to both the exchanges and will ensure such technical delays do not happen going forward.	
3.	As per Regulation 162 of SEBI (ICDR) Regulations 2018 The Listed entities should complete the conversion of convertible securities and allotting the shares,	SEBI (ICDR) Regulations, 2018	Delay in conversion of convertible securities from the date of	Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India	Imposition of penalty	As per the BSE, there was a one-day delay in the conversion of convertible	Imposition of penalty for delay of one day by BSE of Rs. 20,000/- per day.	The Listed Entity delayed in conversion of convertible securities.	The Company has paid the penalty to both the exchanges and will ensure such technical	



	within 18 months from the date of allotment of Convertible securities.		allotment	Limited (NSE)		le securities, and as per the NSE, there was a two-day delay in conversion of convertible securities.	Imposition of penalty for delay of two days by NSE of Rs. 20,000/- per day aggregating to Rs. 40,000/-		delays do not happen going forward.	
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary (PCS) in the previous reports	Observations made in the Secretarial Compliance report for the year ended March 31, 2024	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / Deviations and actions taken /penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
There are no such matters during the year under review						



1. We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/ Remarks by PCS
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	None
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI. 	Yes	None
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	Yes	None
4.	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	None
5.	Details related to Subsidiaries of listed entities have been examined w.r.t: (a) Identification of material subsidiary companies. (b) Disclosure requirements of material as well as other subsidiaries.	Yes	None
6.	Preservation of Documents: The listed entity is preserving and	Yes	None



	maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.		
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	None
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions. (b) In case no prior approval obtained the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the audit committee.	Yes NA	None
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed there under.	Yes	None
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	Yes	None



12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	No	None
13.	Additional Non-compliances, if any: No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.	No	None

We further, report that the listed entity is in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations.

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Mumbai

Date: 26-05-2025



**For Ragini Chokshi & Co.
(Company Secretaries)**

**Makarand Patwardhan
ACS No.: 11872
CP No.: 9031**

**UDIN: A011872G000443281
Peer Review No. 4166/2023
Firm Registration No. 92897**