

J.Y. GUPTÉ
COMPANY SECRETARIES

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

Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013
[Rule 20 (xi) of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
Foods and Inns Limited
224, Dulwich Mansion,
3rd Floor, Tardeo
Mumbai 400 007


Sub: Scrutinizer's Report on e-voting conducted in terms of provisions of Section 108 of the Companies Act, 2013 read with Clause 35B of the Listing Agreement and Rule 20 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 by the Board of Directors of Foods and Inns Limited (the Company) for the purpose of e-voting process on the agenda items to be transacted at the Forty Third Annual General Meeting (AGM) of the Company to be held on Tuesday September 29, 2015 at 11.00 a.m at Sir Vithaldas Chambers, 6th Floor, 16 Mumbai Samachar Marg, Fort, Mumbai 400 001

I submit my report as under:

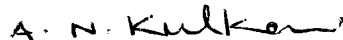
- a The Company has provided e- voting facility to the Shareholders registered with the Company and entitled to vote as on August 22, 2015.
- b. The e-voting period began at 9.00 a.m on Saturday September 26, 2015 and ended at 6.00 p.m on Monday September 28, 2015. The votes received electronically from the Shareholders till Monday September 28, 2015 upto 6.00 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.


A circular stamp from the Mumbai Company Secretaries Association. The text around the circle reads 'MUMBAI COMPANY SECRETARIES ASSOCIATION'. The word 'MUMBAI' is written vertically in the center of the circle.

- 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 was matched/ confirmed with the Register of members of the Company as on the cut – off date i.e August 22, 2015.
- g. The votes were unblocked at Mumbai on September 28, 2015 at 7.00 p.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 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. Resolution 1- Ordinary Resolution

To receive, consider and adopt

- a) the Audited Financial Statement of the Company for the Financial Year ended March 31, 2015, together with the Reports of the Directors and Auditors thereon and
- b) the Audited Consolidated Financial Statement of the Company for the Financial year ended March 31, 2015, together with the Reports of the Auditors thereon

i. Voted in favour of the resolution

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
5	33156	100%

ii. Voted against the resolution:


Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
NIL	NIL	NIL

iii. Invalid Votes

Total Number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

2. Resolution 2- Ordinary Resolution

To declare Final Dividend on equity shares for the financial year ended 31st March, 2015

17/09/2015
MUMBAI


i. Voted in favour of the resolution

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
5	33156	100%

ii. Voted against the resolution:

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
NIL	NIL	NIL

iii. Invalid Votes

Total Number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

3. Resolution 3- Ordinary Resolution

To appoint a director in place of Mr. Milan Dalal (DIN: 00062453), who retires by rotation and is eligible for reappointment

i. Voted in favour of the resolution

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
4	33006	100%

ii. Voted against the resolution:

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
NIL	NIL	NIL

iii. Invalid Votes

Total Number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

4. Resolution 4- Ordinary Resolution

To ratify the appointment of M/s B.S. Mehta & Co, Chartered Accountants, (Firm Registration No 106190W) as approved by the members at the Forty Second Annual General meeting as Statutory Auditors of the Company, to hold office until the conclusion of the Forty Fifth Annual General Meeting and to fix their remuneration for the financial year ending March 31, 2016

i. Voted in favour of the resolution

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
5	33156	100%

ii. Voted against the resolution:

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
NIL	NIL	NIL

17604'S
MUMBAI
SECRETARY

iii. Invalid Votes

Total Number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

5. Resolution 5- Special Resolution

Re-appointment of Mr. Utsav Dhupelia (DIN: 01493571) as Managing Director

i. Voted in favour of the resolution

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
4	33006	100%

ii. Voted against the resolution:

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
NIL	NIL	NIL

iii. Invalid Votes

Total Number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

6. Resolution 6- Ordinary Resolution

Appointment of Mr. Divakar Gavaskar (DIN: 00157378) as an Independent Director of the Company

i. Voted in favour of the resolution

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
4	33006	100%

ii. Voted against the resolution:

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
NIL	NIL	NIL

iii. Invalid Votes

Total Number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

7. Resolution 7- Ordinary Resolution

Appointment of Mr. Vinod Kumar Beswal (DIN: 00120095) as an Independent Director of the Company

i. Voted in favour of the resolution

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
4	33006	100%

CONFIDENTIAL
MUMBAI
JY 60/12

ii. Voted against the resolution:

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
NIL	NIL	NIL

iii. Invalid Votes

Total Number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

8. Resolution 8- Ordinary Resolution

Appointment of Mrs. Kamlini Maniar (DIN: 06926167) as Woman Independent Director of the Company

i. Voted in favour of the resolution

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
5	33156	100%

ii. Voted against the resolution:

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
NIL	NIL	NIL

iii. Invalid Votes

Total Number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

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 Annual General Meeting and thereafter the same shall be returned and handed over to the Company.

Thanking You

Yours Faithfully



J.Y. Gupte
Company Secretary

JY Gupte
MUMBAI
SECRETARY

Membership No: 4539

C P No: 3589

Place: Mumbai

Date: September 28, 2015

J.Y. GUPTÉ
COMPANY SECRETARIES

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

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
224, Dulwich Mansion,
3rd Floor, Tardeo
Mumbai 400 007

Sub: Scrutinizer's Report on poll conducted in the Forty Third Annual General Meeting of the Shareholders of Foods and Inns Limited held on September 29, 2015 at Sir Vithaldas Chambers, 6th Floor, 16 Mumbai Samachar Marg, Fort, Mumbai 400 001 in terms of provisions of section 109 of the Companies Act, 2013 read with Clause 35B of the Listing Agreement 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 Forty Third Annual General Meeting of the Shareholders of Foods and Inns Limited held on September 29, 2015 at Sir Vithaldas Chambers, 6th Floor, 16 Mumbai Samachar Marg, Fort, Mumbai 400 001, submit my report as under:

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.


J.Y. GUPTÉ
COMPANY SECRETARY
MUMBAI

2. The locked ballot boxes were 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

To receive, consider and adopt

- a) the Audited Financial Statement of the Company for the Financial Year ended March 31, 2015, together with the Reports of the Directors and Auditors thereon and
- b) the Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2015, together with the Reports of the Auditors thereon

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
14	168994	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
NIL	NIL	NIL

iii. Invalid Votes


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

B. Resolution 2- Ordinary Resolution

To declare Final Dividend on equity shares for the financial year ended 31st March, 2015.

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
14	168994	100%


 17/06/2015
 MUMBAI
 11/11/15

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
NIL	NIL	NIL

iii. Invalid Votes

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

C. Resolution 3- Ordinary Resolution

To appoint a director in place of Mr. Milan Dalal (DIN: 00062453), who retires by rotation and is eligible for reappointment.

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
14	168994	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
NIL	NIL	NIL

iii. Invalid Votes

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

D. Resolution 4- Ordinary Resolution

To ratify the appointment of M/s B.S. Mehta & Co, Chartered Accountants, (Firm Registration No 106190W) as approved by the members at the Forty Second Annual General meeting as Statutory Auditors of the Company, to hold office until the conclusion of the Forty Fifth Annual General Meeting and to fix their remuneration for the financial year ending March 31, 2016.

Handwritten signature and circular stamp of the company secretary. The stamp contains the text: "COMPANY SECRETARY MUMBAI". The signature is written over the stamp.

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
14	168994	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
NIL	NIL	NIL

iii. Invalid Votes

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

E. Resolution 5- Special Resolution

Re-appointment of Mr. Utsav Dhupelia (DIN: 01493571) as Managing Director.

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
14	168994	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
NIL	NIL	NIL


iii. Invalid Votes

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

F. Resolution 6- Ordinary Resolution

Appointment of Mr. Divakar Gavaskar (DIN: 00157378) as an Independent Director of the Company.

SECRETARY
MUMBAI
19 Septe



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
14	168994	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
NIL	NIL	NIL

iii. Invalid Votes

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

G. Resolution 7- Ordinary Resolution

Appointment of Mr. Vinod Kumar Beswal (DIN: 00120095) as an Independent Director of the Company.

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
14	168994	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
NIL	NIL	NIL

iii. Invalid Votes

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

17/09/2023
MUMBAI
Company Secretary


H. Resolution 8- Ordinary Resolution

Appointment of Mrs. Kamlini Maniar (DIN: 06926167) as Woman Independent Director of the Company.

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
14	168994	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
NIL	NIL	NIL

iii. Invalid Votes

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

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

Thanking You

Yours Faithfully


J.Y. Gupte
Company Secretary



Membership No: 4539

CP No: 3589

Place: Mumbai

Date: September 29, 2015

J.Y. GUPTÉ

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
224, Dulwich Mansion,
3rd Floor, Tardeo
Mumbai 400 007

Sub: Scrutinizer's Report (Combined) on e-voting and poll on the agenda items transacted at the Forty Third Annual General Meeting (AGM) of the Company held on Tuesday September 29, 2015 at 11.00 a.m at Sir Vithaldas Chambers, 6th Floor, 16 Mumbai Samachar Marg, Fort, Mumbai 400 001.

Dear Sir

I, J.Y. Gupte, 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 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 AGM 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 Forty Third AGM of the Company held on Tuesday September 29, 2015 at 11.00 a.m at Sir Vithaldas Chambers, 6th Floor, 16 Mumbai Samachar Marg, Fort, Mumbai 400 001.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice of the Forty Third Annual General Meeting of the members of the Company. My responsibility as scrutinizer for the e-voting process and for poll at the AGM 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-voting system provided by



SECRET

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

I have issued separate Scrutinizer's Report dated September 28, 2015 on the e-voting and September 29, 2015 on the poll on the resolutions contained in the notice of the AGM.

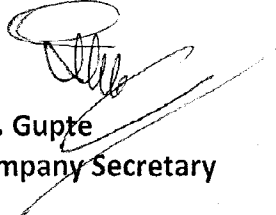
As requested by the management I submit herewith my combined report on the results of e- voting together with that of poll as under:

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	5	100%	NIL	NIL	NIL
	Poll	14	100%	NIL	NIL	NIL
	Total	19	100%	NIL	NIL	NIL
Item No 2 of the Notice (As an Ordinary Resolution)	E- voting	5	100%	NIL	NIL	NIL
	Poll	14	100%	NIL	NIL	NIL
	Total	19	100%	NIL	NIL	NIL
Item No 3 of the Notice (As an Ordinary Resolution)	E- voting	4	100%	NIL	NIL	NIL
	Poll	14	100%	NIL	NIL	NIL
	Total	18	100%	NIL	NIL	NIL
Item No 4 of the Notice (As an Ordinary Resolution)	E- voting	5	100%	NIL	NIL	NIL
	Poll	14	100%	NIL	NIL	NIL
	Total	19	100%	NIL	NIL	NIL
Item No 5 of the Notice (As an Special Resolution)	E- voting	4	100%	NIL	NIL	NIL
	Poll	14	100%	NIL	NIL	NIL
	Total	18	100%	NIL	NIL	NIL
Item No 6 of the Notice (As an Ordinary Resolution)	E- voting	4	100%	NIL	NIL	NIL
	Poll	14	100%	NIL	NIL	NIL
	Total	18	100%	NIL	NIL	NIL
Item No 7 of the Notice (As an Ordinary Resolution)	E- voting	4	100%	NIL	NIL	NIL
	Poll	14	100%	NIL	NIL	NIL
	Total	18	100%	NIL	NIL	NIL


 For Scrutinizer

Item No 8 of the Notice (As an Ordinary Resolution)	E- voting	5	100%	NIL	NIL	NIL
	Poll	14	100%	NIL	NIL	NIL
	Total	19	100%	NIL	NIL	NIL

**Thanking You
Yours Faithfully**



**J.Y. Gupte
Company Secretary**

MUMBAI

**Membership No: 4539
CP No: 3589**

**Place: Mumbai
Date: September 29, 2015**