



Foods & Inns

May 18, 2019

The Secretary,
Bombay Stock Exchange Limited,
1st Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001

Scrip Code: 507552

**Sub: Submission of Annual Secretarial Compliance Report
for year ended March 31, 2019.**

Dear Sir/ Madam

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, 2019, issued by Messrs. J.Y. Gupte Company Secretaries, Practising Company Secretaries and Secretarial Auditors of the Company.

Kindly take the same on record.

Thank you.

Yours faithfully

For **FOODS AND INNS LIMITED**

RANDEEP KAUR
Company Secretary &
Compliance officer



Encl: As Above

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. GUPTE

Company Secretaries

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

SECRETARIAL COMPLIANCE REPORT OF FOODS AND INNS LIMITED FOR THE YEAR ENDED MARCH 31, 2019

I/We J.Y. Gupte, Practising Company Secretary (Membership No: 4539, CP No: 3589), Proprietor, 36, Mangesh Sadan, 246 Lady Jamshetji Road, Dadar, Mumbai 400 028 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, 2019 ("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;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (*not applicable*)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (*not applicable*)
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (*not applicable*)

J.Y. GUPTE
MUMBAI
COMPANY SECRETARY

J.Y. GUPTE

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(g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; *(not applicable)*

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993

and circulars/ guidelines issued thereunder;

and based on the above examination, I/~~We~~ hereby report that, during the Review Period:

(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/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
NIL	NIL	NIL	NIL

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
NIL	NIL	NIL	NIL	NIL

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

JY GUPTE
MUMBAI
Company Secretary

J.Y. GUPTE

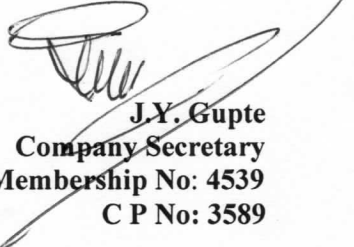
Company Secretaries

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Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NIL	NIL	NIL	NIL	NIL

Place: Mumbai
Date: May 17, 2019

JY GUPTE
MUMBAI
Company Secretary


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