



October 1, 2021

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

Dear Sir,

**Sub: Scrutinizer's Report**

**Ref: Script Code No. 507552**

Pursuant to Section 108 and 109 of the Companies Act, 2013, enclosed please find the Scrutinizers reports of the 49<sup>th</sup> Annual General Meeting of Foods and Inns Limited held on Wednesday, September 29, 2021 at 3.30 PM.

The report has been placed on Company's website [www.foodsandinns.com](http://www.foodsandinns.com) and also on the NSDL website.

This is for your information and records.

Yours faithfully,

For **FOODS AND INNS LIMITED**

**Randeep Kaur**  
**Company Secretary &**  
**Compliance Officer**

**Foods & Inns Ltd.**

**Corporate Address:** J. N. Heredia Marg, Hamilton House, 3<sup>rd</sup> 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.

Tel. : 022-2283 1120  
022-2283 1134

## Company Secretaries

34, Kamer Building, 5th Floor, 38 Cawasji Patel Street, Fort, Mumbai - 400 001.  
E-mail : ragini.c@rediffmail.com / mail@csraginichokshi.com  
web: csraginichokshi.com

Date : 01/10/2021

### CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 read with amendments made thereto and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,  
The Chairperson,  
49th Annual General Meeting (AGM)  
of FOODS AND INNS LIMITED  
Held on Wednesday, September 29, 2021 at 3:30 P.M

Dear Sir,

#### 1. Appointment as Scrutinizer:

I, Ragini Chokshi, Partner of M/s. Ragini Chokshi & Company., a Company Secretary Firm, having its registered office at 34, 5th Floor, Kamer Building, 38, Cawasji Patel Street, Fort, Mumbai 400001, have been appointed as the Scrutinizer by the Board of Directors of FOODS AND INNS LIMITED (the "Company") for the purpose of scrutinizing the remote e-voting and voting through electronic voting system during the 49<sup>th</sup> Annual General Meeting ('AGM') carried out as per the provisions of Section 108 of the Companies Act, 2013 (the "Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto, read with MCA General Circular No. 14/2020 dated April 8, 2020, MCA General Circular No. 17/2020 dated April 13, 2020, MCA General Circular No. 20/2020 dated May 5, 2020, Circular no. 02/2021 dated January 13, 2021 and the provisions of Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 on the businesses contained in the Notice of the AGM of the Members of the Company, held on Wednesday, September 29, 2021 at 3:30 P.M (IST) through Video Conferencing facility / Other Audio Visual Means ('VC / OAVM').

#### 2. Our Responsibility

The management of the Company is responsible to ensure the compliance with the requirements of the Act, Rules and notifications and SEBI Listing Regulations relating to



voting through electronic means on the businesses set out in the Notice of the 49<sup>th</sup> AGM of the Members of the Company. Our responsibility as a Scrutinizer is to scrutinize remote e-voting and e-voting conducted during the AGM in a fair and transparent manner and to ascertain requisite majority and is restricted in submitting a Consolidated Scrutinizer's Report on the voting on the resolutions set out in the Notice, based on the reports generated from the e-Voting system of National Securities Depository Limited (NSDL), the authorized agency to provide remote e-Voting facilities before and during the AGM, engaged by the Company.

### 3. Dispatch of Notice convening AGM

- i) Pursuant to General Circulars No. 14/2020, 17/2020, 20/2020 and 02/2021 dated 8th April, 2020, 13th April, 2020, 5th May, 2020 and January 13, 2021 respectively issued by the Ministry of Corporate Affairs, advertisement was published on Sunday, September 5, 2021 in The Free Press Journal, Mumbai (English) and Navshakti, Mumbai (Marathi), both the newspapers having electronic editions specifying all the necessary information prescribed in the rules and circulars.
- ii) The Company hosted the notice of AGM on its website namely [www.foodsandinns.com](http://www.foodsandinns.com) and also uploaded the same on the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com).
- iii) The Company completed dispatch of Notice of AGM on Saturday, September 4, 2021 by E-mail to Members who had registered their email addresses with the Company / Depositories.

### 4. Cut-off date

Voting rights were reckoned as on Wednesday, September 22, 2021 being the cut-off date for deciding the entitlements of members for remote e-voting and e-voting during the AGM.

### 5. Remote e-voting process

- i) **Agency:** The Company had appointed National Securities Depository Limited (NSDL) as the agency for providing the platform for remote e-voting and e-voting during the AGM.
- ii) **Remote e-voting period:** The Remote e-voting remained open from 10:00 a.m. on Sunday, September 26, 2021 and ended on Tuesday, September 28, 2021 at 5:00 p.m.

The votes cast were unblocked on Wednesday, September,29, 2021 after the conclusion of the AGM and was witnessed by two witnesses, who are not in the employment of the Company.

They have signed below in confirmation of the same.



Name: Pradeep Dhuri



Name: Shivsahay Mishra



**iii) Voting at the AGM:** After the time fixed for closing of the e-voting by the Chairman, the electronic system recording the e-voting (e-votes) was locked by National Securities Depository Limited (NSDL).

The e-votes cast were unblocked on, September 29, 2021 after 15 minutes of conclusion of proceedings of AGM.

I hereby submit the Consolidated Scrutinizer's Report based on the results of remote e-voting and e-voting during the AGM based on the reports downloaded from the e-voting website of National Securities Depository Limited (NSDL) and relied upon by me as under:



## CONSOLIDATED RESULTS

### ORDINARY BUSINESS:

#### Item No 1: Ordinary Resolution

To receive, consider and adopt the Financial Statements of the company for the financial year ended march 31, 2021 together with Board Report and Auditor's Report thereon.

| Particulars | Remote E-Voting |          | E-Voting at the AGM |       | Total  |          | Percentage (%) |
|-------------|-----------------|----------|---------------------|-------|--------|----------|----------------|
|             | Number          | Votes    | Number              | Votes | Number | Votes    |                |
| Assent      | 87              | 24353878 | 1                   | 2000  | 88     | 24355878 | 100 %          |
| Dissent     | 0               | 0        | 0                   | 0     | 0      | 0        | 0 %            |
| Total       | 87              | 24353878 | 1                   | 2000  | 88     | 24355878 | 100 %          |

#### Item No 2: Ordinary Resolution

To declare final dividend of Rs. 0.20 per equity shares for the year ended March 31, 2021.

| Particulars | Remote E-Voting |          | E-Voting at the AGM |       | Total  |          | Percentage (%) |
|-------------|-----------------|----------|---------------------|-------|--------|----------|----------------|
|             | Number          | Votes    | Number              | Votes | Number | Votes    |                |
| Assent      | 87              | 24353878 | 1                   | 2000  | 88     | 24355878 | 100 %          |
| Dissent     | 0               | 0        | 0                   | 0     | 0      | 0        | 0 %            |
| Total       | 87              | 24353878 | 1                   | 2000  | 88     | 24355878 | 100 %          |

#### Item No 3: Ordinary Resolution

Re-appointment of Mr. Milan Dalal (DIN: 00062453) as a Director liable to retire by rotation pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013.

| Particulars | Remote E-Voting |          | E-Voting at the AGM |       | Total  |          | Percentage (%) |
|-------------|-----------------|----------|---------------------|-------|--------|----------|----------------|
|             | Number          | Votes    | Number              | Votes | Number | Votes    |                |
| Assent      | 83              | 24353485 | 1                   | 2000  | 84     | 24355485 | 99.9997 %      |
| Dissent     | 3               | 93       | 0                   | 0     | 3      | 93       | 0.0003 %       |
| Total       | 86              | 24353578 | 1                   | 2000  | 87     | 24355578 | 100 %          |



**SPECIAL BUSINESS:****Item No 4: Ordinary Resolution**

Approval for renewal of contract period and remuneration of Mr. Ameya Dhupelia as Country Head, United Kingdom pursuant to Section 188(1) (f) of Companies Act, 2013

| Particulars       | Remote E-Voting |          | E-Voting at the AGM |       | Total  |          | Percentage (%) |
|-------------------|-----------------|----------|---------------------|-------|--------|----------|----------------|
|                   | Number          | Votes    | Number              | Votes | Number | Votes    |                |
| Assent            | 78              | 14347115 | 1                   | 2000  | 79     | 14349115 | 99.9871 %      |
| Dissent           | 7               | 1843     | 0                   | 0     | 7      | 1843     | 0.0129 %       |
| Invalid *         | 2               | 10004920 | 0                   | 0     | 2      | 10004920 | -              |
| Total Valid Votes | 85              | 14348958 | 1                   | 2000  | 86     | 14350958 | 100 %          |

\*10004920 votes of 2 shareholders were not considered as being related parties.

**Item No 5: Special Resolution**

Payment of commission to Non-Executive Directors pursuant to the provisions of Sections 149(9), 197 and other applicable provisions, if any of the Companies Act, 2013 (the "Act") and the rules thereunder.

| Particulars | Remote E-Voting |          | E-Voting at the AGM |       | Total  |          | Percentage (%) |
|-------------|-----------------|----------|---------------------|-------|--------|----------|----------------|
|             | Number          | Votes    | Number              | Votes | Number | Votes    |                |
| Assent      | 81              | 24352006 | 1                   | 2000  | 82     | 24354006 | 99.9923 %      |
| Dissent     | 6               | 1872     | 0                   | 0     | 6      | 1872     | 0.0077 %       |
| Total       | 87              | 24353878 | 1                   | 2000  | 88     | 24355878 | 100 %          |

**Item No 6: Special Resolution**

Approval of 'Foods and Inns Employee Stock Option Plan 2021' ("ESOP 2021"/ "Plan") pursuant to the provisions of Section 62(1) (b) and other applicable provisions, if any, of the Companies Act, 2013.

| Particulars | Remote E-Voting |          | E-Voting at the AGM |       | Total  |          | Percentage (%) |
|-------------|-----------------|----------|---------------------|-------|--------|----------|----------------|
|             | Number          | Votes    | Number              | Votes | Number | Votes    |                |
| Assent      | 84              | 24353242 | 1                   | 2000  | 85     | 24355242 | 99.9973 %      |
| Dissent     | 3               | 636      | 0                   | 0     | 3      | 636      | 0.0027 %       |
| Total       | 87              | 24353878 | 1                   | 2000  | 88     | 24355878 | 100 %          |



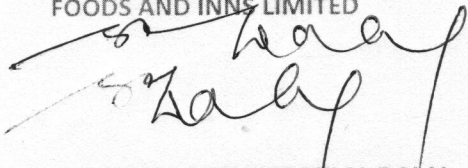
**RESULTS:**

The Electronic Records containing details of the Members, who voted "IN FAVOUR", or "AGAINST" for each resolution under remote e-Voting and e-voting at the AGM has been handed over to the Company Secretary for safe custody.

The above-mentioned resolutions are deemed to be passed with requisite majority as on the date of the 49th AGM of the Company i.e. Wednesday, September 29, 2021

Yours faithfully,  
Thanking You,

Countersigned by  
FOODS AND INNS LIMITED



BHUPENDRA CHAMPAKLAL DALAL  
DIN: 00061492

For RAGINI CHOKSHI & COMPANY

Ragini Kamal Chokshi  
Digitally signed  
by Ragini Kamal  
Chokshi  
Date: 2021.10.01  
11:28:44 +05'30'



RAGINI CHOKSHI  
(Partner)  
Membership No:2390  
C.P. Number: 1436  
UDIN: F002390C001058742

Place: Mumbai  
Date: 01/10/2021

Place: Mumbai  
Date: 1<sup>st</sup> October, 2021