

Date: 9th April, 2024

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

Sub.: Disclosure under Regulation 30 and Regulation 30A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended [“SEBI (LODR) Regulations”]

We wish to inform you that pursuant to Shareholders Agreement (**SHA**) dated April 9, 2024, entered amongst Raymond Simkins (Acquirer 1) and Existing Promoter Group (as specified in Annexure 1) for reclassification of Acquirer 1 as promoter of the Company pursuant to regulation 31A (5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. There has been no purchase / sale of any Equity Shares.

The above transaction shall attract an obligation on the Acquirer to make an open offer to the public shareholders of the Company pursuant to and in compliance with Regulation 3(1) and 4 and other applicable regulations of the SEBI SAST Regulations.

Please find attached Annexure I to this letter, disclosed pursuant to Regulation 30 and 30A of SEBI (LODR) Regulations and as per the circular bearing reference number SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.

This is for your information and 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



Sr. No.	Particulars	Details			
1	If the listed entity is a party to the agreement, i. Details of the counterparties	No, but Listed entity is confirming party to the agreement			
2	If listed entity is not a party to the agreement, i. Name of the party entering into such an agreement and the relationship with the listed entity; and ii. Details of the counterparties to the agreement (including name and relationship with the listed entity): iii. Date of entering into the agreement	Sr. No.	Name of Parties	Relation with the Company	
		1	Raymond Simkins Acquirer –I	Shareholder Non-executive and Non Independent Director	
		2	i. Rekha B. Dalal ii. Milan B. Dalal iii. Veena M. Dalal iv. Asim B. Dalal v. Satyen B. Dalal vi. Aditi A. Dalal vii. Devdutt M. Dalal viii. Avanti A. Dalal ix. Gaurika M. Dalal x. Bhupendra C. Dalal xi. Western Press Pvt Ltd. xii. Cifco Limited xiii. MPIL Corporation Limited xiv. Satyajyoti Holdings Private Limited	Existing Promoter and Promoter Group	
		9th April, 2024			
3	Purpose of entering into the agreement	Reclassification of Acquirer 1 as promoter of the Company pursuant to regulation 31A (5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.			
4	Shareholding, if any, in the entity with whom the agreement is executed`	Sr. No.	Name of Acquirers	No. of Shares	% of Holding
		1	Raymond Simkins Acquirer -I	64,26,660	10.99%
		2	Existing Promoter Group	1,16,83,840	19.97%
5	Significant terms of the agreement (in brief);	Pursuant to Shareholders agreement dated April 9, 2024 and on and from the completion of Open Offer process: i) The collective shareholding of the promoter and promoter group would exceed 25% of the Voting Share Capital of the Target Company which would exceed the threshold limit prescribed under Regulation 3(1) of the SEBI SAST Regulations; and ii) The Acquirer 1 will be reclassified as promoter of the Company and collectively along with Existing Promoter Group shall hold controlling stake in the Company, with all rights (under law and under SHA) to control the			

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		management or policy decisions of the Company and other rights as available under applicable law. The Existing Promoter and Promoter Group will be in charge of the overall business and day to day operations of the Company.
6	Extent and the nature of impact on management or control of the listed entity	The Acquirer 1 will be reclassified as promoter of the Company and collectively along with Existing Promoter Group shall hold controlling stake in the Company, with all rights (under law and under SHA) to control the management or policy decisions of the Company and other rights as available under applicable law. The Existing Promoter and Promoter Group will be in charge of the overall business and day to day operations of the Company.
7	Details and quantification of the restriction or liability imposed upon the listed entity	Nil
8	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	No
9	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”	No.
10	In case of issuance of shares to the parties, details of issue price, class of shares issued:	Not applicable
11	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	Not Applicable
12	In case of rescission, amendment or alteration, listed entity shall disclose additional details to the stock exchange(s): i.name of parties to the agreement; ii. nature of the agreement; iii. date of execution of the agreement; iv. details and reasons for amendment or alteration and impact thereof (including impact on management or control and on the restriction or liability quantified earlier); v. reasons for rescission and impact thereof (including impact on management or control and on the restriction or liability quantified earlier).	Not Applicable

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