



Foods & Inns

March 4, 2022

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| To, The General Manager, Department of Corporate Services, BSE Limited, 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,

Sub: Scrutinizer's Report

Pursuant to Section 108 and 109 of the Companies Act, 2013, enclosed please find the Scrutinizers reports of the Extra Ordinary General Meeting of Foods and Inns Limited held on Thursday, March 3, 2022 at 3:30 PM (IST).

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, 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.

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 : 03/03/2022

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,
Extra-ordinary General Meeting (EGM)
of FOODS AND INNS LIMITED
held on Thursday, March 3, 2022 at 3:30 pm

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 Extra Ordinary General Meeting ('EGM') 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 EGM of the Members of the Company, held on Thursday, March 3, 2022 at 3:30 pm (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 Extraordinary General Meeting (EGM) of the Members of the Company. Our responsibility as a Scrutinizer is to scrutinize remote e-voting and e-voting conducted during the EGM 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 EGM, engaged by the Company.

3. Dispatch of Notice convening EGM

- 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 February 9, 2022 in The Free Press Journal, Mumbai (English Edition) and Nav Shakti (Marathi Edition), both the newspapers having electronic editions specifying all the necessary information prescribed in the rules and circulars.
- ii) The Company hosted the notice of EGM on its website namely www.foodsandinns.com and also uploaded the same on the website of the Stock Exchanges i.e. BSE Limited and NSE Limited at www.bseindia.com and www.nseindia.com respectively.
- iii) The Company completed dispatch of Notice of EGM on Wednesday, February 9, 2022 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 Thursday, February 24, 2022 being the cut-off date for deciding the entitlements of members for remote e-voting and e-voting during the EGM.

5. Remote e-voting process

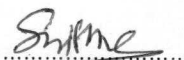
- i) **Agency:** The Company had appointed National Securities Depository Limited (NSDL) as the agency for providing the platform for remote e-voting and e-voting during the EGM.
- ii) **Remote e-voting period:** The Remote e-voting remained open from 10:00 a.m. on Monday, February 28, 2022 and ended on Wednesday, March 2, 2022 at 5:00 p.m.

The votes cast were unblocked on Thursday, March 3, 2022 after the conclusion of the EGM 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: Shivshay Mishra

iii) **Voting at the EGM:** 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, Thursday, March 3, 2022 after 15 minutes of conclusion of proceedings of EGM.

I hereby submit the Consolidated Scrutinizer's Report based on the results of remote e-voting and e-voting during the EGM 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

SPECIAL BUSINESS:

Item No 1: Special Resolution

Issue of securities for an amount up to and not exceeding Rs.180 crores (Rupees one hundred and eighty crores) or in any other equivalent currency

| Particulars | Remote E-Voting | | E-Voting at the EGM | | Total | | Percentage (%) |
|-------------|-----------------|----------|---------------------|-------|--------|----------|----------------|
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 129 | 35318558 | 2 | 3800 | 131 | 35322358 | 99.99 |
| Dissent | 5 | 3950 | 0 | 0 | 5 | 3950 | 0.01 |
| Total | 134 | 35322508 | 2 | 3800 | 136 | 35326308 | 100 |

Item No 2: Ordinary Resolution

Approval for appointment of Mr. Milan Dalal as Managing Director of the Company

| Particulars | Remote E-Voting | | E-Voting at the EGM | | Total | | Percentage (%) |
|-------------|-----------------|-----------|---------------------|-------|--------|----------|----------------|
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 121 | *15709419 | 2 | 3800 | 123 | 15713219 | 53.22 |
| Dissent | 11 | 13810549 | 0 | 0 | 11 | 13810549 | 46.78 |
| Total | 132 | 29519968 | 2 | 3800 | 134 | 29523768 | 100 |

*Note: 5802540 number of shares have not been considered being the shares of relatives.

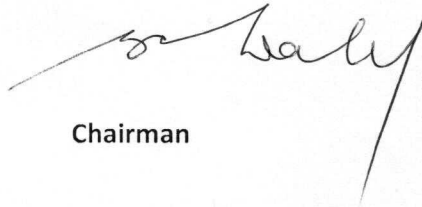
RESULTS:

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 EGM 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 EGM of the Company i.e. Thursday, March 3, 2022.

Yours faithfully,
Thanking You,

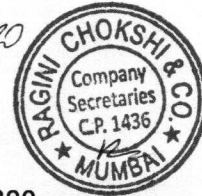
Countersigned by
FOODS AND INNS LIMITED



Chairman

For RAGINI CHOKSHI & COMPANY

R. K. Chokshi



RAGINI CHOKSHI
(Partner)

Membership No:2390

C.P. Number: 1436

UDIN: F002390C002786688

Place: Mumbai

Date: 04/03/2022

Place: Mumbai

Date: 03/03/2022