



October 1, 2020

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. Also 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:** 3rd Floor, Dulwich Mansion, 224 Tardeo Road, Mumbai 400007  
+91-22-23533104 | writetous@foodsandinns.com | www.foodsandinns.com | CIN No: L55200MH1967PLC013837  
**Registered Address:** UdyogBhavan, 2nd Floor, 29 WalchandHirachandMarg, Ballard Estate, Mumbai 400038

Tel 022-2283 1120  
022-2283 1134



## ***Ragini Chokshi & Co.*** ***Company Secretaries***

34, Kamer Building, 5<sup>th</sup> Floor, 38 Cawasji Patel Street, Fort, Mumbai- 400 001

E-mail: [ragini.c@rediffmail.com](mailto:ragini.c@rediffmail.com)/[mail@csraginichokshi.com](mailto:mail@csraginichokshi.com)

Web: [csraginichokshi.com](http://csraginichokshi.com)

### **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,  
48<sup>th</sup> Annual General Meeting (AGM) of FOODS AND INNS LIMITED held on Wednesday,  
September 30, 2020 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, 5<sup>th</sup> 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 48<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 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 on the businesses contained in the Notice of the 48<sup>th</sup> AGM of the Members of the Company, held on Wednesday, September 30, 2020 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 48<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 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 respectively issued by the Ministry of Corporate Affairs. The advertisement was published in 'The Free Press Journal' in English language and Mumbai Navshakti, in Marathi language on September 08, 2020, 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 Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com)
- iii) The Company completed dispatch of Notice of AGM on September 4, 2020 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 23, 2020 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 27, 2020 and ended on Tuesday, September 29, 2020 at 5:00 p.m.

The votes cast were unblocked on Wednesday, 30<sup>th</sup> September 2020 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: Saraswati Phadnis

  
Name: Pradeep Dhuri





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 Wednesday, 30<sup>th</sup> September, 2020 after 15 minutes of conclusion 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

**Item No 1: Ordinary Resolution**

To receive, consider and adopt the Audited Financial Statements of the Company on standalone and consolidated basis for the Financial Year ended March 31, 2020, together with the Reports of the Directors and Auditors thereon.

(i) Voted **in favour** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	55	22254797	99.95
E-Voting at the AGM	7	10509	0.05
Total	62	22265306	100

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	1	75	0.00
e-Voting at the AGM	0	0	0.00
Total	1	75	0.00





**Item No 2: Ordinary Resolution**

To declare final dividend of Rs. 0.20 per equity shares for the year ended 31st March, 2020.

(i) Voted **in favour** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	55	22254797	99.95
e-Voting at the AGM	7	10509	0.05
Total	62	22265306	100

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	1	75	0.00
e-Voting at the AGM	0	0	0.00
Total	1	75	0.00

**Item No 3: Special Resolution**

Re-appointment of Mr. Bhupendra Dalal (DIN: 00061492) as a Director liable to retire by rotation.

(i) Voted **in favour** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	53	22254137	99.95
e-Voting at the AGM	7	10509	0.05
Total	60	22264646	100

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	3	735	0.00
e-Voting at the AGM	0	0	0.00
Total	3	735	0.00





**Item No 4: Ordinary Resolution**

Appointment of Mrs. Pallavi Dhupelia (DIN: 00169818) as a Non- Executive Non- Independent Director of the Company

(i) Voted **in favour** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	53	22253587	99.95
e-Voting at the AGM	7	10509	0.05
Total	60	22264096	100

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	2	435	0.00
e-Voting at the AGM	0	0	0.00
Total	2	435	0.00

**Item No 5: Ordinary Resolution**

Appointment of Mr. Maneck Davar (DIN: 01990326) as a Non- Executive Independent Director of the Company.

(i) Voted **in favour** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	53	22254137	99.95
Voting at the AGM	7	10509	0.05
Total	60	22264646	100

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	3	735	0.00
Voting at the AGM	0	0	0.00
Total	3	735	0.00





**Item No 6: Ordinary Resolution**

Approval of increase in remuneration of Mr. Ameya Dhupelia as Country Head, United Kingdom pursuant to Section 188(1)(f) of Companies Act, 2013.

(i) Voted **in favour** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	51	22253281	99.94
Voting at the AGM	7	10509	0.05
Total	58	22263790	99.99

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	5	1591	0.01
Voting at the AGM	0	0	0.00
Total	5	1591	0.01





**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 48<sup>th</sup> AGM of the Company i.e. Wednesday 30<sup>th</sup> September, 2020.

Yours faithfully,

Thanking You,

For RAGINI CHOKSHI & CO

*R. K. Chokshi*

RAGINI CHOKSHI  
(Partner)

Membership No: 2390

C.P. Number: 1436

UDIN: F002390B000836311



Place: Mumbai  
Date: 01/10/2020

Countersigned by

FOODS AND INNS LIMITED

*Bhupendra Dalal*

Mr. Bhupendra Dalal  
Chairman

DIN: 00061492

Place: Mumbai

Date: 01/10/2020