



Foods & Inns

September 27, 2019

To
The Secretary
Bombay Stock Exchange Limited
PhirozeJeejeebhoy 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 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



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 : 27/09/2019

Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman, 47th Annual General Meeting (AGM) of the Equity Shareholders of **FOODS AND INNS LIMITED**, held on Friday, 27th September 2019 at 10.15 am at M. C Ghia Hall, Indian Textile Accessories & Machinery Manufacturers' Association, Bhogilal Hargovindas Building, 4th Floor, 18/20, K. Dubash Marg, Kala Ghoda, Mumbai-400 001.

Dear Sir,

I, Ragini Chokshi Partner of M/s. Ragini Chokshi & Co., a Company Secretary Firm having its registered office at 34 Kamer Bldg, 5th Floor, 38 Cawasji Patel Street, Fort, Mumbai-400001, has been appointed as the Scrutinizer by the Board of Directors of **FOODS AND INNS LIMITED** (the Company) for the purpose of:

- (i) Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and
- (ii) Scrutinizing the physical ballot (Poll), voting process under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, conducted for passing the resolutions contained in the Notice dated 14th August, 2019 convening the 47th AGM of the Equity Shareholders of the Company held on Friday, 27th September 2019 at 10.15 am at M. C Ghia Hall, Indian Textile Accessories & Machinery Manufacturers' Association, Bhogilal Hargovindas Building, 4th Floor, 18/20, K. Dubash Marg, Kala Ghoda, Mumbai-400 001.

The Notice dated 14th August, 2019 convening the AGM along with the statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to the shareholders in respect of the below mentioned resolutions to be passed at the AGM of the Equity Shareholders of the Company.

The Company had availed the remote e - voting facility offered by National Services Depository Limited (NSDL) for facilitating remote e-voting to the Shareholders of the Company. The Company also provided voting by physical ballot (Poll) at the venue of the Annual General Meeting to those members who attended the Annual General Meeting and who had not voted electronically.

The Shareholders of the Company holding shares of the Company as on the "cut-off" date on Wednesday, 18th September, 2019 were entitled to vote on the resolutions as contained in the Notice dated 14th August, 2019 of AGM of the Company.



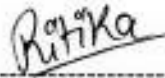
The period for remote e-voting commenced on Monday, 23rd September, 2019 at 09:00 a.m. and ended on Thursday, 26th September, 2019 at 5:00 p.m.

After the end of the remote e-voting period i.e. 26th September, 2019 at 5.00 p.m., I was provided access to details of the members who had opted for e-voting. The details such as the name of the member, folio no. and number of shares held by the member have been seen to ensure that these members do not vote again at the AGM. However, the manner in which the votes were cast by the members were not available.

Further, the Chairman announced the voting through Physical Ballot (Poll) at the AGM Venue for the Shareholders who attended the meeting and had not cast their vote earlier through remote e-voting.

After the time fixed for closing of the poll by the Chairman, One (1) ballot box kept for polling was locked in our presence with due identification marks placed by me.

The locked ballot box was subsequently opened in the presence of two witnesses mentioned below, who are not in the employment of the Company. They have signed below in confirmation of the ballot box being opened in their presence.



Name: Ritika Mishra




Name: Rahul Goswami

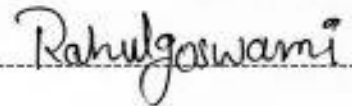
The poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by M/s. Link Intime India Limited, Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.

The poll papers, which were incomplete and /or which were otherwise found defective, if any have been treated as invalid and kept separately.

The votes cast through e-voting were unblocked after the Annual General Meeting in the presence of two witnesses mentioned below, who are not in the employment of the Company. They have signed below in confirmation of the ballot box being opened in their presence.



Name: Ritika Mishra



Name: Rahul Goswami

We have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the e-voting website of NSDL and also the ballot forms received during the poll process at the Annual General Meeting.



Resolution No. 1: Ordinary Resolution:

Adoption of Financial Statements

To consider and approve the Audited Financial Statements of the Company on standalone and consolidated basis for the Financial Year ended March 31, 2019, together with the Reports of the Directors and Auditors thereon.

(i) Voted **in favor** 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	23	14056333	99.9604
Physical Ballots	16	5565	0.0396
Total	39	14061898	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	0	0	0
Physical Ballots	0	0	0
Total	0	0	0

(iii) **Invalid** votes:

Type of Voting	Number of members voted	Number of votes cast by them
Remote e-Voting	0	0
Physical Ballots	2	435
Total	0	0



Resolution No. 2: Ordinary Resolution:

Declaration of Dividend

To declare final dividend of Rs. 0.20 per equity shares for the year ended 31st March, 2019.

(i) Voted **in favor** 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	23	14056333	99.9604
Physical Ballots	16	5565	0.0396
Total	39	14061898	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	0	0	0
Physical Ballots	0	0	0
Total	0	0	0

(iii) **Invalid** votes:

Type of Voting	Number of members voted	Number of votes cast by them
Remote e-Voting	0	0
Physical Ballots	2	435
Total	0	0



Resolution No. 3: Ordinary Resolution:

To re-appoint Mr. Raymond Simkins (DIN: 01573312), who retires by rotation and is eligible, as the 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	23	14056333	99.9604
Physical Ballots	16	5565	0.0396
Total	39	14061898	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	0	0	0
Physical Ballots	0	0	0
Total	0	0	0

(iii) **Invalid** votes:

Type of Voting	Number of members voted	Number of votes cast by them
Remote e-Voting	0	0
Physical Ballots	2	435
Total	0	0



Resolution No. 4: Special Resolution:

Alteration of Objects Clause in the Memorandum of Association of the Company.

(i) Voted **in favor** 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	21	14008863	99.9603
Physical Ballots	16	5565	0.397
Total	37	14014428	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	0	0	0
Physical Ballots	0	0	0
Total	0	0	0

(iii) **Invalid** votes:

Type of Voting	Number of members voted	Number of votes cast by them
Remote e-Voting	0	0
Physical Ballots	2	435
Total	0	0



RESULTS:

I report that all the resolutions stated above stands approved by the Members of the Company with requisite majority.

The electronic data and all other relevant records relating to Remote E-voting and Physical Voting through Ballot Papers at the AGM venue is under our safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the Annual General Meeting.

Thanking You,

Yours faithfully,

Place: Mumbai

Date: September 27, 2019

For Ragini Chokshi & Co.
(Company Secretaries)



R. K. Chokshi

Ragini Chokshi
(Partner)
Mem. No. F2390
C.P. No. 1436

Counter Signed by
For **FOODS AND INNS LIMITED**

A handwritten signature in blue ink, appearing to read "Bhupendra Dalal".

Mr. Bhupendra Dalal
DIN: 00061492
(CHAIRMAN)
(47th ANNUAL GENERAL MEETING)