



FOODS AND INNS LIMITED

Corporate Office : Dulwich Mansion, 3rd Floor, 224, Tardeo Road, Mumbai-400 007.
Tel No.: 23533103/04/05 Fax No.: 23533106/07 Email: writetous@foodsandinns.com
Registered Office: Foods and Inns Building, Sion-Trombay Road, Punjabwadi,
Deonar, Mumbai - 400 088 website: www.foodsandinns.com
Corporate Identity No: L55200MH1967PLC013837

September 25, 2014

To:

The Secretary,
The Bombay Stock Exchange,
Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai - 400001

Pune Stock Exchange Limited
Shivleela Chambers
752, Sadashiv Peth
R. B. Kumthekar Marg
Pune - 411030

Fax:22722037/ 39/ 41

Dear Sir,

Sub: Scrutinizers Reports

Pursuant to Section 108 and 109 of the Companies Act, 2013, enclosed please find the Scrutinizers reports in relation to E-voting, poll and combined report. Also ~~the~~ reports have been placed on Company's website www.foodsandinns.com ~~and also on~~ the NSDL website.

This is for your information and records.

Kindly acknowledge receipt.

Thank you.

Yours faithfully
For **FOODS AND INNS LIMITED**

Moloy Saha
Compliance Officer

Encl: As above

J.Y. GUPTÉ
COMPANY SECRETARIES

36, Mangesh Sadan, 246 Lady Jamshetji Road, Dadar, Mumbai 400 028
Tel: 022 24466664, E-mail- rjg62000@yahoo.com

FORM No MGT -13

Scrutinizer's Report

[Pursuant to Section 109 of the Companies Act, 2013 and rule 21 (2) of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
Foods and Inns Limited
224, Dulwich Mansion,
3rd Floor, Tardeo
Mumbai 400 007

Sub: Scrutinizer's Report on poll conducted in the Forty Second Annual General Meeting of the Shareholders of Foods and Inns Limited held on September 22, 2014 at Sir Vithaldas Chambers, 6th Floor, 16 Mumbai Samachar Marg, Fort, Mumbai 400 001 in terms of provisions of section 109 of the Companies Act, 2013 read with Clause 35B of the Listing Agreement and Rule 21 of the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof.

Dear Sir

I, J.Y. Gupte, Practising Company Secretary (Membership No: 4539, CP No: 3589), Propertior, 36, Mangesh Sadan, 246 Lady Jamshetji Road, Dadar, Mumbai 400 028 was appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the Forty Second Annual General Meeting of the Shareholders of Foods and Inns Limited held on September 22, 2014 at Sir Vithaldas Chambers, 6th Floor, 16 Mumbai Samachar Marg, Fort, Mumbai 400 001, submit my report as under:

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

JY Gupte

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2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Link In-time India Private Limited and the Authorizations/ proxies lodged with the Company.
3. The poll papers, which were incomplete and which were otherwise found defective have been treated as invalid and kept separately.
4. The results of the poll is as under

A. Resolution 1- Ordinary Resolution

To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2014 and the Statement of Profit & Loss for the financial year ended on that date along with the Report of the Directors and Auditors thereon:

i. Voted in favour of the resolution

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
7	18	100%

ii. Voted Against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
NIL	NIL	NIL

iii. Invalid Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	601

B. Resolution 2- Ordinary Resolution

To declare Final Dividend on equity shares for the financial year ended 31st March, 2014

i. Voted in favour of the resolution

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
7	18	100%

Y. Gupta

MUMBAI

ii. Voted Against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
NIL	NIL	NIL

iii. Invalid Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	601

C. Resolution 3- Ordinary Resolution

To re-appoint M/s B.S. Mehta & Co., Chartered Accountants, (Firm Registration No.106190W) as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting, until the conclusion of third Annual General Meeting to held after this meeting, (subject to ratification of their appointment at every Annual General Meeting) and to fix their remuneration for the financial year ending 31st March, 2015

i. Voted in favour of the resolution

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
7	18	100%

ii. Voted Against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
NIL	NIL	NIL

iii. Invalid Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	601

Y Gupta
MUMBAI
COMPANY SECRETARY

D. Resolution 4- Ordinary Resolution

To fill vacancy caused by retirement of Mr. George P. Gonzor (DIN: 02138054)

i. Voted in favour of the resolution

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
7	18	100%

ii. Voted Against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
NIL	NIL	NIL

iii. Invalid Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	601

E. Resolution 5- Ordinary Resolution

Appointment of Mr. Bhupen C. Dalal (DIN: 00061492) as a director retiring by rotation

i. Voted in favour of the resolution

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
7	18	100%

ii. Voted Against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
NIL	NIL	NIL

iii. Invalid Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	601

Y Gupta

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F. Resolution 6- Ordinary Resolution

Appointment of Mr. Dadi B. Engineer (DIN: 00047028) as an Independent Director of the Company

i. Voted in favour of the resolution

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
7	18	100%

ii. Voted Against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
NIL	NIL	NIL

iii. Invalid Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	601

G. Resolution 7- Ordinary Resolution

Appointment of Mr. Dinkarray D. Trivedi (DIN: 00380306) as an Independent Director of the Company

i. Voted in favour of the resolution

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
7	18	100%

ii. Voted Against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
NIL	NIL	NIL

iii. Invalid Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	601

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H. Resolution 8- Ordinary Resolution

Remuneration of Cost Auditor

i. Voted in favour of the resolution

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
7	18	100%

ii. Voted Against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
NIL	NIL	NIL

iii. Invalid Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	601

I. Resolution 9- Special Resolution

Borrowing Limits of the Company

i. Voted in favour of the resolution

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
7	18	100%

ii. Voted Against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
NIL	NIL	NIL

iii. Invalid Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	601

Company Secretary
MUMBAI

J. Resolution 10- Special Resolution

Creation of Mortgage/ Charge on the movable and immovable properties of the Company

i. Voted in favour of the resolution

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
7	18	100%

ii. Voted Against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
NIL	NIL	NIL

iii. Invalid Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	601

5. A compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Compliance Officer for safe keeping.

Thanking You

Yours Faithfully



J.Y. Gupte
Company Secretary

Membership No: 4539
CP No: 3589

JY GUPTA
MUMBAI
Company Secretary

Place: Mumbai

Date: September 22, 2014

J.Y. GUPTÉ
COMPANY SECRETARIES

36, Mangesh Sadan, 246 Lady Jamshetji Road, Dadar, Mumbai 400 028
Tel: 022 24466664, E-mail- rjg62000@yahoo.com

Scrutinizer's Report

**[Pursuant to Section 108 of the Companies Act, 2013
[Rule 20 (xi) of the Companies (Management and Administration) Rules, 2014]**

To
The Chairman
Foods and Inns Limited
224, Dulwich Mansion,
3rd Floor, Tardeo
Mumbai 400 007

Sub: Scrutinizer's Report on e-voting conducted in terms of provisions of Section 108 of the Companies Act, 2013 read with Clause 35B of the Listing Agreement and Rule 20 of the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof.

Dear Sir

I, J.Y. Gupte, Practising Company Secretary (Membership No: 4539, CP No: 3589), Propertior, 36, Mangesh Sadan, 246 Lady Jamshetji Road, Dadar, Mumbai 400 028 was appointed as Scrutinizer by the Board of Directors of Foods and Inns Limited (the Company) for the purpose of e-voting process on the agenda items to be transacted at the Forty Second Annual General Meeting (AGM) of the Company to be held on Monday September 22, 2014 at 11.00 a.m at Sir Vithaldas Chambers, 6th Floor, 16 Mumbai Samachar Marg, Fort, Mumbai 400 001

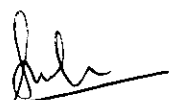
I submit my report as under:

- a The Company has provided e- voting facility to the Shareholders registered with the Company and entitled to vote as on August 15, 2014.
- b. The e-voting period began at 9.00 a.m on Wednesday September 17, 2014 and ended at 6.00 p.m on Friday September 19, 2014. The votes received electronically from the Shareholders till Friday September 19, 2014 upto 6.00 p.m being the last date and time fixed by the Company for e-voting was considered for my scrutiny.
- c. The members have casted their votes through e-voting facility provided by the National Securities Depository Limited (NSDL) as the authorised Agency to provide e-voting facilities.

JY Gupte

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- d. I have monitored the process of electronic voting through the Scrutinizer's secured link provided by NSDL on the designated website.
- e. Particulars of all votes received electronically from the Members have been entered in the register separately maintained for the purpose.
- f. The votes received electronically were duly scrutinized and the shareholders was matched/ confirmed with the Register of members of the Company as on the cut – off date i.e August 15, 2014.
- g. The votes were unblocked at Mumbai on September 20, 2014 at 10.00 a.m in the presence of CA Nitin Kulkarni and CA Atula Kulkarni who are not the employees of the Company, and who have signed below as witness to the unblocking of votes.



Name: CA Nitin Kulkarni



Name: CA Atula Kulkarni

- h. Thereafter the details containing, inter-alia, list of Equity Shareholders, who voted "For" and "Against", each of the resolutions that were put to vote, were generated from the e-voting website of NSDL i.e <http://evoting.nsdl.com> and based on such reports generated, the result of the e-voting is provided hereunder.

A Summary of the votes received electronically is given below:

1. Resolution 1- Ordinary Resolution

To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2014 and the Statement of Profit & Loss for the financial year ended on that date along with the Report of the Directors and Auditors thereon:

i. Voted in favour of the resolution

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
13	338833	100%

ii. Voted Against the resolution:

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
NIL	NIL	NIL

iii. Invalid Votes

Total Number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

2. Resolution 2- Ordinary Resolution

To declare Final Dividend on equity shares for the financial year ended 31st March, 2014

i. Voted in favour of the resolution

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
13	338833	100%

ii. Voted Against the resolution:

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
NIL	NIL	NIL

iii. Invalid Votes

Total Number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

3. Resolution 3- Ordinary Resolution

To re-appoint M/s B.S. Mehta & Co., Chartered Accountants, (Firm Registration No.106190W) as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting, until the conclusion of third Annual General Meeting to held after this meeting, (subject to ratification of their appointment at every Annual General Meeting) and to fix their remuneration for the financial year ending 31st March, 2015

i. Voted in favour of the resolution

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
13	338833	100%

ii. Voted Against the resolution:

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
NIL	NIL	NIL

iii. Invalid Votes

Total Number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

JY Gupte

4. Resolution 4- Ordinary Resolution

To fill vacancy caused by retirement of Mr. George P. Gonzor (DIN: 02138054)

i. Voted in favour of the resolution

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
13	338833	100%

ii. Voted Against the resolution:

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
NIL	NIL	NIL

iii. Invalid Votes

Total Number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

5. Resolution 5- Ordinary Resolution

Appointment of Mr. Bhupen C. Dalal (DIN: 00061492) as a director retiring by rotation

i. Voted in favour of the resolution

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
13	338833	100%

ii. Voted Against the resolution:

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
NIL	NIL	NIL

iii. Invalid Votes

Total Number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

JY Gupte
MUMBAI
Company Secretary

6. Resolution 6- Ordinary Resolution

Appointment of Mr. Dadi B. Engineer (DIN: 00047028) as an Independent Director of the Company

i. Voted in favour of the resolution

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
13	338833	100%

ii. Voted Against the resolution:

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
NIL	NIL	NIL

iii. Invalid Votes

Total Number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

7. Resolution 7- Ordinary Resolution

Appointment of Mr. Dinkarray D. Trivedi (DIN: 00380306) as an Independent Director of the Company

i. Voted in favour of the resolution

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
13	338833	100%

ii. Voted Against the resolution:

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
NIL	NIL	NIL

iii. Invalid Votes

Total Number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

8. Resolution 8- Ordinary Resolution

Remuneration of Cost Auditor

i. Voted in favour of the resolution

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
13	338833	100%

JY Gupta

ii. Voted Against the resolution:

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
NIL	NIL	NIL

iii. Invalid Votes

Total Number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

9. Resolution 9- Special Resolution

Borrowing Limits of the Company

i. Voted in favour of the resolution

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
11	322519	99.001%

ii. Voted Against the resolution:

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
1	1	0.009%

iii. Invalid Votes

Total Number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

10. Resolution 10- Special Resolution

Creation of Mortgage/ Charge on the movable and immovable properties of the Company

i. Voted in favour of the resolution

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
12	338832	99.001%

ii. Voted Against the resolution:

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
1	1	0.009%

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iii. Invalid Votes

Total Number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

The Register and all other papers relating to e-voting shall remain in our safe custody until the Chairman considers, approve and sign the minutes of the Annual General Meeting and thereafter the same shall be returned and handed over to the Company.

Thanking You

Yours Faithfully



J.Y. Gupte
Company Secretary

Membership No: 4539
C P No: 3589

Place: Mumbai

Date: September 20, 2014



J.Y. GUPTÉ
COMPANY SECRETARIES

36, Mangesh Sadan, 246 Lady Jamshetji Road, Dadar, Mumbai 400 028
Tel: 022 24466664, E-mail- rjg62000@yahoo.com

SCRUTINIZER'S REPORT

To
The Chairman
Foods and Inns Limited
224, Dulwich Mansion,
3rd Floor, Tardeo
Mumbai 400 007

Sub: Scrutinizer's Report (Combined) on e-voting and poll on the agenda items transacted at the Forty Second Annual General Meeting (AGM) of the Company held on Monday September 22, 2014 at 11.00 a.m at Sir Vithaldas Chambers, 6th Floor, 16 Mumbai Samachar Marg, Fort, Mumbai 400 001.

Dear Sir

I, J.Y. Gupte, Practising Company Secretary, have been appointed as a Scrutinizer by:

- a. the Board of Directors of Foods and Inns Limited (the Company) for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and administration) Rules, 2014.
- b. the Chairman of the AGM on poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and administration) Rules, 2014, on the resolutions contained in the notice to the Forty Second AGM of the Company held on Monday September 22, 2014 at 11.00 a.m at Sir Vithaldas Chambers, 6th Floor, 16 Mumbai Samachar Marg, Fort, Mumbai 400 001.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice of the Forty Second Annual General Meeting of the members of the Company. My responsibility as scrutinizer for the e-voting process and for poll at the AGM is restricted to make a scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system

J.Y. GUPTÉ
Company Secretary

provided by NSDL, the authorised agency engaged by the Company to provide e-voting facilities for e- voting and also at the time of poll.

I have issued separate Scrutinizer's Report dated September 20, 2014 on the e-voting and September 22,2014 on the poll on the resolutions contained in the notice of the AGM.

As requested by the management I submit herewith my combined report on the results of e- voting together with that of poll as under:

Item No of Notice	Mode of voting	Votes in favour of Resolution		Votes against the resolution		Invalid Votes
		Nos.	% of Total number of valid votes cast (favour and against)	Nos.	% of Total number of valid votes cast (favour and against)	
Item No 1 of the Notice (As an Ordinary Resolution)	E- voting	13	100%	NIL	NIL	
	Poll	7	100%	NIL	NIL	2
	Total	20	100%	NIL	NIL	2
Item No 2 of the Notice (As an Ordinary Resolution)	E- voting	13	100%	NIL	NIL	
	Poll	7	100%	NIL	NIL	2
	Total	20	100%	NIL	NIL	2
Item No 3 of the Notice (As an Ordinary Resolution)	E- voting	13	100%	NIL	NIL	
	Poll	7	100%	NIL	NIL	2
	Total	20	100%	NIL	NIL	2
Item No 4 of the Notice (As an Ordinary Resolution)	E- voting	13	100%	NIL	NIL	
	Poll	7	100%	NIL	NIL	2
	Total	20	100%	NIL	NIL	2
Item No 5 of the Notice (As an Ordinary Resolution)	E- voting	13	100%	NIL	NIL	
	Poll	7	100%	NIL	NIL	2
	Total	20	100%	NIL	NIL	2
Item No 6 of the Notice (As an Ordinary Resolution)	E- voting	13	100%	NIL	NIL	
	Poll	7	100%	NIL	NIL	2
	Total	20	100%	NIL	NIL	2
Item No 7 of the Notice (As an Ordinary Resolution)	E- voting	13	100%	NIL	NIL	
	Poll	7	100%	NIL	NIL	2
	Total	20	100%	NIL	NIL	2

17/9/14

Item No 8 of the Notice (As an Ordinary Resolution)	E- voting	13	100%	NIL	NIL	
	Poll	7	100%	NIL	NIL	2
	Total	20	100%	NIL	NIL	2
Item No 9 of the Notice (As an Special Resolution)	E- voting	11	99.001%	1	0.009%	
	Poll	7	100%	NIL	NIL	2
	Total	18	99.001%	1	0.0009%	2
Item No 10 of the Notice (As an Special Resolution)	E- voting	13	99.001%	1	0.009%	
	Poll	7	100%	NIL	NIL	2
	Total	20	99.001%	1	0.009%	2

Thanking You
Yours Faithfully


J.Y. Gupte
Company Secretary

Membership No: 4539
CP No: 3589

Place: Mumbai
Date: September 22, 2014

