



# FOODS AND INNS LIMITED

Corporate Office : Dulwich Mansion, 3<sup>rd</sup> 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**

**Date:** January 21, 2017

The Secretary,  
**BSE Limited**  
P.J. Towers, Dalal Street,  
Mumbai - 400 001.

**Sub: Submission of voting results conducted by Extra-Ordinary General Meeting held on January 20, 2017 under regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir/Madam,

Pursuant to section 102 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and amendments thereof and relevant regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 approval of the members of the Company was sought by means of Extra-Ordinary General Meeting held on January 20, 2017 for the purpose of the following:

- i) Approved the preferential issue of up to 40,000 Equity Shares on conversion of loan of a non-independent director of the Company into Equity Shares.
- ii) Approved the preferential issue of 16,500 Equity Shares to the persons other than promoter and promoter group of the Company.
- iii) Approved the preferential issue of 36,000 Warrants convertible into fully paid-up equity shares to Pallavi Dhupelia belonging to promoter and promoter group of the Company.
- iv) Approved the independency of allotment of equity shares and Warrants in all three (3) resolutions.

With reference to the above, please find enclosed herewith result of voting of Extra-Ordinary General Meeting (including e-voting) along with scrutinizers report.

Kindly take the same on records.

Thanking You.

Yours faithfully,

**For Foods and Inns Limited**

**MOLOY SAHA**  
**CHIEF EXECUTIVE OFFICER & COMPLIANCE OFFICER**

**Encl: a/a**

**Details of voting results pursuant to regulation 44(3) of the SEBI (LODR) Regulations, 2015.**

Date of EGM	January 20, 2017
Total number of shareholders on record date	2129
No. of shareholders present in the meeting either in person or proxy	Promoters and Promoters Group:6 Public:49
No. of shareholders attended the meeting through video conferencing	Promoters and Promoters Group: NIL Public: NIL

**Agenda-wise Disclosure**

**Agenda1: Preferential issue of Equity Shares on conversion of loan into Equity Shares**

Resolution Required :			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution			No					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter & Promoter Group	<b>E- voting</b>	35075	35075	NIL	35075	NIL	100	NIL
	<b>Poll</b>	513358	513358	NIL	513358	NIL	100	NIL
	<b>Total</b>	<b>548433</b>	<b>548433</b>	<b>NIL</b>	<b>548433</b>	<b>NIL</b>	<b>100</b>	<b>NIL</b>
Public-Institutions	<b>E- voting</b>	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	<b>Poll</b>	147185	147185	NIL	147185	NIL	100	NIL
	<b>Total</b>	<b>147185</b>	<b>147185</b>	<b>NIL</b>	<b>147185</b>	<b>NIL</b>	<b>100</b>	<b>NIL</b>
Public-Non Institutions	<b>E- voting</b>	31115	31115	NIL	31115	NIL	100	NIL
	<b>Poll</b>	14942	14942	NIL	14941	1	99.99	0.01
	<b>Total</b>	<b>46057</b>	<b>46057</b>	<b>NIL</b>	<b>46056</b>	<b>1</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>741675</b>	<b>741675</b>	<b>NIL</b>	<b>741674</b>	<b>1</b>	<b>99.99</b>	<b>0.01</b>

**Agenda 2: Preferential issue of Equity Shares**

Resolution Required :			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution			No					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter & Promoter Group	<b>E- voting</b>	35075	35075	NIL	35075	NIL	100	NIL
	<b>Poll</b>	217443	217443	NIL	217443	NIL	100	NIL
	<b>Total</b>	<b>252518</b>	<b>252518</b>	<b>NIL</b>	<b>252518</b>	<b>NIL</b>	<b>100</b>	<b>NIL</b>
Public-Institutions	<b>E- voting</b>	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	<b>Poll</b>	147185	147185	NIL	147185	NIL	100	NIL
	<b>Total</b>	<b>147185</b>	<b>147185</b>	<b>NIL</b>	<b>147185</b>	<b>NIL</b>	<b>100</b>	<b>NIL</b>
Public-Non Institutions	<b>E- voting</b>	31115	31115	NIL	31115	NIL	100	NIL
	<b>Poll</b>	14942	14942	NIL	14941	1	99.99	0.01
	<b>Total</b>	<b>46057</b>	<b>46057</b>	<b>NIL</b>	<b>46054</b>	<b>1</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>445760</b>	<b>445760</b>	<b>NIL</b>	<b>445759</b>	<b>1</b>	<b>99.99</b>	<b>0.01</b>

**Agenda 3:Preferential issue of Warrants convertible into fully paid-up equity shares**

Resolution Required :			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution			Yes					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter & Promoter Group	<b>E- voting</b>	35075	35075	NIL	35075	NIL	100	NIL
	<b>Poll</b>	217443	217443	NIL	217443	NIL	100	NIL
	<b>Total</b>	<b>252518</b>	<b>252518</b>	<b>NIL</b>	<b>252518</b>	<b>NIL</b>	<b>100</b>	<b>NIL</b>
Public-Institutions	<b>E- voting</b>	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	<b>Poll</b>	147185	147185	NIL	147185	NIL	100	NIL
	<b>Total</b>	<b>147185</b>	<b>147185</b>	<b>NIL</b>	<b>147185</b>	<b>NIL</b>	<b>100</b>	<b>NIL</b>
Public-Non Institutions	<b>E- voting</b>	31115	31115	NIL	31115	NIL	100	NIL
	<b>Poll</b>	14942	14942	NIL	14941	1	99.99	0.01
	<b>Total</b>	<b>46057</b>	<b>46057</b>	<b>NIL</b>	<b>46054</b>	<b>1</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>445760</b>	<b>445760</b>	<b>NIL</b>	<b>445759</b>	<b>1</b>	<b>99.99</b>	<b>0.01</b>

**Agenda 4: Independency of allotment of equity shares and Warrants in each of the above mentioned resolutions**

Resolution Required :			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution			No					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter & Promoter Group	<b>E- voting</b>	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	<b>Poll</b>	513358	513358	NIL	513358	NIL	100	NIL
	<b>Total</b>	<b>513358</b>	<b>513358</b>	<b>NIL</b>	<b>513358</b>	<b>NIL</b>	<b>100</b>	<b>NIL</b>
Public-Institutions	<b>E- voting</b>	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	<b>Poll</b>	147185	147185	NIL	147185	NIL	100	NIL
	<b>Total</b>	<b>147185</b>	<b>147185</b>	<b>NIL</b>	<b>147185</b>	<b>NIL</b>	<b>100</b>	<b>NIL</b>
Public-Non Institutions	<b>E- voting</b>	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	<b>Poll</b>	14942	14942	NIL	14941	1	99.99	0.01
	<b>Total</b>	<b>14942</b>	<b>14942</b>	<b>NIL</b>	<b>14941</b>	<b>1</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>675485</b>	<b>675485</b>	<b>NIL</b>	<b>675484</b>	<b>1</b>	<b>99.99</b>	<b>0.01</b>



**J.Y. GUPTA**  
**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 and rule 20 (xi) of the  
Companies (Management and Administration) Rules, 2014]**

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

**Sub: Scrutinizer's Report on remote e-voting conducted in terms of provisions of  
Section 108 of the Companies Act, 2013 read with Regulation 44 (3) of SEBI  
(Listing Obligations and Disclosure Requirements) Regulations 2015, including  
any statutory modification or re-enactment thereof.**

Dear Sir

I, J.Y. Gupte, Practising Company Secretary (Membership No: 4539, CP No: 3589), Proprietor, 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 remote e-voting process on the agenda items to be transacted at the Extra Ordinary General Meeting (EGM) of the Company to be held on Friday, January 20, 2017 at 5.00 p.m at Sir Vithaldas Chambers, 6<sup>th</sup> Floor, 16 Mumbai Samachar Marg, Fort, Mumbai 400 001.

I submit my report as under:


- a The Company has provided remote e- voting facility to the Shareholders registered with the Company and entitled to vote as on Friday, January 13, 2017.
- b. The e-voting period began at 10.00 a.m on Tuesday January 17, 2017 and ended at 5.00 p.m on Thursday January 19, 2017. The votes received electronically from the Shareholders till Thursday, January 19, 2017 upto 5.00 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.
- 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.

J.Y. GUPTA  
COMPANY SECRETARY  
MUMBAI  
13/01/2017

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 Friday, January 13, 2017.

g. The votes were unblocked at Mumbai on Thursday, January 19, 2017 at 6.00 p.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- Special Resolution**

**Preferential issue of Equity Shares on conversion of loan into Equity Shares**

i. Voted in favour of the resolution

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
<u>5</u>	<u>66190</u>	<u>100</u>

ii. Voted against the resolution:

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
<u>NIL</u>	<u>NIL</u>	<u>NIL</u>

iii. Invalid Votes

Total Number of members whose votes were declared invalid	Total number of votes cast by them
<u>NIL</u>	<u>NIL</u>

**2. Resolution 2- Special Resolution**

**Preferential issue of Equity Shares**

i. Voted in favour of the resolution

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
<u>5</u>	<u>66190</u>	<u>100</u>

ii. Voted against the resolution:

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
<u>NIL</u>	<u>NIL</u>	<u>NIL</u>

iii. Invalid Votes

Total Number of members whose votes were declared invalid	Total number of votes cast by them
<u>NIL</u>	<u>NIL</u>



**3. Resolution 3- Special Resolution**

**Preferential issue of Warrants convertible into fully paid-up equity shares**

i. Voted in favour of the resolution

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
<u>5</u>	<u>66190</u>	<u>100</u>

ii. Voted against the resolution:

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
<u>NIL</u>	<u>NIL</u>	<u>NIL</u>

iii. Invalid Votes

Total Number of members whose votes were declared invalid	Total number of votes cast by them
<u>NIL</u>	<u>NIL</u>

**4. Resolution 4- Special Resolution**

**Independency of allotment of equity shares and Warrants in each of the above mentioned resolutions**

i. Voted in favour of the resolution

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
<u>NIL</u>	<u>NIL</u>	<u>NIL</u>

ii. Voted against the resolution:


Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
<u>NIL</u>	<u>NIL</u>	<u>NIL</u>


iii. Invalid Votes

Total Number of members whose votes were declared invalid	Total number of votes cast by them
<u>NIL</u>	<u>NIL</u>

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. Gupta  
Company Secretary  
Membership No.:4539  
C P No: 3589  
Place: Mumbai  
Date: January 19, 2017

  
MUMBAI  
COMPANY SECRETARY

**A.Resolution 1- Special Resolution****Preferential issue of Equity Shares on conversion of loan into Equity Shares**

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
34	675484	99.9

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
1	1	0.01

iii. Invalid Votes

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

**B.Resolution 2- Special Resolution****Preferential issue of Equity Shares**

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
33	379569	99.9

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
1	1	0.01

iii. Invalid Votes

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

**C.Resolution 3- Special Resolution****Preferential issue of Warrants convertible into fully paid-up equity shares**

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
33	379569	99.9

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
1	1	0.01

**J.Y. GUPTA**  
**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,  
3<sup>rd</sup> Floor, Tardeo  
Mumbai 400 007

**Sub: Scrutinizer's Report on poll conducted in the Extra Ordinary General Meeting of the Shareholders of Foods and Inns Limited held on January 20, 2017 at Sir Vithaldas Chambers, 6<sup>th</sup> Floor, 16 Mumbai Samachar Marg, Fort, Mumbai 400 001 in terms of provisions of section 109 of the Companies Act, 2013 read with Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Rule 21 of the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof.**

Dear Sir

I, J.Y. Gupta, Practising Company Secretary (Membership No: 4539, CP No: 3589), Proprietor, 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 Extra Ordinary General Meeting of the Shareholders of Foods and Inns Limited held on Friday, January 20, 2017 at 5.00 p.m. at Sir Vithaldas Chambers, 6<sup>th</sup> 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 was locked in my presence with due identification marks placed by me.
2. The locked Ballot Box was 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

J.Y. GUPTA  
MUMBAI  
COMPANY SECRETARY

iii. Invalid Votes

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

**D. Resolution 4- Special Resolution**

Independency of allotment of equity shares and Warrants in each of the above mentioned resolutions

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
34	675484	99.9

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
1	1	0.01

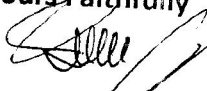
iii. Invalid Votes

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

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  
Place: Mumbai  
Date: January 21, 2017

JY GUPTA  
MUMBAI  
COMPANY SECRETARY

**J.Y. GUPTA**  
**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,  
3<sup>rd</sup> Floor, Tardeo  
Mumbai 400 007

**Sub: Scrutinizer's Report (Combined) on remote e-voting and poll on the agenda items transacted at the Extra Ordinary General Meeting (EGM) of the Company held on Friday, January 20, 2017 at 5.00 p.m at Sir Vithaldas Chambers, 6<sup>th</sup> Floor, 16 Mumbai Samachar Marg, Fort, Mumbai 400 001.**

Dear Sir

I, J.Y. Gupta, 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 remote 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 EGM 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 EGM of the Company held on Friday, January 20, 2017 at 5.00 p.m at Sir Vithaldas Chambers, 6<sup>th</sup> 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 remote e-voting and poll on the resolutions contained in the Notice of the Extra Ordinary General Meeting of the members of the Company. My responsibility as scrutinizer for the remote e-voting process and for poll at the EGM 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 provided by NSDL, the authorised agency engaged by the Company to provide remote e-voting facilities for e-voting and also at the time of poll.

I have issued separate Scrutinizer's Report dated Thursday, January 19, 2017 on the remote e-voting and Saturday, January 21, 2017 on the poll on the resolutions contained in the notice of the EGM.

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

J.Y. GUPTA  
MUMBAI  
COMPANY SECRETARY

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	Nos.	% of Total number of valid votes cast	
Item No 1 of the Notice (As an Special Resolution)	E- voting	5	66190	NIL	NIL	NIL
	Poll	34	675484	1	1	NIL
	<b>Total</b>	<b>39</b>	<b>741674</b>	<b>1</b>	<b>1</b>	<b>NIL</b>
Item No 2 of the Notice (As an Special Resolution)	E- voting	5	66190	NIL	NIL	NIL
	Poll	33	379569	1	1	NIL
	<b>Total</b>	<b>38</b>	<b>445759</b>	<b>1</b>	<b>1</b>	<b>NIL</b>
Item No 3 of the Notice (As an Special Resolution)	E- voting	5	66190	NIL	NIL	NIL
	Poll	33	379569	1	1	NIL
	<b>Total</b>	<b>38</b>	<b>445759</b>	<b>1</b>	<b>1</b>	
Item No 4 of the Notice (As an Special Resolution)	E- voting	NIL	NIL	NIL	NIL	NIL
	Poll	34	675484	1	1	NIL
	<b>Total</b>	<b>34</b>	<b>675484</b>	<b>1</b>	<b>1</b>	<b>NIL</b>

Thanking You  
Yours Faithfully



**J.Y. Gupte**  
Company Secretary  
Membership No:4539  
CP No: 3589  
Place: Mumbai  
Date: January 21, 2017

