



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: Udyog Bhavan, 2nd Floor, 29 Walchand Hirachand Marg, Ballard Estate, Mumbai 400001 website: www.foodsandinns.com

Corporate Identity No: L55200MH1967PLC013837

April 21, 2018

The Secretary,
Bombay Stock Exchange Limited,
1st Floor, Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai – 400001

Scrip Code: 507552

Subject: Outcome of the Board Meeting held on Saturday April 21, 2018.

Dear Sir,

Pursuant to Regulation 30 and other Regulations of SEBI (LODR) Regulations, 2015 and SEBI circular CIR/CFD/CMD/4/2015 dated September 9, 2015 we hereby inform you that the Board of Directors have *interalia* considered and approved the following –

- a) Issue of 3,00,000 (Three Lakhs) 9% Non-cumulative Non-convertible Redeemable Preference Shares ('RPS') of ₹. 100/- (Rupees One Hundred Only) each for cash at par aggregating upto an amount of ₹. 3,00,00,000 (Rupees Three Crore Only), subject to the approval of shareholders
- b) The scheme of Amalgamation ("the Scheme") is between Finns Frozen Foods (India) Limited ("the Transferor Company" or "FFFIL") the Wholly Owned Subsidiary Company and Foods and Inns Limited ("the Transferee Company" or "FNIL"). The disclosure for the Scheme as required under SEBI circular CIR/CFD/CMD/4/2015 dated September 9, 2015 is enclosed hereto as **Annexure A**
- c) The Notice of Postal Ballot dated April 21, 2018 for approving issue of Non-cumulative Non-convertible Redeemable Preference Shares
- d) Cut-off date for the purpose of remote e-voting through Postal Ballot Notice dated April 21, 2018 will be April 23, 2018.

The meeting of the Board of Directors commenced at 11:00 a.m and concluded at 12.00 p.m

Thank you.

Yours faithfully

For **FOODS AND INNS LIMITED**


BHUPENDRA DALAL
CHAIRMAN



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ANNEXURE A

Detailed disclosure for the scheme of arrangement is as follows:-

Sr. No.	Particulars	Details
1.	Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as size, turnover etc;	Name: Finns Frozen Foods (India) Limited ("FFFIL") Size: Paid Up Equity share capital of ₹. 5.35 Crore as on March 31, 2018 Turnover: 37.35 Crore(FY 2016-17)
2.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length";	Since, FFFIL is a Wholly Owned Subsidiary of FNIL, the merger transaction is a related party transaction. However, MCA Circular No. 30/2014 dated 17th July 2014 has clarified that transactions arising out of compromises, arrangements and amalgamations dealt with under specific provisions of the Companies Act, 1956/Companies Act, 2013, would not attract the requirements of section 188 (related party transactions) of the Companies Act, 2013. Further, the Scheme being between holding company and its Wholly Owned Subsidiary ("WoS") is exempted from the requirements of related party as per Regulation 23(5)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of the SEBI circular dated March 10, 2017 does not apply to this Scheme. The Company undertakes to file the Scheme with BSE for the purposes of disclosures as required in SEBI circular dated March 10, 2017
3.	Area of business of the entity(ies);	Transferor Company: Manufacturing, Trading, processing and freezing fruits, vegetables, snacks and fruit pulp for export and domestic markets

		Transferee Company: Manufacturing, Trading, processing of fruits, fruit pulp for exports and domestic markets
4.	Rationale for amalgamation/ merger;	<p>Since, FFFIL is a WOS of FNIL, a single entity will provide several business and operational benefits including synergy, economies of scale, efficiencies, cost competitiveness. The amalgamation would <i>inter alia</i> have the following benefits:</p> <ul style="list-style-type: none"> • Integration of operations of complimentary / similar line of business resulting in rationalization of administrative and operating costs; • Elimination of multiple entities; • Reducing the multiplicities of legal and regulatory compliance; • Elimination of duplicative communication and coordination efforts; and • Reducing time and efforts for co-ordination of financials at group level and other benefits like better capacity utilisation of all plants and machinery & equipments for frozen technology, optimum utilization of resources resulting in business synergies and thereby increasing the operational efficiencies. • Elimination of Managerial overlaps in running two separate entities. • Better servicing to common customer base through a single consolidated entity
5.	In case of case consideration-amount or otherwise share exchange ratio;	FFFIL is a WoS of FNIL, hence no consideration for amalgamation.
6.	Brief details of change in shareholding pattern (if any) of listed entity	There will be no change in shareholding pattern of the Transferee Company.