



FOODS AND INNS LIMITED

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

Corporate Identity No: L55200MH1967PLC013837

May 24, 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 Thursday May 24, 2018.

Dear Sir,

Pursuant to Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 we would like to inform you that the Board of Directors of the Company at its meeting held today has *interalia*:

- Approved the Audited Financial Statements (Standalone and Consolidated) for the year ended March 31, 2018 and the Audited Financial Results (Standalone and Consolidated) for the quarter/ year ended March 31, 2018, as recommended by the Audit Committee.
- Recommended a Dividend of 30 % (Rupees 0.30 only) per equity shares of ₹. 1/- for the financial year ended March 31, 2018.
- Board decided to withdraw the consent granted in the Board meeting dated April 21, 2018, to issue 3,00,000 (Three Lakhs) 9% Non Cumulative Non Convertible Redeemable Preference Shares (RPS) of ₹ 100 /- each for cash at par on preferential basis.

The Report of Auditors is with unmodified opinion with respect to the Audited Financial Results (Standalone and Consolidated) of the Company for the quarter/ year ended March 31, 2018.

The meeting of the Board of Directors commenced at 12:30 p.m. and concluded at 10.50 p.m.

Thanking you.

Yours faithfully

For **FOODS AND INNS LIMITED**


BHUPENDRA DALAL
CHAIRMAN

G. M. KAPADIA & CO.
(REGISTERED)

CHARTERED ACCOUNTANTS

1007, RAHEJA CHAMBERS, 213, NARIMAN POINT, MUMBAI 400 021. INDIA

PHONE : (91-22) 6611 6611 FAX : (91-22) 6611 6600

Auditor's Report on Annual Standalone Financial Results of Foods and Inns Limited pursuant to the Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To
**The Board of Directors
Foods and Inns Limited,
Mumbai**

1. We have audited the accompanying statement of quarterly and annual standalone financial results of Foods and Inns Limited ("the Company") for quarter and the year ended on March 31, 2018 ("the statement") attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Circular No. CIR / CFD / FAC / 62 / 2016 dated July 5, 2016.

This Statement, which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the Companies Act, 2013 read with the relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express an opinion on these standalone financial results based on our audit of such standalone financial statements. Attention is drawn to the fact that the figures for the quarter ended March 31, 2018 as reported in these financial results are the balancing figures in respect of the year ended March 31, 2018 and published year to date figures up to the end of the third quarter of the relevant financial year. The figures up to the end of the third quarter are only reviewed and not subjected to audit.

2. We conducted our audit in accordance with Auditing standard referred to in the Companies act, 2013. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgement, including assessment of the risks of the material misstatements of the standalone financial statements, whether due to fraud or error. An audit involves examining, on a test basis, evidence supporting the amounts disclosed as financial results.

An audit also includes assessing the accounting principles used and significant estimates



made by management. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion.

3. In our opinion and to the best of our information and according to the explanations given to us, these quarterly and year to date financial results:

(i) is presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular bearing nos. CIR / CFD / FAC / 62 / 2016 dated July 5, 2016 in this regards; and

(ii) gives a true and fair view in conformity with the aforesaid Indian Accounting Standards and other accounting principles generally accepted in India of the net profit, total comprehensive income and other financial information of the Company for the quarter and year ended March 31, 2018.

For G. M. KAPADIA & CO.

Chartered Accountants

Firm Registration No. 104767W



A handwritten signature in blue ink, appearing to read "Atul Shah".

Atul Shah

Partner

Membership No. 039569

Place : Mumbai

Dated : May 24, 2018

G. M. KAPADIA & CO.
(REGISTERED)

CHARTERED ACCOUNTANTS

1007, RAHEJA CHAMBERS, 213, NARIMAN POINT, MUMBAI 400 021, INDIA

PHONE : (91-22) 6611 6611 FAX : (91-22) 6611 6600

Auditor's Report on Annual Consolidated Financial Results of Foods and Inns Limited pursuant to the Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To
Board of Directors
Foods and Inns Limited
Mumbai

1. We have audited the accompanying statement of annual consolidated financial results of **Foods and Inns Limited** ("the Company") and its subsidiaries (the company and its subsidiaries together referred to as "the group") for the year ended March 31, 2018 ("the statement") attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Circular No. CIR/CFD/ FAC/62/2016 dated July 5, 2016. This Statement which is the responsibility of the Company's Management and approved by the Board of Directors, has been compiled from the related consolidated financial statements which have been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the Companies Act, 2013 read with the relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express an opinion on these consolidated financial results based on our audit of such consolidated financial statements.
2. We conducted our audit in accordance with the auditing standards referred to in the Companies act, 2013. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgement, including assessment of the risks of the material misstatements of the consolidated financial statements, whether due to fraud or error.



An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion.

3. We did not audit the financial statements of three subsidiaries, whose financial statements reflects total assets of 2462.06 Lakhs as at March 31, 2018; as well as the total revenue of 2319.91 Lakhs for the year ended March 31, 2018 respectively, as considered in the preparation of consolidated financial results. These financial statements have been audited by other auditors whose reports have been furnished to us by the management, and our opinion on the statement, is in so far as it relates to the amount and disclosures included in respect of these subsidiaries is based solely on the reports of such other auditors .

Our opinion is not qualified in respect of this matter.

4. In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the reports of other auditors on separate financial statement and other financial information of subsidiaries referred to in Para 3 above, these consolidated results:

- (a) includes the financial results for the year ended March 31, 2018 of the following entities:

Subsidiaries

- (i) Pharnpak Private Limited
- (ii) F.N.I. Asia Private Limited
- (iii) Finns Frozen Foods (I) Limited

- (b) have been presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Circular No. CIR/CFD/ FAC/62/2016 dated July 5, 2016 in this regard; and

- (c) give a true and fair view in conformity with the aforesaid Indian Accounting Standards and other accounting principles generally accepted in India of the consolidated net profit, consolidated total comprehensive income and other financial information of the company for the year ended March 31, 2018.



5. Emphasis of matter

As regards Consolidated Financial Results, we draw attention to the fact that the preparation of financial statements of F.N.I. Asia Pte. Ltd., the wholly owned subsidiary, is on a going concern basis despite its total current liabilities exceeded total current assets and erosion of net worth. A material uncertainty exists that cast significant doubt on subsidiary's ability to continue as a going concern. The ability of the said subsidiary to continue depends on the Company undertaking to provide continuing financial support to the enable the said subsidiary to continue as a going concern. The Company has agreed to extend the financial support as and when required.

Our opinion is not qualified in respect of the above matter.

Place : Mumbai
Dated: May 24, 2018



For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration No.104767W

Atul Shah
Partner
Membership No: 39569

Part I

Sr. No.	Particulars	Quarter ended			Year ended		Consolidated Year Ended	
		March 31, 2018	March 31, 2017	December 31, 2017	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017
		Audited	Audited	Unaudited	Audited	Audited	Audited	Audited
I	Revenue from Operations	10,407.77	10,461.99	7,842.77	32,001.24	34,686.26	33,691.50	36,149.88
II	Other Income	(5.33)	327.40	300.98	683.12	1,439.16	715.02	1,490.24
III	Total Income (I + II)	10,402.44	10,789.39	8,143.75	32,684.36	36,125.42	34,406.52	37,640.12
IV	Expenses							
a	Cost of Materials Consumed	1,266.99	670.51	947.08	19,735.15	20,982.20	20,516.67	21,300.12
b	Purchase of Stock-in-Trade	92.79	1,085.56	109.54	541.26	1,729.36	673.90	1,807.97
c	Changes in Inventories of Finished goods and Stock-in-Trade	6,185.96	5,947.36	4,590.38	(91.11)	392.01	(156.30)	310.55
d	Excise Duty Expenses	-	291.24	-	164.17	733.71	164.17	733.71
e	Employee Benefits Expense	460.90	429.51	366.74	1,657.74	1,823.99	1,895.99	2,029.22
f	Finance Costs	133.70	268.05	630.46	1,784.17	1,818.22	1,807.36	1,842.30
g	Depreciation, Amortisation Expenses and Impairment Expenses	221.29	202.64	184.86	958.63	940.15	1,046.51	1,019.54
h	Other Expenses	1,782.83	1,545.77	1,142.59	7,184.91	6,722.83	7,990.42	7,695.73
	Total Expenses (a to h)	10,144.46	10,440.64	7,971.65	31,934.92	35,142.47	33,938.72	36,739.14
V	Profit/(loss) before share of profit from associates and exceptional items	257.98	348.75	172.10	749.44	982.95	467.80	900.98
VI	Share of profit/(loss) from associates							
VII	Total Profit before Exceptional Items and Tax (V-VI)	257.98	348.75	172.10	749.44	982.95	467.80	901.75
VIII	Exceptional Items							
IX	Profit before Tax (VII-VIII)	257.98	348.75	172.10	749.44	982.95	467.80	901.75
X	Tax Expense							
a	Current Tax	216.24	(11.65)	19.00	270.00	275.00	270.00	258.85
b	Deferred Tax	(77.09)	86.08	(6.53)	(149.14)	156.09	(149.14)	172.24
	Total tax expenses	139.15	74.43	12.47	120.86	431.09	120.86	431.09
XI	Net Profit / (Loss) for the Period	118.83	274.32	159.63	628.58	551.86	346.94	470.66
XII	Other comprehensive income (net of tax)							
A.	Items that will not be reclassified subsequently to profit or loss							
i.	Remeasurement [gain/(loss)] of net defined benefit liability	25.30	(10.96)	(6.44)	7.27	(23.16)	8.07	(25.12)
ii.	Effect [gain/(loss)] of measuring equity instruments at fair value through OCI	(1.72)	0.71	1.34	(1.47)	1.11	(1.47)	1.11
	Income tax on (i) above	(8.36)	3.63	2.13	(2.40)	7.66	(2.40)	7.66
B.	Items that will be reclassified subsequently to profit or loss	(75.24)	-	-	-	-	-	-
	Fair Value changes on Derivatives designated as Cash Flow Hedges	24.88	-	-	-	-	-	-
	Income tax on above	(35.14)	(6.62)	(2.97)	3.40	(14.39)	4.20	(16.35)
	Total Comprehensive Income	83.69	267.70	156.66	631.98	537.47	351.14	454.31
XIII	Total Comprehensive Income for the period (XI+XII)	164.19	160.59	160.59	164.19	160.59	164.19	160.59
XIV	Paid-up Equity Share Capital (Face value of ₹ 10 each)							
XV	Other Equity							
	Earnings Per Share (Not annualised)							
	Basic (in ₹)	7.35	18.72	9.94	39.09	36.62	21.58	31.18
	Diluted (in ₹)	7.49	18.59	9.83	38.88	36.47	21.46	31.05



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Statement of Assets and Liabilities

Particulars	STANDALONE		CONSOLIDATED	
	As at	As at	As at	As at
	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017
I. ASSETS				
(1) Non-current assets				
(a) Property, Plant and Equipment	9,827.04	10,635.01	10,876.82	11,733.12
(b) Capital work-in-progress	183.26	68.75	183.29	68.75
(c) Intangible assets	-	0.11	1,867.00	1,867.11
(d) Financial Assets				
(i) Investments	2,211.33	2,177.81	9.32	10.80
(ii) Loans	505.42	501.04	311.49	306.29
(e) Other non-current assets	202.27	74.52	202.27	80.81
Total Non Current Assets	12,929.32	13,457.24	13,450.19	14,066.88
(2) Current assets				
(a) Inventories	11,043.56	11,243.24	11,516.66	11,617.88
(b) Financial Assets				
(i) Investments	1.64	1.55	1.64	1.55
(ii) Trade receivables	6,692.10	5,831.83	6,441.25	4,880.24
(iii) Cash and cash equivalents	345.11	164.01	376.34	176.99
(iv) Bank balance other than (ii) above	840.64	779.12	840.64	779.87
(v) Loans	279.79	385.11	281.30	359.24
(vi) Others Financial Assets	37.47	712.99	43.39	719.35
(c) Current Tax Assets (Net)	198.61	158.70	199.28	161.81
(d) Non Current Assets Held for Sale	805.27		805.27	
(e) Other current assets	2,228.21	1,518.19	2,630.15	1,874.43
Total Current Assets	22,472.40	20,794.74	23,135.92	20,571.36
Total Assets	35,401.72	34,251.98	36,586.11	34,638.24
II. EQUITY AND LIABILITIES				
Equity				
(a) Equity Share capital	164.19	160.59	164.19	160.59
(b) Other Equity	7,634.05	6,982.91	5,983.26	5,616.11
Total Equity	7,798.24	7,143.50	6,147.45	5,776.70
Liabilities				
(1) Non-current liabilities				
(a) Financial Liabilities				
(i) Borrowings	548.90	384.75	548.90	384.75
(b) Provisions	143.33	184.93	194.33	226.22
(c) Deferred tax liabilities (Net)	1,082.14	1,128.36	1,082.14	1,128.36
Total Non-Current Liabilities	1,774.37	1,698.04	1,825.37	1,739.33
(2) Current liabilities				
(a) Financial Liabilities				
(i) Borrowings	17,968.00	16,781.32	18,321.41	17,079.68
(ii) Trade payables	6,105.52	6,714.64	7,542.10	6,679.93
(iii) Other financial liabilities	850.27	459.76	921.48	522.57
(b) Other current liabilities	133.02	123.32	168.23	128.69
(c) Provisions	703.21	1,193.67	1,590.98	2,573.61
(d) Current Tax Liabilities (Net)	69.09	137.73	69.09	137.73
Total Current Liabilities	25,829.11	25,410.44	28,613.29	27,122.21
Total Liabilities	27,603.48	27,108.48	30,438.66	28,861.54
Total Equity and Liabilities	35,401.72	34,251.98	36,586.11	34,638.24



Notes:

- The above results have been reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on May 24, 2018.
- These results have been prepared in accordance with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Companies Act, 2013 and other recognised accounting practices and policies to the extent applicable. The impact of transition has been provided in the retained earnings as at April 01, 2016. The results for the quarter and year ended March 31, 2017 have been restated to comply with Ind AS. The figures for the corresponding periods have been regrouped, wherever necessary, to make them comparable.
- Figures for the quarter ended March 31, 2018 and March 31, 2017 are balancing figures between audited figures in respect of the full financial year to date unaudited figures to the third quarter of the year ended March 31, 2018 and March 31, 2017.
- Finance Costs shown above is net of interest sub-vention on pre-shipment and post-shipment credit :

Particulars	Unaudited Quarter ended		Year ended	
	March 31, 2018	December 31, 2017	March 31, 2017	March 31, 2017
Interest sub-vention on pre-shipment and post-shipment credit	76.59	76.93	56.69	317.21

₹ in Lakhs

- Reconciliation of Net Profit as previously reported on account of transition from the previous GAAP to Ind-AS for the quarter and year ended March 31, 2017

Particulars	Standalone		Consolidated	
	Quarter ended March 31, 2017	Year ended March 31, 2017	Quarter ended March 31, 2017	Year ended March 31, 2017
Net Profit under previous GAAP	326.88	749.44	738.15	
Add / (less) : Adjustments in statement of profit and loss				
Effect of expected credit loss (Refer Note 7)	163.89	45.32	45.32	
(Provision)/ Reversal for expected sales return	8.84	10.06	10.06	
Gain/ (Loss) on Fair Valuation of Forward Contracts	(297.53)	(411.60)	(411.60)	
Gain/ (Loss) on Fair Valuation of Mutual Funds	0.03	0.05	0.05	
Actuarial losses of retirement benefits transferred to OCI (Net of Tax)	10.96	23.16	21.21	
Depreciation on revalued amount of factory building and administrative buildings	(23.52)	(23.52)	(23.52)	
Amortisation of Loan as per effective interest rate	0.21	0.13	0.13	
Subsidy Received during the year	20.64	20.64	20.64	
Prior period expense reversed	12.91	12.91	12.91	
Amortisation of Security deposit per effective interest rate	13.80	13.80		1.57
Gain/ (Loss) on Fair Valuation of Equity Instruments	-	-		(55.73)
Change in Definition of Control	-	-		111.47
Taxes on account of above item	37.21	111.47		
Net Profit as per Ind AS	274.32	551.86	470.66	
Other Comprehensive Income (Net of Tax)	(6.62)	(14.39)	(16.35)	
Total Comprehensive Income as per Ind AS	267.70	537.47	454.31	

₹ in Lakhs

- Reconciliation of Other Equity as reported under previous GAAP vis-à-vis Ind AS is as below:

Particulars	₹ in Lakhs	₹ in Lakhs
	Standalone	Consolidated
Other equity as reported under previous GAAP	6,611.48	6,407.34
On account of Fair Valuation of Non-Current Investments	3.91	3.91
DTL on Account of Transition to Ind AS	(263.95)	(263.95)
Impact of Provision for Sales Returns	(9.24)	(9.24)
On account of Fair Valuation of Current Investments	0.05	0.05
Reversal of Bank Charges	0.13	0.13
Depreciation on revalued amount of factory building and administrative buildings	(23.52)	(23.52)
On Account of effect of expected credit loss	(106.58)	(106.58)
Amortisation of security Deposit	13.80	
Revaluation Reserve Restored	917.41	917.42
Effect due to measurement of acquisition under Ind AS 103	-	(1,421.07)
Change in classification of associates	-	272.21
Total Adjustments	532.02	(630.64)
Other Equity as reported under Ind AS	7,143.50	5,776.70



7. During the quarter ended March 31, 2018, the Company has completed the exercise of groupings its customer into segments based on historical credit loss experience and has prepared provision matrix to calculate expected credit loss on trade receivables. Based on such provision matrix, necessary provisions to recognise impairment of trade receivables have been made as on March 31, 2018, as on the date of transition to Ind AS and also for the comparative periods.

8. In accordance with the requirements of Ind AS 18, Revenue for the quarter ended March 31, 2018 is net of Goods and Services Tax (GST). Revenue for earlier periods, however, is inclusive of excise duty. The figures of revenue for the period upto June 30, 2017 are not strictly comparable to those thereafter. The following additional information is being provided to make it comparable.

	Quarter ended				Year Ended		₹ in Lakhs
	31.03.2018	31.12.2017	31.03.2017	31.03.2018	31.03.2017	31.03.2018	
	Sales	9,790.04	7,308.81	10,085.03	30,260.70	33,267.24	
Excise Duty on Sales	-	-	291.24	164.17	733.71	733.71	
Sales Excluding Excise Duty	9,790.04	7,308.81	9,793.79	30,096.53	32,533.53	32,533.53	

9. The Board of Directors of the Company has approved a scheme of arrangement u/s 230 – 240 of the Companies Act, 2013 whereby Finns Frozen Foods (India) Limited will get vested into Foods And Inns Limited as of April 1, 2018 (the Appointed Date), subject to necessary approvals of the shareholders, National Company Law Tribunal.

SIGNED FOR IDENTIFICATION
BY *for KJ*
C. M. KAPADIA & CO.
MUMBAI.



By order of the Board
For FOODS AND INNS LIMITED

Bhupendra Dalal
Bhupendra Dalal
Chairman
DIN:00061492

Place : Mumbai
Date : May 24, 2018