

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 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), 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 remote e-voting process on the agenda items to be transacted at the Forty Forth Annual General Meeting (AGM) of the Company to be held on Thursday September 08, 2016 at 4.30 p.m at Sir Vithaldas Chambers, 6th Floor, 16 Mumbai Samachar Marg, Fort, Mumbai 400 001

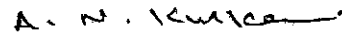
I submit my report as under:

- a. The Company has provided remote e- voting facility to the Shareholders registered with the Company and entitled to vote as on September 02, 2016.
- b. The e-voting period began at 10.00 a.m on Monday September 05, 2016 and ended at 5.00 p.m on Wednesday September 07, 2016. The votes received electronically from the Shareholders till Wednesday, September 07, 2016 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.

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- 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 September 02, 2016.
- g. The votes were unblocked at Mumbai on September 07, 2016 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- Ordinary Resolution

To receive, consider and adopt

- a) the Audited Financial Statement of the Company for the Financial Year ended March 31, 2016, together with the Reports of the Directors and Auditors thereon and
- b) the Audited Consolidated Financial Statement of the Company for the Financial year ended March 31, 2016, together with the Reports of the 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
5	176075	100%

ii. Voted against the resolution:

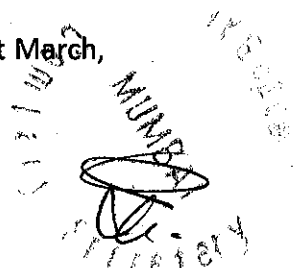
Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
NIL	NIL	NIL

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, 2016



i. Voted in favour of the resolution

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
5	176075	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 appoint a director in place of Mr. Raymond Simkins (DIN: 01573312), who retires by rotation and is eligible for reappointment

i. Voted in favour of the resolution

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
3	175875	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

4. Resolution 4- Ordinary Resolution

To ratify the appointment of M/s B.S. Mehta & Co, Chartered Accountants, (Firm Registration No 106190W) as approved by the members at the Forty Second Annual General meeting as Statutory Auditors of the Company, to hold office until the conclusion of the Forty Fifth Annual General Meeting and to fix their remuneration for the financial year ending March 31, 2017

i. Voted in favour of the resolution

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
5	176075	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

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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

5. Resolution 5- 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
4	175925	99.91

ii. Voted against the resolution:

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
1	150	0.09

iii. Invalid Votes

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

6. Resolution 6- 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
4	175925	99.91

ii. Voted against the resolution:

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
1	150	0.09

iii. Invalid Votes

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

7. Resolution 7- Special Resolution

Commission to Non Executive Directors

i. Voted in favour of the resolution

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
4	175925	99.91

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ii. Voted against the resolution:

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
1	150	0.09

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 07, 2016

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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 Forth Annual General Meeting of the Shareholders of Foods and Inns Limited held on September 08, 2016 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 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. 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 Forth Annual General Meeting of the Shareholders of Foods and Inns Limited held on September 08, 2016 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.
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

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A. Resolution 1- Ordinary Resolution

To receive, consider and adopt

- a) the Audited Financial Statement of the Company for the Financial Year ended March 31, 2016, together with the Reports of the Directors and Auditors thereon and
- b) the Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2016, together with the Reports of the 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
20	318385	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
NIL	NIL

B. Resolution 2- Ordinary Resolution

To declare Final Dividend on equity shares for the financial year ended 31st March, 2016.

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
20	318385	100%

ii. Voted against the resolution:

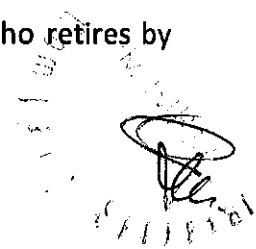
Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
NIL	NIL	NIL

iii. Invalid Votes

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

C. Resolution 3- Ordinary Resolution

To appoint a director in place of Mr. Raymond Simkins (DIN: 01573312), who retires by rotation and is eligible for reappointment.



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
19	318384	99.99

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

D. Resolution 4- Ordinary Resolution

To ratify the appointment of M/s B.S. Mehta & Co, Chartered Accountants, (Firm Registration No 106190W) as approved by the members at the Forty Second Annual General meeting as Statutory Auditors of the Company, to hold office until the conclusion of the Forty Fifth Annual General Meeting and to fix their remuneration for the financial year ending March 31, 2017.

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
19	318384	99.99

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

E. Resolution 5- 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
20	318385	100%

ii. Voted against the resolution:

Handwritten signature and stamp: "MUNDA" and "16/11/17".

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
NIL	NIL

F. Resolution 6- 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
20	318385	100%

ii. Voted against the resolution:

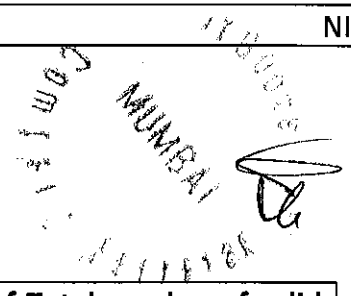
Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
NIL	NIL	NIL

iii. Invalid Votes

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

G. Resolution 7- Special Resolution

Commission to Non Executive Directors



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
20	318385	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
NIL	NIL

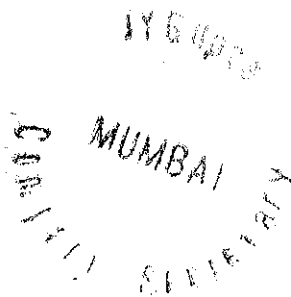
5. A compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Compliance Officer for safe keeping.

Thanking You

Yours Faithfully



J.Y. Gupte
Company Secretary
Membership No: 4539
CP No: 3589
Place: Mumbai
Date: September 08, 2016



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 remote e-voting and poll on the agenda items transacted at the Forty Forth Annual General Meeting (AGM) of the Company held on Thursday September 08, 2016 at 4.30 p.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 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 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 Forth AGM of the Company held on Thursday September 08, 2016 at 4.30 p.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 remote e-voting and poll on the resolutions contained in the Notice of the Forty Forth Annual General Meeting of the members of the Company. My responsibility as scrutinizer for the remote 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 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.

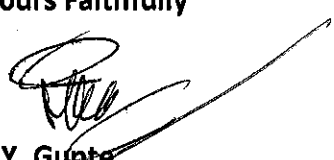
I have issued separate Scrutinizer's Report dated September 07, 2016 on the remote e-voting and September 08, 2016 on the poll on the resolutions contained in the notice of the AGM.

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

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COMPANY SECRETARIES
J.Y. GUPTÉ

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 Ordinary Resolution)	E- voting	5	100%	NIL	NIL	NIL
	Poll	20	100%	NIL	NIL	NIL
	Total	25	100%	NIL	NIL	NIL
Item No 2 of the Notice (As an Ordinary Resolution)	E- voting	5	100%	NIL	NIL	NIL
	Poll	20	100%	NIL	NIL	NIL
	Total	25	100%	NIL	NIL	NIL
Item No 3 of the Notice (As an Ordinary Resolution)	E- voting	3	100%	NIL	NIL	NIL
	Poll	19	99.99%	1	0.01%	NIL
	Total	22	99.99%	1	0.01%	NIL
Item No 4 of the Notice (As an Ordinary Resolution)	E- voting	5	100%	NIL	NIL	NIL
	Poll	19	99.99%	1	0.01%	NIL
	Total	24	99.99%	1	0.01%	NIL
Item No 5 of the Notice (As an Special Resolution)	E- voting	4	99.91%	1	0.09%	NIL
	Poll	20	100%	NIL	NIL	NIL
	Total	24	99.91%	1	0.09%	NIL
Item No 6 of the Notice (As an Special Resolution)	E- voting	4	99.91%	1	0.09%	NIL
	Poll	20	100%	NIL	NIL	NIL
	Total	24	99.91%	1	0.09%	NIL
Item No 7 of the Notice (As an Special Resolution)	E- voting	4	99.91%	1	0.09%	NIL
	Poll	20	100%	NIL	NIL	NIL
	Total	24	99.91%	1	0.09%	NIL

Thanking You
Yours Faithfully


J.Y. Gupte
Company Secretary
Membership No: 4539
CP No: 3589
Place: Mumbai
Date: September 08, 2016

