

FORM NO. MGT-7

[Pursuant to sub-section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]



Annual Return

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L55200MH1967PLC013837

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACF0521C

(ii) (a) Name of the company

FOODS AND INNS LIMITED

(b) Registered office address

Foods and Inns Building,
Sion-Trombay Road, Punjabwadi, Deonar
Mumbai
Maharashtra
INDIA

(c) *email-ID of the company

nvk@foodsandinns.com

(d) *Telephone number with STD code

02223533104

(e) Website

www.foodsandinns.com

(iii) Date of Incorporation

11/10/1967

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes

No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes

No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	Bombay Stock Exchange Limited	1
2		

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

Link Intime India Private Limited

Registered office address of the Registrar and Transfer Agents

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BHANDUP (W)

(vii) *Financial year From (DD/MM/YYYY) To (DD/MM/YYYY)

(viii) *Whether Annual General Meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% to total turnover of company
1	C	Manufacturing	C1	Food, beverages and tobacco products	100

III. PARTICULARS OF HOLDING, SUBSIDIARY, JOINT VENTURES AND ASSOCIATE COMPANIES

*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/ Joint Ventures/ Associate	% of shares held
1	FNI ASIA PTE LTD		Subsidiary	100
2	FINNS FROZEN FOODS (INDIA)	U29195MH1982PLC026696	Associate	48

3	DRAVYA FINANCE LIMITED	U65923MH1981PLC024580	Associate	27.56
4	ASIM EXPORTS INTERNATIONAL	U51900MH1981PLC023661	Associate	49.59

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Face Value	Authorized Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	1	6,000,000	1,451,040	1,451,040	1,451,040
Total amount of equity shares (in rupees)	10	60,000,000	14,510,400	14,510,400	14,510,400

Number of classes

1

Class of shares	Authorized Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of equity shares	6,000,000	1,451,040	1,451,040	1,451,040
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	60,000,000	14,510,400	14,510,400	14,510,400

(b) Preference share capital

Particulars	Authorized Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	300,000	0	0	0
Total amount of preference shares (in rupees)	30,000,000	0	0	0

Number of classes

1

Class of shares	Authorized Capital	Issued capital	Subscribed Capital	Paid Up capital
Redeemable preference shares				
Number of preference shares	300,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	30,000,000	0	0	0

(c) Unclassified share capital

Particulars	Authorized Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of Shares	Number of shares	Total Nominal Amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	1,451,040	14,510,400	14,510,400	
Increase during the year	0	0	0	0
i. Public Issues	0	0	0	
ii. Rights issue	0	0	0	
iii. Bonus issue	0	0	0	
iv. Private Placement/ Preferential allotment	0	0	0	
v. ESOPs	0	0	0	
vi. Sweat equity shares allotted	0	0	0	
vii. Conversion of Preference share	0	0	0	
viii. Conversion of Debentures	0	0	0	
ix. GDRs/ADRs	0	0	0	
x. Others, Specify				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	
ii. Shares forfeited	0	0	0	
iii. Reduction of share capital	0	0	0	
iv. Others, Specify				
At the end of the year	1,451,040	14,510,400	14,510,400	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	
ii. Re-issue of forfeited shares	0	0	0	

iii. Others, Specify				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	
ii. Shares forfeited	0	0	0	
iii. Reduction of share capital	0	0	0	
iv. Others, Specify				
At the end of the year	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of Previous AGM		22/09/2014	
Date of Registration of Transfer of Shares		08/04/2014	
Type of Transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures Transferred	100	Amount per Share (in Rs.)	10

Ledger Folio of Transferor		OOP02386	
Transferor's Name	SHARMA		PRADEEP
	Surname	Middle Name	First Name
Ledger Folio of Transferee		CD000001	
Transferee's Name			CENTRAL DEPOSITORIES SERVI
	Surname	Middle Name	First Name

Date of Registration of Transfer of Shares			
Type of Transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures Transferred		Amount per Share (in Rs.)	10
Ledger Folio of Transferor			
Transferor's Name			
	Surname	Middle Name	First Name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	Middle Name	First Name

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans excluding deposits			1,468,600,000
Unsecured Loans excluding deposits			31,500,000
Deposit			35,700,000
Total	0		1,535,800,000

Details of debentures

Class of Debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)**(i) Total Turnover**

3,607,679,143

(ii) Net worth of the Company

434,678,970

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Indian	Foreign
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/HUF				
	(i) Indian	520,533	35.87309792		
	(ii) Non-resident Indian (NRI)			0	0
	(iii) Foreign national (other than NRI)			0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0		
6.	Foreign institutional investors			0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	145,742	10.04396846	0	0
10.	Others		0		0
	Total	666,275	45.92	0	0

Total number of shareholders

22

(b) *SHARE HOLDING PATTERN - Public

S. No.	Category	Indian		Foreign	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/HUF				
	(i) Indian	390,790	26.93171794		
	(ii) Non-resident Indian (NRI)			5,432	0.37435219
	(iii) Foreign national (other than NRI)			830	0.05720035

2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	150	0.01033741	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0		
6.	Foreign institutional investors			27,254	1.87823906
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	180,261	12.4228829	0	0
10.	Others Clearing Members, director	180,048	12.40820377	0	0
	Total	751,249	51.77	33,516	2.31

Total number of shareholders

2,182

Total number of shareholders (Promoters+Public)

2,204

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

1

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
Orange Mauritius Inve	4th Floor, Raffles Tower, 19, Cyber	08/05/2008	MU	27,254	1.87823906

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

Details	As at beginning of the year	Addition during the year	Cessation during the year	As at end of the year
Promoters	22	0	0	22
Members (other than promoters)	1,964	218	0	2,182
Debenture holders	0	0	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	1	1	1	1	9	1
B. Non-Promoter	0	6	0	7	0	12
(i) Non-Independent	0	2	0	2	0	12
(ii) Independent	0	4	0	5	0	0
C. Nominee Directors representing	0	1	0	0	0	0
(i) Banks & FIs	0	1	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	8	1	8	9	13

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

10

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any)
Mr. Bhupendra Dalal	00061492	Director	0	
Mr. Utsav Dhupelia	01493571	Managing Director	133,010	
Mr. Milan Dalal	00062453	Director	14,550	
Mr. Dadi Engineer	00047028	Director	0	
Mr. Dinkarray Trivedi	00380306	Director	50	
Mr. Raymond Simkins	01573312	Director	175,820	
Mr. Divakar Gavaskar	00157378	Additional director	0	
Mr. Vinod Kumar Beswa	00120095	Additional director	0	

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any)
Mrs. Kamlini Maniar	06926167	Additional director	0	
Mr. Moloy Saha	AIQPS2918H	CFO	5,730	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

3

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Mr. Nirmit Ved	03229137	Nominee director	08/12/2014	Cessation
Mr. George Gonzor	02138054	Director	22/09/2014	Cessation
Mr. Chaitan Maniar	00034121	Director	29/06/2014	Death

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/CLB/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
AGM	22/09/2014	2,019	35	1.74

B. BOARD MEETINGS

*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	17/05/2014	9	6	66.66666667
2	14/08/2014	8	6	75
3	14/11/2014	9	8	88.88888889
4	14/02/2015	8	7	87.5

C. COMMITTEE MEETINGS

Number of meetings held

10

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of total shareholding
1	Audit	17/05/2014	3	2	67
2	Audit	14/08/2014	3	3	100
3	Audit	14/11/2014	3	3	100
4	Audit	14/02/2015	4	3	75
5	Stakeholders &	17/05/2014	3	2	67
6	Stakeholders &	14/08/2014	3	3	100
7	Stakeholders &	14/11/2014	3	3	100
8	Stakeholders&	14/02/2015	3	2	67
9	Nomination & I	14/11/2014	2	2	100
10	Nomination & I	14/02/2015	3	2	67

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the Director	Board Meetings			Committee Meetings			Whether attended last AGM held on
		No of Meetings which were entitled to attend	No. of Meetings attended	% of attendance	No. of Meetings Held	No. of Meetings attended	% of attendance	29/09/2015
								(Y/N/NA)
1	Mr. Bhupendra	4	4	100	4	4	100	Yes
2	Mr. Utsav Dhu	4	4	100	4	4	100	Yes
3	Mr. Milan Dala	4	4	100	5	5	100	Yes
4	Mr. Dadi Engir	4	4	100	6	6	100	Yes
5	Mr. Dinkarray	4	2	50	10	5	50	No
6	Mr. Raymond	4	1	25	0	0	0	No
7	Mr. Divakar G	2	2	100	0	0	0	No
8	Mr. Vinod Kun	2	2	100	1	1	100	No
9	Mrs. Kamlini M	0	0	0	0	0	0	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Utsav Dhupelia	Managing Director	5,108,000	0	0	486,000	5,594,000
	Total		5,108,000	0	0	486,000	0

Number of CEO, CFO and Company secretary whose remuneration details to be entered

1

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Moloy Saha	CFO	5,000,000	0	0	225,000	5,225,000
	Total		5,000,000	0	0	225,000	0

Number of other directors whose remuneration details to be entered

8

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Bhupendra Dalal	Non Executive Director	0	0	0	200,000	200,000
2	Mr. Milan Dalal	Non Executive Director	0	0	0	180,000	180,000
3	Mr. Dadi Engineer	Independent Director	0	0	0	65,000	65,000
4	Mr. Dinkarray Trivedi	Independent Director	0	0	0	30,000	30,000
5	Mr. Divakar Gavaskar	Independent Director	0	0	0	25,000	25,000
6	Mr. Vinod Kumar Bhatnagar	Independent Director	0	0	0	25,000	25,000
7	Mr. Nirmal Ved	Nominee Director	0	0	0	30,000	30,000
8	Mr. Chaitan Maniar	Independent Director	0	0	0	10,000	10,000
	Total		0	0	0	565,000	0

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A. CERTIFICATION OF COMPLIANCES

Whether company has made all compliances and disclosures during the year Yes No

If No, give details along with the reasons and supporting documents

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the act and section under which penalized / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in form MGT-8.

Name

Mr. J.Y.Gupte

Whether associate or fellow

Associate Fellow

Certificate of practice number

3589

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am authorized by the Board of Directors of the company vide resolution number *dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director



DIN of the director

01493571

To be digitally signed by



Company Secretary

Company Secretary in Practice

Membership number

4539

Certificate of practice number

3589

Attachments

- 1. list of share holders, debenture holders;
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any.

List of attachments

- Attach
- Attach
- Attach
- Attach

F&I Form MGT-8.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the registrar of companies through electronic mode and on the basis of statement of correctness given by the company