



September 23, 2022

To, The General Manager, Department of Corporate Services, BSE Limited, P.J. Towers, Dalal Street, Mumbai – 400 001 Scrip Code: 507552	To, National Stock Exchange of India Limited Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 Symbol: FOODSIN
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Dear Sir,

Sub: Scrutinizer's Report

Pursuant to Section 108 and 109 of the Companies Act, 2013, enclosed please find the Scrutinizers reports of the Annual General Meeting of Foods and Inns Limited held on Thursday, September 22, 2022 at 4:00 PM (IST).

This is for your information and records.

Yours faithfully,

For **FOODS AND INNS LIMITED**

BHUPENDRA DALAL
CHAIRMAN
DIN: 00061492

Foods & Inns Ltd.

Corporate Address: J. N. Heredia Marg, Hamilton House, 3rd floor, Ballard Estate, Mumbai - 400038
+91-22-22613102 | writetous@foodsandinns.com | www.foodsandinns.com | CIN No: L55200MH1967PLC013837
Registered Address: Udyog Bhavan, 2nd Floor, 29 Walchand Hirachand Marg, Ballard Estate, Mumbai 400038



Ragini Chokshi & Co.

Tel. : 022-2283 1120
022-2283 1134

Company Secretaries

34, Kamer Building, 5th Floor, 38 Cawasji Patel Street, Fort, Mumbai - 400 001.
E-mail : ragini.c@rediffmail.com / mail@csraginichokshi.com
web: csraginichokshi.com

Date : 23/09/2022

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 read with amendments made thereto and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Chairman,
50th Annual General Meeting (AGM)
Of FOODS AND INNS LIMITED
held on Thursday, September 22, 2022 at 4:00 P.M.

Dear Sir,

1. Appointment as Scrutinizer:

I, Ragini Chokshi, Partner of M/s. Ragini Chokshi & Company., a Company Secretary Firm, having its registered office at 34, 5th Floor, Kamer Building, 38, Cawasji Patel Street, Fort, Mumbai 400001, have been appointed as the Scrutinizer by the Board of Directors of FOODS AND INNS LIMITED (the "Company") for the purpose of scrutinizing the remote e-voting and voting through electronic voting system during the 50th Annual General Meeting ('AGM') carried out as per the provisions of Section 108 of the Companies Act, 2013 (the "Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto, read with Ministry of Corporate Affairs (MCA) General Circular No. 14/2020 dated April 8, 2020, MCA General Circular No. 17/2020 dated April 13, 2020, MCA General Circular No. 20/2020 dated May 5, 2020, Circular no. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 2/2022 dated May 05, 2022 and the provisions of Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, on the businesses contained in the Notice of the 50th AGM of the Members of the Company, held on Thursday, September 22, 2022 at 4:00 pm (IST) through Video Conferencing facility / Other Audio Visual Means ('VC / OAVM').



2. Our Responsibility

The management of the Company is responsible to ensure the compliance with the requirements of the Act, Rules and notifications and SEBI Listing Regulations relating to voting through electronic means on the businesses set out in the Notice of the 50th AGM of the Members of the Company. Our responsibility as a Scrutinizer is to scrutinize remote e-voting and e-voting conducted during the AGM in a fair and transparent manner and to ascertain requisite majority and is restricted in submitting a Consolidated Scrutinizer's Report on the voting on the resolutions set out in the Notice, based on the reports generated from the e-Voting system of National Securities Depository Limited (NSDL), the authorized agency to provide remote e-Voting facilities before and during the AGM, engaged by the Company.

3. Dispatch of Notice convening AGM

- i) Pursuant to General Circulars No. 14/2020, 17/2020, 20/2020 and 02/2021 dated 8th April, 2020, 13th April, 2020, 5th May, 2020 and January 13, 2021 respectively issued by the Ministry of Corporate Affairs, advertisement was published on August 30, 2022 in Free Press Journal, Mumbai (English Edition) and on August 30, 2022 in Navshakti, Mumbai (Marathi Edition), both the newspapers having electronic editions specifying all the necessary information prescribed in the rules and circulars.
- ii) The Company hosted the notice of AGM on its website namely www.foodsandinns.com and also uploaded the same on the website of the Stock Exchange i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com
- iii) The Company completed dispatch of Notice of AGM on Monday, August 29, 2022 by E-mail to Members who had registered their email addresses with the Company / Depositories.

4. Cut-off date

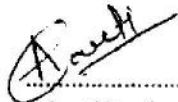
Voting rights were reckoned as on Thursday, September 15, 2022 being the cut-off date for deciding the entitlements of members for remote e-voting and e-voting during the AGM.

5. Remote e-voting process

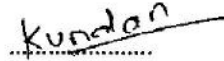
- i) **Agency:** The Company had appointed National Securities Depository Limited (NSDL) as the agency for providing the platform for remote e-voting and e-voting during the AGM.
- ii) **Remote e-voting period:** The Remote e-voting remained open from 10:00 a.m. on Monday, September 19, 2022 and ended on Wednesday, September 21, 2022 at 5:00 p.m.

The votes cast were unblocked on September 22, 2022 after the conclusion of the AGM and was witnessed by two witnesses, who are not in the employment of the Company. They have signed below in confirmation of the same.





Name: Aarti Yogi



Name: Kundan Thakur

iii) **Voting at the AGM:** After the time fixed for closing of the e-voting by the Chairman, the electronic system recording the e-voting (e-votes) was locked by National Securities Depository Limited (NSDL).

The e-votes cast were unblocked on, September 22, 2022 after the conclusion of proceedings of AGM.

I hereby submit the Consolidated Scrutinizer's Report based on the results of remote e-voting and e-voting during the AGM based on the reports downloaded from the e-voting website of Central Depository Services (India) Limited and relied upon by me as under:

CONSOLIDATED RESULTS

ORDINARY BUSINESS:

Item No 1: Ordinary Resolution

To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2022 and the reports of the Board of Directors and auditors thereon.

Particulars	Remote E-Voting		E-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	110	25618542	6	4230	116	25622772	99.9863
Dissent	3	3502	0	0	3	3502	0.0137
Total	113	25622044	6	4230	119	25626274	100

SUMMARY OF E-VOTING

Particulars	No. of Equity Shares	Percentage of total number of votes cast (%)
Total Valid votes cast	25626274	100
Assented to Resolution	25622772	99.9863
Dissented to Resolution	3502	0.0137



Item No 2: Ordinary Resolution

To declare a Dividend of Rs. 0.25/ per equity share for the financial year ended 31st March, 2022.

Particulars	Remote E-Voting		E-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	111	25618543	6	4230	117	25622773	99.9863
Dissent	2	3501	0	0	2	3501	0.0137
Total	113	25622044	6	4230	119	25626274	100

SUMMARY OF E-VOTING

Particulars	No. of Equity Shares	Percentage of total number of votes cast (%)
Total Valid votes cast	25626274	100
Assented to Resolution	25622773	99.9863
Dissented to Resolution	3501	0.0137

Item No 3: Special Resolution

To appoint a Director in place of Mr. Raymond Simkins (DIN: 01573312) who retires by rotation and, being eligible, offers himself for re-appointment.

Particulars	Remote E-Voting		E-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	110	25618542	6	4230	116	25622772	99.9863
Dissent	3	3502	0	0	3	3502	0.0137
Total	113	25622044	6	4230	119	25626274	100



SUMMARY OF E-VOTING

Particulars	No. of Equity Shares	Percentage of total number of votes cast (%)
Total Valid votes cast	25626274	100
Assented to Resolution	25622772	99.9863
Dissented to Resolution	3502	0.0137

Item No 4: Ordinary Resolution

To re-appoint M/s. G M Kapadia & Co., Chartered Accountants (Firm Registration 104767W), as Statutory Auditors of the Company for a second term of 5 (five) consecutive years.

Particulars	Remote E-Voting		E-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	110	25618542	6	4230	116	25622772	99.9863
Dissent	3	3502	0	0	3	3502	0.0137
Total	113	25622044	6	4230	119	25626274	100

SUMMARY OF E-VOTING

Particulars	No. of Equity Shares	Percentage of total number of votes cast (%)
Total Valid votes cast	25626274	100
Assented to Resolution	25622772	99.9863
Dissented to Resolution	3502	0.0137



SPECIAL BUSINESS:

Item No 5: Special Resolution

Borrowing Limit of the Company

Particulars	Remote E-Voting		E-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	107	25616572	6	4230	113	25620802	99.9786
Dissent	6	5472	0	0	6	5472	0.0214
Total	113	25622044	6	4230	119	25626274	100

SUMMARY OF E-VOTING

Particulars	No. of Equity Shares	Percentage of total number of votes cast (%)
Total Valid votes cast	25626274	100
Assented to Resolution	25620802	99.9786
Dissented to Resolution	5472	0.0214

Item No 6: Special Resolution

Acceptance of Fixed Deposit

Particulars	Remote E-Voting		E-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	107	25615983	6	4230	113	25620213	99.9763
Dissent	6	6061	0	0	6	6061	0.0237
Total	113	25622044	6	4230	119	25626274	100

SUMMARY OF E-VOTING

Particulars	No. of Equity Shares	Percentage of total number of votes cast (%)
Total Valid votes cast	25626274	100



Assented to Resolution	25620213	99.9763
Dissented to Resolution	6061	0.0237

RESULTS:

The Electronic Records containing details of the Members, who voted "IN FAVOUR", or "AGAINST" for each resolution under remote e-Voting and e-voting at the AGM has been handed over to the Company Secretary for safe custody.

The above-mentioned resolutions are deemed to be passed with requisite majority as on the date of the 50th AGM of the Company i.e. Tuesday, September 22, 2022.

Yours faithfully,
Thanking You,

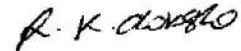
Countersigned by


Chairman

Place: Mumbai
Date: 23/09/2022

For RAGINI CHOKSHI & COMPANY
(Company Secretaries)
(P.R. Certificate No. 659/2020)





RAGINI CHOKSHI
(Partner)
Membership No:2390
C.P. Number: 1436
UDIN: F002390D001028349
Place: Mumbai
Date: 23.09.2022