



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: Foods and Inns Building, Sion-Trombay Road, Punjabwadi,
Deonar, Mumbai – 400 088 website: www.foodsandinns.com
Corporate Identity No: L55200MH1967PLC013837

NOTICE OF POSTAL BALLOT

*(Pursuant to Section 110 read with Rule 22 of Companies
(Management and Administration) Rules, 2014 of the Companies Act, 2013)*

Dear Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (the “Rules”) including any statutory modification(s) or re-enactment thereof, for the time being in force, and Regulation 44 of SEBI (LODR) Regulation, 2015 that the resolutions appended as below, are proposed to be passed by means of E-voting/Postal Ballot by the shareholders. Pursuant to Section 102(1) of Companies Act, 2013, the explanatory statement pertaining to the said resolutions stating out the material facts and the reasons thereof is annexed hereto in this Postal Ballot notice for your consideration.

The Board of Directors of the Company (the “Board”) has appointed “Mr. J Y Gupte, Practicing Company Secretary as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

The Company has engaged with National Securities Depository Limited (NSDL) to provide remote e-voting facility to the Members of the Company. The Members may vote either through remote e-voting or physical Postal Ballot Form. The Postal Ballot Forms received via e-mail will not be considered and will be rejected. If a Member has voted through remote e-voting facility, he/she is not required to send the Postal Ballot Form and vice versa. If a Member votes through remote e-voting facility and also sends his/her vote through the Postal Ballot Form, the votes cast through remote e-voting shall only be considered and the voting through physical Postal Ballot shall not be considered by the Scrutinizer.

ITEMS OF SPECIAL BUSINESS REQUIRING CONSENT OF MEMBERS THROUGH POSTAL BALLOT:

Item No.01: To consider and approve the proposal of sub-dividing/ splitting of Face Value of Equity Shares from ` . 10/- each to ` . 1/- each of the Company as per Section 61(1)(d) of the Companies Act, 2013 subject to approval of the members of the Company by way of Postal Ballot u/s 110 of the Act-

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 61 (1) (d) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals, the consent of the Members be and is hereby accorded for sub-dividing the existing Authorised Equity Share capital of the Company as follows:”

Class of Share Capital	From			To		
	No. Of Shares	Face Value (in `.)	Total Share Capital (in `)	No. Of Shares	Face Value (in `.)	Total Share Capital (in `.)
Authorised Equity Share Capital	60,00,000	10	6,00,00,000	6,00,00,000	1	6,00,00,000



“RESOLVED FURTHER THAT pursuant to the sub-division of Face Value of Equity Shares of the Company, the existing fully paid-up Equity Shares of the Company of the Face Value of ` .10 /- each (Rupees Ten Only) as existing on the Record Date (as and when be decided by the Board), shall stand sub-divided into fully paid-up Equity Shares of Face Value of ` . 1/- each (Rupee One Only) w.e.f. the Record Date (as and when be decided by the Board).”

“RESOLVED FURTHER THAT upon the sub-division of the Face Value of Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the Face Value of ` . 10/- each held in physical form, if any, shall be deemed to have been automatically cancelled with effect from the Record Date (as and when be decided by the Board) and the Board be and is hereby authorised to recall the same from the shareholders, if necessary, and to issue new shares certificates in lieu thereof, with regard to sub-divided equity shares in accordance with the provisions of the Companies (Share Capital and Debentures) Rules, 2014 (as amended) and other applicable regulations and in the case of the Equity Shares held in the dematerialized form, the sub-divided Equity Shares shall be credited to the respective beneficiary accounts of the members with their Depository Participants and the Company shall take such corporate actions as may be necessary in relation to the existing Equity Shares.”

“RESOLVED FURTHER THAT any Director(s) / Company Secretary of the Company be and is/are hereby Jointly/Severally authorized to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental thereto and to execute all such documents, instruments and writings as may be required in this connection and, to give effect to the aforesaid resolution including but not limited to fixing of the record date as per the requirements of the SEBI (LODR) Regulations, 2015 and subsequent amendments thereto and such other applicable provisions/ enactments and amendments from time to time, execution of all necessary documents with the Stock Exchanges and the Depositories and/or any other relevant statutory authority, if any, cancellation or rectification of the existing physical share certificates in lieu of the old certificates and to settle any question or difficulty that may arise with regard to the sub-division of the Equity Shares as aforesaid or for any matters connected herewith or incidental hereto.”

Item No.02: To consider and approve Alteration of ‘Capital Clause’ of Memorandum of Association as per the Sections 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013; subject to approval of the Members of the Company by way of Postal Ballot u/s 110 of the Act-

The members are requested to consider and, if though fit, to pass, with or without modification(s), the following resolution, as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded for the alteration and substitution of the existing Clause V of the Memorandum of Association of the Company with the following new Clause V:

“V. The authorised share capital of the Company is ` . 9,00,00,000/- (Rupees Nine Crores Only) consisting of 6,00,00,000 equity shares of ` .1/- each and 3,00,000 Redeemable preference shares of ` . 100/- each, with power to increase or reduce the capital of the Company and to divided the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may be for the time being provided by the Articles of Association of the Company.”



“RESOLVED FURTHER THAT any Director(s)/ Company Secretary of the Company be and is/are hereby Jointly/Severally authorized to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental thereto and to execute all such documents, instruments and writings as may be required in this connection and, to give effect to the aforesaid resolution.”

By order of the Board of Directors
For **FOODS AND INNS LIMITED**

Place: Mumbai

Date: February 15, 2018

Registered Office:

Foods and Inns Building,
Sion- Trombay Road,
Punjabwadi, Deonar
Mumbai – 400 088

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Bhupendra Dalal
Chairman
DIN: 00061492

NOTES:

1. Explanatory Statements pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the Special Business under Item no. 1 & 2 as stated above is annexed hereto.
2. The documents referred to in the notice, if any, are open for inspection at the Registered Office of the Company on all working days except Sunday(s) and Public holidays, between 11.30 A.M. to 01.30 P.M. from the date of dispatch of the Notice upto the date of declarations of result of Postal Ballot.
3. The Postal Ballot Notice is being sent to the Members, whose names appear in the Register of Members/ Records of Depositories as on close of working hours on February 16, 2018 i.e. “the cut-off date”. The Postal Ballot Notice is being sent through E-Mail to the Members who have registered their E-Mail IDs with their Depository Participants/ the Company’s Registrar and Transfer Agent. For Members whose E-Mail IDs are not registered, physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent by permitted mode along with postage prepaid self-addressed “Business Reply Envelope”.
4. Resolutions passed by the Members through postal ballot is deemed to have been passed as if they have been passed at the General Meeting of the Members of the Company.
5. In compliance with provisions of Section 108, 110 of the Companies Act, 2013 read with Rule 20, 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (LODR) Regulations 2015, the Company will be providing to members the facility to exercise their right to vote on the resolutions proposed to be considered by way of Postal Ballot through electronic means and the business may be transacted through e-Voting facility provided by National Securities Depository Limited (NDSL).



6. The voting rights of the Members shall be in proportion of the shares held by them in paid-up equity share capital of the Company as on February 16, 2018. A person who is not the member as on February 16, 2018 should treat this notice for information purpose only.
7. The Members can opt for only one mode of voting, i.e., either by physical ballot form or remote e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid. The Postal Ballot Forms received via e-mail will not be considered and will be rejected.
8. Members, who have received the Postal Ballot Notice by email and who wish to vote through physical Postal Ballot Form or in case a member is desirous of obtaining a duplicate Postal Ballot Form, he or she may send an e-mail to writetous@foodsandinns.com. The Company shall dispatch the same along with postage prepaid self-addressed Business Reply Envelope to the Member.
9. A Member cannot exercise his / her vote through proxy on postal ballot.
10. Members desiring to exercise their vote by physical postal ballot form are requested to carefully read the instructions printed in the Postal Ballot Notice and Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches to the Scrutinizer not later than 5.00 P.M. on March 30, 2018 (Friday). The postage of such envelope will be borne by the Company. If any postal ballot form is received after March 30, 2018 (Friday) (5.00 PM IST), it will be considered that no reply from the Member has been received. An unsigned Postal Ballot form will be rejected.
11. The details of dispatch of Notice and Postal Ballot form to the members will be published in at least one (1) English and one (1) vernacular language newspaper circulating in Marathi, within the prescribed time limit.
12. The Scrutinizer shall submit his report to the Chairman or any Director of the Company after the completion of scrutiny, and the result of the voting by postal ballot will be announced on or before Saturday, March 31, 2018 at the Registered Office of the Company. The result will be declared and displayed at the Registered Office of the Company, intimated to NDSL and Stock Exchanges where the Company's securities are listed and will be displayed along with the Scrutinizer's report on the Company's website "www.foodsandinns.com" and NDSL's website "www.nsdl.co.in".
13. The last date of receipt of duly completed Postal Ballot form/e-voting i.e. March 30, 2018 (5.00 PM IST) shall be the date on which the resolutions would be deemed to have been passed, if approved by requisite majority.
14. Members holding shares in terms of physical mode and dematerialized mode are requested to notify immediately the change of their contact address, E-Mail Ids, bank particulars etc. to the Registrar and Share Transfer Agent i.e. M/s. Link In Time India Private Limited of the Company, exclusively on separate letter without clubbing it with any other request for quicker attention.



15. The Company has designated an exclusive Email ID:-“writetous@foodsandinns.com” for redressal of shareholders’/ Investors complaints/grievances. In case you have any queries, complaints/grievances, then kindly write at the above mentioned email address.
16. If any of the members are holding shares in the same name or in the same order of names, under different folios, then members are requested to notify the same to the Registrar and Share Transfer Agent for consolidation of their shareholding into a single folio.
- 17. Voting through electronic means -**

- (i) In compliance with provisions of Section 108 of the Companies Act, 2013, and the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (hereinafter called ‘the Rules’ for the purpose of this section of the Notice) and Regulation 44 of SEBI Listing Regulations, 2015, the Company is pleased to provide the facility of remote e-voting to exercise votes on the items of the business given in the Notice through electronic voting system, to Members holding shares on February 16, 2018 (end of day), being the Cut- off date for the purpose of Rule 20 (4) (vii) of the Rules fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by the National Securities Depository Limited (NSDL).

Person who is not a member as on the cut-off date should treat this Notice for information purpose only.

- (ii) The remote e-voting period will commence at 9:00 am on Thursday, March 1, 2018 and will end at 5:00 pm on Friday, March 30, 2018.
- (iii) The Company has appointed Mr. J.Y. Gupte, Practising Company Secretary (ACS No 4539, CP No 3589), to act as the Scrutinizer, to scrutinize the entire remote e-voting process in a fair and transparent manner.

The Instructions for remote e-voting are as under:

A. For members who receive notice of Postal Ballot Meeting through e-mail

- (a) Those members whose valid e-mail IDs are registered with the Company/ Depository Participant(s) will receive an e-mail from NSDL.
- (i) Open e-mail and open PDF file viz; “F&I E-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
- (iii) Click on “Shareholder – Login”
- (iv) Put user ID and password as initial password noted in step (i) above. Click “Login”.
- (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of “e-Voting” opens. Click on “e-Voting: Active Voting Cycles”.
- (vii) Select “EVEN” (Electronic Voting Event Number) of Foods and Inns Limited
- (viii) Now you are ready for e-Voting as “Cast Vote” page opens



- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also click on “Confirm” when prompted.
- (x) Upon confirmation, the message “Vote cast successfully” will be displayed
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
- (xii) Corporate/Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at rjg62000@yahoo.com with a copy marked to evoting@nsdl.co.in.

(B) For members who receive the notice of Postal Ballot Meeting in physical form:

- a) User ID and initial password is provided as per the format given in the Attendance Slip of the Postal Ballot Meeting:
- b) Please follow all steps from Sl. No (A) (ii) to (A) (xii) above, to cast your vote.

(C) General Instructions

- a) If you forget your password, you can reset your password by using ‘Forget User Details/ Password’ option available on [http:// www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- b) Any person, who acquired shares of the Company and become Member of the Company after dispatch of the notice and holding shares as of the cut- off date i.e. February 16, 2018 may obtain the login ID and password by sending a request at [evoting@ nsdl.co.in](mailto:evoting@nsdl.co.in) or santosh.jaiswal@linkintime.co.in.
- c) The scrutinizer shall, immediately after the conclusion of e-voting period, first count the votes cast at the meeting, thereafter unlock the votes in the presence of atleast two (2) witnesses, not in the employment of the company and make, not later than three(3) days from the conclusion of the meeting, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman of the Company, who shall countersign the same.
- d) The Scrutinizer shall submit his report to the Chairman, who shall declare the results of the voting. The results declared along with the scrutinizer’s report shall be placed on the Company’s website www.foodsandinns.com and on the website of NSDL and shall also be communicated to the Stock Exchange where the shares of the company are listed.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com

If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.



EXPLANATORY STATEMENT

(Pursuant to the Provisions of Section 102 (1) of the Companies Act, 2013)

Item No. 1

In order to improve the liquidity of your Company's Equity Shares in the Stock Markets with higher floating stock in absolute numbers and to make them more affordable for the small retail investors to invest in the Company, the Members are informed that it would be advantageous for the Company for sub-dividing the Face Value of the Equity Shares of the Company from ` . 10/- each to ` .1/- each and consequent sub-division of Equity shares thereof.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 1 of the Notice of Postal Ballot.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, in the resolution set out in Item No.1 of the Notice, except to the extent of their respective shareholding in the Company.

The Board recommends the Ordinary Resolution set out in Item No. 1 of the Notice for approval by the members.

Item No. 2

The proposed sub-division of face value of equity shares of the Company requires alteration to the Capital Clause (Clause V) of the Memorandum of Association of the Company. In view of this, Clause V of Memorandum of Association is proposed to be altered and substituted with the a new Clause V to reflect the corresponding changes in the Authorised Share Capital consequent to the said sub-division of Face Value of Equity Shares of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, in the resolution set out in Item No.2 of the Notice, except to the extent of their respective shareholding in the Company.

The Board recommends the Special Resolution set out in Item No. 2 of the Notice for approval by the members.

By order of the Board of Directors
For **FOODS AND INNS LIMITED**

Place: Mumbai

Date: February 15, 2018

Registered Office:

Foods and Inns Building,
Sion- Trombay Road,
Punjabwadi, Deonar
Mumbai – 400 088

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Bhupendra Dalal
Chairman
DIN: 00061492



FOODS AND INNS LIMITED

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Registered Office: Foods and Inns Building, Sion-Trombay Road, Punjabwadi,
Deonar, Mumbai – 400 088 website: www.foodsandinns.com
Corporate Identity No: L55200MH1967PLC013837

Member's Name

Address 1

Address 2

Address 3

City

PIN

POSTAL BALLOT FORM

Registered Folio no. / DP ID no. / Client ID:

Number of shares held:

I / We hereby exercise my / our vote in respect of the Ordinary / Special Resolution to be passed through postal ballot for the business stated in the Notice of the Company by conveying my / our assent or dissent to the said resolution by placing a tick (✓) mark in the appropriate box below:

Item no.	Resolution summary	No. of shares held	I assent to the resolution Please tick (✓)	I dissent to the resolution Please tick (✓)
1	Sub-dividing/ splitting of Face Value of Equity Shares from ` . 10/- each to ` . 1/- each of the Company as per Section 61(1)(d) of the Companies Act, 2013			
2	Alteration of 'Capital Clause' of Memorandum of Association as per the Sections 13, 61 and all other applicable provisions, if any, of the Companies			

Place: Mumbai

Date:

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Signature of the Member

Electronic voting particulars

The e-voting facility is available at the link <https://www.evoting.nsdl.com>. The electronic voting particulars are set out as follows:

EVEN (E-Voting Event Number)	User ID	Password

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
March 01, 2018 at 9:00 a.m	March 30, 2018 at 5.00p.m

Notes:

1. Please read the instructions printed below carefully before filling this Form and for e voting, please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
2. The last date for the receipt of Postal Ballot Forms by the Scrutinizer March 30, 2018 at 5.00 p.m

Instructions

1. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage prepaid self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / speed post at the expense of the Member will also be accepted.
2. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
4. This form should be completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his / her absence, by the next named Member.
5. Consent must be accorded by placing a tick mark [v] in the column, 'I assent to the resolution', or dissent must be accorded by placing a tick mark [v] in the column, 'I dissent to the resolution'
6. The votes of a Member will be considered invalid on any of the following grounds:
 - a. If the Postal Ballot form has not been signed by or on behalf of the Member;
 - b. if the Member's signature does not tally;
 - c. if the Member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate Shares voted for 'Assent' and 'Dissent' exceeds total number of Shares held;
 - d. If the Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
 - e. if the Postal Ballot Form is incomplete or incorrectly filled;
 - f. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the Member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified, or one or more of the above grounds;
 - g. If the form other than the one issued by the company is used;
7. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before March 30, 2018. If any Postal Ballot Form is received after this date, it will be considered that no reply from such Member has been received.
8. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Forms should reach the Scrutinizer no later than the date specified in Item (7) above.
9. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Power of Attorney/ attested specimen signatures etc. In case of electronic voting, documents such as the certified true copy of Board Resolution / Power of Attorney, along with attested specimen signatures, should be mailed to the Scrutinizer at rjg62000@yahoo.com with a copy marked to evoting@nsdl.co.in, or deposited at the registered office of the Company.
10. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelopes in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
11. A Member need not use all his / her votes nor does he / she need to cast his / her votes in the same way.
12. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Member on the relevant date, i.e. February 16, 2018.
13. The Scrutinizer's decision on the validity of the postal ballot shall be final.
14. Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as intimation only.