

J.Y. GUPTÉ
COMPANY SECRETARIES

36, Mangesh Sadan, 246 Lady Jamshetji Road, Dadar, Mumbai 400 028

Tel: 022 24466664, E-mail- rjg62000@yahoo.com

**CONSOLIDATED REPORT OF SCRUTINIZER ON
REMOTE E-VOTING AND POSTAL BALLOT**

[Pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 to the extent applicable]

To
The Chairman,
Board of Directors
Foods and Inns Limited
224, Dulwich Mansion,
3rd Floor, Tardeo
Mumbai 400 007

Sub: Scrutinizer's Report on Postal ballot and e-voting conducted in terms of provisions of Section 108 and 110 of the Companies Act, 2013 read with Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 to the extent applicable, including any statutory modification or re-enactment thereof.

Dear Sir

I, J.Y. Gupte, Practising Company Secretary (Membership No: 4539, CP No: 3589), Proprietor, 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 conducting the Postal Ballot process in physical as well as remote E-voting process as per Section 108 and Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 (including any statutory modification or re-enactment thereof for the time being in force.)

I submit my report as under:

- a. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by use of Postal ballots by the shareholders on the resolutions proposed in the notice dated February 15, 2018 of the Company, is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of ballot are conducted in fair and transparent manner and render consolidated

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Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL) and the report for voting by use of postal ballots.

- b. The Company has completed the dispatch of Postal Ballot notice along with the Postal Ballot form by email to all the members whose email- ids are registered with the Company/ Depository Participant(s) has been completed on **February 26, 2018**. Further in respect of the members whose email-ids are not registered with the Company/ Depository Participant(s), the dispatch of physical copy of the postal ballot notice alongwith postal ballot form and self addressed business reply envelope at their registered address by the prescribed mode has been completed on **February 28, 2018**, to the members whose name(s) appeared on the Register of Members/list of beneficiaries as on the cut-off date i.e. **February 16, 2018**.
- c. The voting through remote E-voting process was kept open from **March 1, 2018 (9:00 A.M) to March 30, 2018 (5:00 P.M)**. Whereas, in case of Physical Postal Ballot, last date for receiving ballots was **March 30, 2018 (5:00 P.M.)**
- d. The votes were unblocked at Mumbai on **Saturday March 31, 2018** at 10:00 a.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

- e. 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.
- f. The results of the Postal Ballot and E- Voting are as under:

1. Resolution 1- Ordinary Resolution

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

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i. Voted **in favour** of the resolution

Type of Voting	Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
Remote E-Voting	5	41	0.0169
Postal Ballot	31	242704	99.9819
Total	36	242745	99.9988

ii. Voted **against** the resolution:

Type of Voting	Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
Remote E-Voting	1	1	0.0004
Postal Ballot	2	2	0.0008
Total	3	3	0.0012

iii. **Invalid Votes**

Type of Voting	Total Number of members whose votes were declared invalid	Total number of votes cast by them
Remote E- Voting	0	0
Postal Ballot	2	240
Total	2	240

2. Resolution 2- Special Resolution

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

i. Voted **in favour** of the resolution

Type of Voting	Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
Remote E-Voting	5	41	0.0169
Postal Ballot	31	242704	99.9819
Total	36	242745	99.9988

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ii. Voted **against** the resolution:

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Type of Voting	Total Number of members whose votes were declared invalid	Total number of votes cast by them
Remote E- Voting	0	0
Postal Ballot	2	240
Total	2	240

g. The details containing the list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for the resolution along with the Postal ballot and all other relevant records were handed over to the Company Secretary/ Director authorized by the Board for safe keeping.

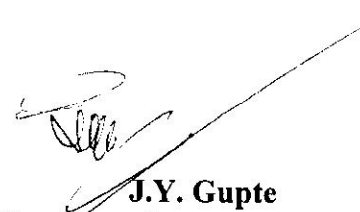
Thanking You

Yours Faithfully

Place: Mumbai

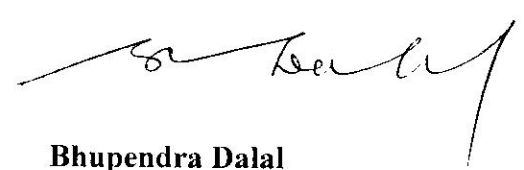
Date: March 31, 2018

J.Y. Gupta
MUMBAI
Company Secretary


J.Y. Gupta
Company Secretary
Membership No: 4539
C P No: 3589

Countersigned:

For **FOODS AND INNS LIMITED**


Bhupendra Dalal
Chairman
DIN: 00061492