



FOODS AND INNS LIMITED

Dulwich Mansion, 3rd Floor, 224, Tardeo Road, Tardeo, Mumbai - 400 007, India

39th Annual General Meeting

Date : March 25, 2011
Day : Friday
Time : 3.30 P.M.
Venue : "Seminar Hall 2", 31st Floor,
MVIRDC World Trade Centre,
Centre 1, Cuffe Parade,
Mumbai - 400 005.

BOARD OF DIRECTORS

Mr. B. C. Dalal - Chairman (Alternate to Mr. George Gonszor)
Mr. Utsav Dhupelia - Vice-Chairman
Mr. D. B. Engineer
Mr. C. M. Maniar
Mr. R. Simkins
Mr. D. D. Trivedi
Mr. Milan Dalal
Ms. Harsha Bangari (Nominee of Export-Import Bank of India)
Mr. George Gonszor

EXECUTIVE COMMITTEE MEMBERS

Mr. B. C. Dalal - Chairman
Mr. Utsav Dhupelia
Mr. Milan Dalal

REGISTERED OFFICE & SHARES DEPARTMENT

Sion - Trombay Road,
Deonar, Mumbai - 400 088.

ADVOCATES & SOLICITORS

Crawford Bayley & Co.,
State Bank Building,
N.G.N. Vaidya Marg,
Mumbai - 400 023.

BANKERS

Andhra Bank
State Bank of India
Bank of Maharashtra
Export-Import Bank of India
Corporation Bank
Bank of India

AUDITORS

B. S. Mehta & Co.,
11/13, Botawala Building,
2nd Floor, Horniman Circle,
Fort, Mumbai - 400 001.

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTY NINTH ANNUAL GENERAL MEETING OF THE MEMBERS OF FOODS AND INNS LIMITED WILL BE HELD ON FRIDAY, MARCH 25, 2011 AT 3.30 P.M. AT "SEMINAR HALL 2", 31ST FLOOR, MVIRDC WORLD TRADE CENTRE, CENTRE 1, CUFFE PARADE, MUMBAI – 400 005 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 30th September, 2010 and the Profit & Loss Account for the year ended on that date along with the Report of the Directors and Auditors thereon.
2. To declare Dividend.
3. To appoint a Director in place of Mr. D. B. Engineer, who retires by rotation, but being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. D. D. Trivedi, who retires by rotation, but being eligible, offers himself for re-appointment.
5. To appoint M/s B.S. Mehta & Co., Chartered Accountants, as auditors of the Company, to hold office from the conclusion of this Annual General Meeting, until the conclusion of next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

6. To consider, and if thought fit, to pass with or without modification(s), the following resolutions as a ORDINARY RESOLUTION.

Resolution 1

"RESOLVED THAT pursuant to the provisions of Section 297 and 301 and all other applicable provisions if any of the Companies Act, 1956, the consent of the members of the Company be and is hereby accorded to the contract for mobilization of Public Fixed Deposits entered into with M/s Western Securities (A Division of Western Press Private Limited) on payment of a brokerage ranging between 1% to 2% varying according to the period of the Public Fixed Deposits and the Managers fees of 0.5% of the Public Fixed Deposits mobilized and an additional incentive of 1% for mobilization of Public Fixed Deposits of Rs 1 Crore or more in a quarter "

Further resolved that the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may in its absolute discretion deem necessary, proper and desirable to give the effect to the above resolution"

Resolution 2

"RESOLVED THAT pursuant to the provisions of Section 297 and 301 and all other applicable provisions if any of the Companies Act, 1956, the consent of the members of the Company be and is hereby granted for payment of the guarantee commission to Mrs. Pallavi Utsav Dhupelia, wife of Mr. Utsav Dhupelia, Director and Key Management Personnel, calculated at a rate of not exceeding 2% for personally guarantying and standing as a surety for the credit facilities including term loan borrowed by the Company as per the terms and conditions stated in the sanction letters issued by the member Banks of the consortium to the Company"

Further resolved that the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may in its absolute discretion deem necessary, proper and desirable to give the effect to the above resolution"

By Order of the Board
For **FOODS AND INNS LIMITED**

Mumbai, 31st January, 2011

Registered Office:

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

UTSAV DHUPELIA
VICE CHAIRMAN

Registrar & Transfer Agents:

Link Intime India Pvt. Ltd.,
(Formerly Intime Spectrum Registry Ltd)
C-13, Pannalal Silk Mills Compound, L.B.S. Marg,
Bhandup – (W), Mumbai – 400 078.
Tel.No. (022) 25963838

FOODS AND INNS LIMITED**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. (a) The instrument appointing a Proxy must be deposited with the Company at its Registered Office not less than 48 hours before the time of holding the meeting.
(b) Corporate Members intending to send their authorized representative to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, relating to the Special business to be transacted at the Meeting is annexed hereto.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from 21st March, 2011 to 25th March, 2011. (Both days inclusive).
5. Dividend on Shares as recommended by the Directors for the year ended 30th September, 2010, if declared, at the meeting will be paid to those members of the Company whose names appear on the Register of Members as on 25th March, 2011.
6. The Members are requested to notify change of address, if any, to Foods and Inns Limited, Dulwich Mansion, 224, Tardeo Road, Mumbai – 400 007 or to Link Intime India Pvt. Ltd., (Formerly Intime Spectrum Registry Ltd.,) C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai 400 078, Registrar and Transfer Agents.
7. Members/Proxies are requested to bring their copy of the Annual Report and Attendance/Proxy Slip sent herewith duly filled in for attending the meeting to avoid inconvenience and delay at the time of registration and avoid being accompanied by non-members and children. Copies of Annual Report and Attendance slip will NOT be available for distribution at the venue of the Meeting.
8. The trading in the Company's Shares has been made compulsory in dematerialized form effective 22nd February, 2002 for all class of investors. In view of the numerous advantages offered by the Depository System, shareholders are requested to avail of the facility of dematerialization of the Company's Shares.
9. Members holding shares in dematerialized form should address all their correspondence including change of address, nominations, ECS mandates, bank details to be incorporated on dividend warrants, powers of attorney, etc. to their Depository Participant.
10. Consequent upon the introduction of section 205C by the Companies (Amendment) Act, 1999, the amount of dividend remaining unpaid/unclaimed for a period of seven years from the date of its transfer to the unpaid dividend account of the Company is required to be transferred to the Investor Education and Protection Fund to set up by the Govt. of India and no payment shall be made in respect of any such claims by the fund. Accordingly, the Company has transferred the unclaimed dividends up to the financial year ended 31st March, 2002 to Investor Education and Protection Fund.
11. The information required to be provided under the listing agreement entered into with the stock exchange regarding the Directors who are proposed to be re-appointed / Directors seeking appointment at the Annual General Meeting is given hereunder :
(Item Sr.Nos.3, 4 of the Notice)

Name	Mr. D.B. Engineer	Mr. D. D. Trivedi
Date of Birth & Age	02.05.1933 (78)	15.03.1932 (79)
Appointed on	19.08.1992	26.08.1987
Qualifications	B.A (Hons), LLB, Solicitor & Advocate (High Court, Bombay)	B.A, M. Com
Expertise/experience	Standing over 50 Years in Legal profession having expertise in Indirect Taxation and Corporate Law. He is senior most partner of M/s Crawford Bailey & Co, Advocates and Solicitors, one of the most reputed firm in India. He is also serving on the Board of various Public and Private Limited Companies.	Management Consultant - Corporate Planning, Strategy Formulations, Financial Restructuring, Acquisition, Divestments etc. Conducted Training Programmes in Financial Institutions like GILC, GSFC, HDFC; Industrial Organisations like NTC, MSTC, and CSPC and other Corporate Houses.
Shareholding	NIL	400

The other Directorships / Committee Membership of Mr. D. B. Engineer are as follows:

Name of the Company	Committee Membership	Board Membership
Atlas Copco Limited	Member – Audit and Remuneration Committee Chairman & Member – Shareholders / Investor Grievance Committee	Director
Forvol International Services Limited	-	Director
Fiora Services Limited	-	Director
Forbes & Company Limited	Member – Audit Committee	Director
Nilkamal Limited	Member – Audit Committee	Director
PCS Technology Limited	-	Director
Protos Engineering Company Private Limited	-	Director
S.P. Sanghi Airconditioning Private Limited	-	Director
Welspun India Limited	Member – Audit and Remuneration Committee	Director
Zoroastrian Investment Corporation Private Limited	-	Director
Zuari Industries Limited	Member – Shareholders/ Investor Grievance Committee and Share Transfer Committee Chairman & Member – Audit Committee	Director



The other Directorships / Committee Membership of Mr. D. D. Trivedi are as follows:

Name of the Company	Committee Membership	Board Membership
Wires & Fabriks (SA) Limited	Member – Audit Committee	Director
Asim Exports International Limited	-	Director
Cyclic Chemicals Limited	-	Chairman & Director

By Order of the Board
For **FOODS AND INNS LIMITED**

Mumbai, 31st January, 2011

Registered Office:

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

UTSAV DHUPELIA
VICE CHAIRMAN

ANNEXURE TO THE NOTICE

Explanatory Statement in respect of the Special business required under Section 173(2) of the Companies Act, 1956

Item No.6

Resolution 1

The Company started accepting the Public Fixed Deposits since June 2009 onwards and M/s Western Securities (A division of Western Press Private Limited) who holds rich experience in acting as brokers and managers to Fixed Deposit Scheme, were appointed as Brokers and Managers for mobilisation of Public Fixed Deposits as approved by resolution passed by the Board of Directors of the Company in their meeting held on October 08, 2009.

In terms of the Contract of appointment entered into, the brokerage payment for mobilization of deposits is required to be made at the rates specified in Acceptance of Public Deposit Rules 1975 issued by Reserve Bank of India (RBI) along with the Managers fee at 0.50 % of the mobilization and Additional incentive of 1% for mobilisation of Deposits of Rs 1 Crore or more in a Quarter. Since the said contract was covered under the provision of section 297(1) of the Companies Act, 1956, the Company had approached the Regional Director, Western Region, Mumbai, Government of India, Ministry of Corporate Affairs to seek necessary approval. The Regional Director vide his letter no. RD/297/354/12/09/2083 dated June 17, 2010, while granting the approval put up the condition to obtain the Shareholders approval to the said contract.

The Board recommends the resolution be passed as set out at Item No.6(1) of the accompanying Notice as ordinary resolution. None of the Directors of the Company except Mr. Bhupen Dalal and Mr. Milan Dalal are interested in this resolution.

Resolution 2

The Consortium Member bankers of the Company namely Andhra Bank (Lead Banker), State Bank of India, Bank of Maharashtra, EXIM Bank and Corporation Bank sanctioned from time to time the various credit facilities including the term loans to the Company. The Company availed the sanctioned credit facilities as per the terms and conditions stated in the sanction letters issued by the said Member Banks. One of the specific condition for availing the credit facilities was to guarantee the facilities by the Director, Mr. Utsav Dhupelia and his wife Mrs. Pallavi Utsav Dhupelia in their personal capacity. Accordingly Mr. Utsav Dhupelia and Mrs. Pallavi Dhupelia complied the requirement of the banks by guaranteeing the borrowings availed by the Company and stood as surety to the Bankers to repay the credit facilities in the event of failure by the Company to repay the credit facilities availed by the Company. Hence, the Guarantee Commission was paid by the Company as approved by the Board of Directors, to the guarantors for the risk undertaken by them.

The Company had paid to Mrs Pallavi Dhupelia the Guarantee Commission at a rate not exceeding 2% as approved by the Board. The Regional Director, Western Region, Mumbai, Government of India, Ministry of Corporate Affairs vide letter RD/297/354/12/09/2083 dated June 17, 2010 while granting the approval to the contracts covered under provisions to sub section (1) of section 297 of the Companies Act, 1956 put up the condition to approve the payment of guarantee commission to Mrs. Pallavi Dhupelia, relative of Director and Key Managerial Personnel by the Shareholders of the Company.

The Board recommends the resolution be passed as set out at Item No.6(2) of the accompanying Notice as ordinary resolution. None of the Directors of the Company, except Mr. Utsav Dhupelia is interested in this resolution.

By Order of the Board
For **FOODS AND INNS LIMITED**

Mumbai, 31st January, 2011

Registered Office:

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

UTSAV DHUPELIA
VICE CHAIRMAN

FOODS AND INNS LIMITED**DIRECTORS' REPORT TO THE MEMBERS**

The Directors have pleasure in presenting the 39th Annual Report of the Company together with audited accounts for the year ended 30th September, 2010.

1.1 FINANCIAL RESULTS

	2009-2010 Rupees	2008-2009 Rupees
Profit/(Loss) before tax	2,51,09,391	7,32,29,483
Provision for Taxation	62,06,000	1,04,95,725
Tax Adjustments of Earlier years	(20,34,524)	Nil
Deferred Tax	1,06,59,777	(1,50,000)
Fringe Benefit Tax	Nil	6,42,411
MAT Credit	(62,05,511)	Nil
Profit after tax	1,64,83,649	6,22,41,347
Balance Brought Forward	3,10,54,987	2,13,95,107
Profits Available for Appropriation	4,75,38,636	8,36,36,454
Appropriations		
Proposed Dividend	23,91,876	22,06,476
Tax on Dividend	3,97,267	3,74,991
General Reserve	1,00,00,000	5,00,00,000
Balance Carried to Balance Sheet	3,47,49,493	3,10,54,987

2. OPERATIONS, MANAGEMENT DISCUSSION AND ANALYSIS:

During the year, the turnover of the Company was Rs.208.62 crores as compared to Rs. 189.31 crores for the year ended 30th September, 2010 recording an increase of 10.20% over earlier year. The profit before tax has been decreased to Rs.2.51 crores from Rs.7.33 crores. The Company's export during the year was Rs 138.12 crores (Rs.122.18 crores) and domestic sale was Rs.70.46 crores (Rs 67.09 crores). This translates into a ratio of 66.22% to 33.78% (64.55% to 35.45%) between exports and domestic sales.

A report on the Management Discussion and Analysis for the financial year under review is annexed and forms part of the report.

3. DIVIDEND:

Directors recommend a dividend of 18% on equity shares for the year ended on 30th September, 2010. The payment of dividend will be subject to the approval of the Shareholders at the ensuing Annual General Meeting.

4. FUTURE PROSPECTS:

The Company has planned next 3 years expansion programme for expanding capacities of its existing fruit puree and concentrates lines because its existing capacities during the season are fully utilised.

The Company is also considering new projects and innovative packaging options in the fruit and vegetable processing sectors where it has its core strength.

Despite recession in many of the markets where the Company is selling its products the demand for its products are growing due to high standard quality, service, and aggressive marketing efforts.

5. AUDITOR'S REMARKS:

(i) In respect of the remark of the Auditors relating to the adjustment of amounts written off and diminution in the value of Investments against Revaluation Reserve account in an earlier year and its consequential effect on the carried forward balance in General Reserve as on October 1, 2009 (as also affecting the Balance Sheet as on September 30, 2010) [the note no.3a & b accounts under Schedule '15' of the notes forming part of Accounts of the Annual Report..

(ii) During the year, internal audit was carried out only for manufacturing units at Bulsar and Chembur. As regards the manufacturing units at Nashik, Chittoor and the Corporate Office, the independent firms of Chartered Accountants are being appointed to carry out internal audit of business operations and also the scope of audit is being widened to commensurate with the size of the Company and the nature of its business operations.

6. FIXED DEPOSITS FROM THE PUBLIC:

As on September 30, 2010, fixed deposits from the public and shareholders stood at Rs. 8.42 crores (Public Rs.6.02 Crores and Rs.2.40 Crores from a Shareholder who is a relative of a Director); There are no overdue deposits.

7. CORPORATE GOVERNANCE:

Clause 49 of the listing agreement relating to Corporate Governance was made applicable to all listed Companies w.e.f. 1st January, 2006. Till Last year, your Company was exempted since paid up share capital of your Company was less than Rs.3 crores or net worth was less than Rs.25 crores at any time in the history of the Company. Based on the Audited Accounts for the year ended September 30, 2009 the net worth of your Company exceeded Rs.25 Crores as a result of which the requirements of Clause 49 of the listing agreement relating to Corporate Governance were applicable to your Company.

During the year the Company complied with the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange. A separate section on Corporate Governance, along with a certificate from the Practising Company Secretary for the compliance is annexed and forms part of this report.



8. SUBSIDIARY COMPANIES:

The Company's subsidiary Company Dravya Finance Limited has made a profit of Rs.11,285 during the year ended March 31, 2010. The other subsidiary Company Asim Exports International Limited has made a loss of Rs. 50,060 for the year ended March 31, 2010.

9. DIRECTORS:

Mr. D. B. Engineer and Mr. D. D. Trivedi, retire by rotation in accordance with the provisions of Companies Act and the Articles of Association of the Company and being eligible offer themselves for re-appointment.

10. DIRECTORS RESPONSIBILITY STATEMENT:

As required under Section 217 (2AA) of the Companies Act, 1956 your Directors confirm that;

- i) In the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- ii) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the year ended on September 30, 2010 and of the profit and loss of the Company for that year.
- iii) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) The Directors had prepared the annual accounts on a going concern basis.

11. PREFERENTIAL ALLOTMENT OF CONVERTIBLE WARRANTS

During the year under review, the Company allotted 1,03,000 Equity Shares of Rs.10 each to Mr. Utsav Dhupelia, M/s Western Press Private Limited, and Mrs. Rekha Bhupen Dalal belonging to Promoter Group, consequent upon conversion of 1st Tranche of Convertible Warrants at a price of Rs.154 (including premium of Rs.144 per share) being the price determined in accordance with SEBI (Disclosure & Investor Protection) Guidelines, 2000 on Preferential Issues and Listing Agreement. The proceeds of the Equity Shares issued by Company are being used for the purpose for which they were raised.

12. ENVIRONMENTAL & CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING/OUTGO:

The particulars prescribed by the Companies (Disclosure of particulars in the Report of Board of Directors) Rules 1988 are furnished in the Annexure to this report.

13. PARTICULARS OF EMPLOYEES:

The information as is required to be provided in terms of Section 217 (2A) of the Companies Act, 1956, read with Companies (Particulars of Employees) Rules 1975 as amended is as under;

- a) Employment throughout the year and in receipt of remuneration
in aggregate of not less than Rs.24,00,000 per annum ----- Nil
- b) Employed for part of the year and were in receipt of remuneration
at the rate not less than Rs.2,00,000 per month ----- Nil

14. COMPLIANCE CERTIFICATE U/S 383A OF COMPANIES ACT, 1956:

The Company has obtained the Compliance Certificate from M/s. Sanjay Soman & Associates, Company Secretaries, as per the provisions of Section 383A of Companies Act, 1956 applicable as per amendment made on 13th December, 2000.

15. AUDITORS:

The members are requested to appoint Auditors for the current year and fix their remunerations. M/s B. S. Mehta & Co., Chartered Accountants, the existing Auditors, retire at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

16. ACKNOWLEDGEMENT:

The Company is grateful to its Bankers for timely financial help in all the Company's activities.

The relations between the employees and the Management have remained cordial during the year, and the Directors wish to place on record their appreciation, co-operation and support from employees at all levels.

By Order of the Board
For **FOODS AND INNS LIMITED**

Mumbai, 31st January, 2011

Registered Office:

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

UTSAV DHUPELIA
VICE CHAIRMAN

ANNEXURE TO THE DIRECTORS' REPORT

PARTICULARS REQUIRED UNDER THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988.

A . CONSERVATION OF ENERGY

- (a) Your Company continues to give high priority for conservation of energy on an on – going basis and to ensures optimum power consumption, to the extent possible.
- (b) Total energy consumption and energy consumption per unit of production is as per FORM A annexed.

B. TECHNOLOGY ABSORPTION

Efforts made in technology absorption are as per FORM B annexed.

C. FOREIGN EXCHANGE EARNINGS AND OUT GO

- (a) **Activities relating to exports: Initiatives taken to increase exports: development of new export markets for products and services and export plans:**

The Company is at present exporting its products in industrial and consumer packs to U.K., Kuwait, Canada, Saudi Arabia, Yemen, Japan, Germany and West Asia. The Company is continuously exploring the possibilities of exporting more of its products to different markets.

- (b) **TOTAL FOREIGN EXCHANGE USED AND EARNED**

The information on foreign exchange used and earned is contained in Note Nos.21, 22, 23 & 24 to accounts under Schedule '15' of the notes forming part of Accounts of the Annual Report.





FORM –A

Form for disclosure of particulars with respect to conservation of energy:

PARTICULARS		2009-2010	2008-2009
A.	POWER AND FUEL CONSUMPTION		
1	Electricity		
a.	Purchased		
	Units (Nos)	19,52,313	18,44,235
	Total Amount	Rs.1,33,09,522	Rs.1,00,40,105
	Rate/Unit	Rs.6.82	Rs.5.44
b.	Own Generation		
i.	Through Diesel Generator		
	Units/Ltr.	3,33,306	3,38,816
	Total Amount	Rs.1,23,34,291	Rs.1,15,92,448
	Unit /Ltr. of Diesel oil	Rs.37.01	Rs.34.21
ii.	Through Steam Tubine/Generator		
	Unit	Nil	Nil
	Unit/Ltr. Of Fuel Gases	Nil	Nil
	Cost/Unit	Nil	Nil
2	Coal		
	Quantity (Tonnes)	Nil	Nil
	Total Cost	Nil	Nil
	Rate/Unit	Nil	Nil
3	Furnace Oil (L.D.O.)		
	Quantity (Ltr)	7,59,596	7,15,703
	Total Cost	Rs.2,26,02,005	Rs.1,79,30,264
	Rate/Ltr	Rs.29.76	Rs.25.05
4	Others/Internal Generation		
	Qty (Kgs)	42,52,831	37,78,645
	Total Cost	Rs.1,36,73,110	Rs.1,22,24,863
	Rate/Kg	Rs.3.22	Rs.3.24
B.	CONSUMPTION PER UNIT OF PRODUCTION		
	Products (with details)		
	Electricity –		
	Fruit Powder (Unit/Kg)	0.880	0.860
	Pulp, Paste & Fruit Juice (Unit/Kg)	0.044	0.065
	Furnace Oil –		
	Fruit Powder (Unit/Kg)	1.100	0.990
	Pulp, Paste & Fruit Juice (Unit/Kg)	0.018	0.026
	Coal-	Nil	Nil
	Others –		
	Fruit Powder (Unit/Kg)	9.67	5.11
	Pulp, Paste & Fruit Juice (Unit/Kg)	0.13	0.19

FOODS AND INNS LIMITED**FORM- B****Form for disclosure of particulars with respect to Technology Absorption:****1. RESEARCH & DEVELOPMENT (R & D)**

The Company has its own Laboratories where Research and Development Activities are continuously carried out for up gradation of the existing products and introduction of new products.

2. EXPENDITURE ON R & D

	2009-2010 (Rupees)	2008-2009 (Rupees)
a) Capital	Nil	Nil
b) Recurring	Nil	Nil
Total	Nil	Nil

TECHNOLOGY ABSORPTION ADAPTATION & INNOVATION:

1. Efforts in brief made towards technology absorption and innovation.
2. Benefits derived as a result of the above efforts Ex. Product improvements, cost reduction, product development, import substitution etc. Development of new range of fruit and vegetable products consumer packs.
3. In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year) following information may be furnished.
 - a) Technology imported: Nil
 - b) Year of Import: Not Applicable
 - c) Has technology been fully absorbed: Not Applicable
 - d) If not fully absorbed, area where this has not taken place, reasons therefore & further plans of action: Not Applicable



SECRETARIAL COMPLIANCE CERTIFICATE

To,
The Members,
Foods & Inns Limited,

We have examined the registers, records, books and papers of Foods & Inns Limited, as required to be maintained under the Companies Act, 1956, (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 30th September 2010. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. the company has kept and maintained registers as stated under the Companies Act 1956, as per the provisions and the rules made thereunder and recorded the entries therein . The list is attached as *Annex A* to this report. .
2. the company has duly filed the forms and returns as stated below , with the Registrar of Companies, Regional Director, Central Government. Company Law Board or other authorities within the time prescribed under the Act and the rules made thereunder. As per *Annex B*. attached to this report.
3. the company *is listed public limited company*.
4. the Board of Directors duly met 7 times on

8th October, 2009
30th October, 2009
30th December, 2009
30th January, 2010
31st March, 2010
28th April, 2010
30th July, 2010

in the financial year *2009-10*, in respect of which meetings; proper notices were given and the proceedings were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.

5. the company closed its Register of Members, and/or Debenture holders from *March 26, 2010 till March 31, 2010* and necessary compliance of section 154 of the Act has been made.
6. the annual general meeting for the financial year ended on September 30, 2009 was held on *March 31, 2010* after giving due notice to the members of the company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. Extra ordinary meeting was held during the financial year and *hence*, giving due notice to the members of the company and the recording of resolutions passed thereat in the Minutes Book maintained for the purpose – *on October 30, 2009*.
8. the company has not advanced loans to its directors but other transactions in/ with the persons or firms or companies referred in the section 295 of the Act have been booked.
-the company has kept record of the transactions in the computerized register.
9. the company has duly complied with the provisions of section 297 of the Act in respect of contracts specified in that section.
-the disclosure wherever necessary has been taken and noted by the Board.
10. the company has made necessary entries in the register maintained under section 301 of the Act.
-relevant records have been updated and been taken in the electronic form and noted by the Board. The company is advised to keep the Quarterly updates of this Register.
11. the company has obtained necessary approvals from the Board of Directors, members and previous approval of the Central Government pursuant to section 314 of the Act wherever applicable.
-not applicable
12. the Board of Directors or duly constituted Committee of Directors has approved the issue of duplicate share certificates.
-Approval has been taken by signatures from time to time on the statements and electronic register sent in by Share transfer agents. Company is advised to inform the stock exchange simultaneously in case of Duplicate issue of share certificates, acquisitions attracting the SASR guidelines of SEBI, etc.
13. the Company, through its Registrar, has:
 - (i) *delivered* all the certificates on allotment of securities and on lodgement thereof *for transfer/transmission or any other purpose* in accordance with the provisions of the Act;
 - (ii) Company deposited the amount of dividend declared for the year 2008-09 in a separate Bank Account as required , within five days from the date of declaration of such dividend in the AGM on March 31, 2010.

(Axis Bank Ltd- Rs 22,06,476/- total dividend) and paid/posted warrants for dividends to all the members within a period of 30 (Thirty) days from the date of declaration and that all unclaimed/unpaid dividend has been transferred to Unpaid Dividend Account of the Company. (Axis Bank Ltd A/c Unpaid Dividend Rs 4,37,872.40 as of May 20, 2010).