



**FOODS AND INNS LIMITED**

**43<sup>rd</sup> Annual Report  
2014 - 15**





# FOODS AND INNS LIMITED

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

CIN: L55200MH1967PLC013837

## 43rd ANNUAL GENERAL MEETING

Date : Tuesday, September 29, 2015

Time : 11.00 A.M

Venue : Sir Vithaldas Chambers, 6th Floor, 16 Mumbai Samachar Marg, Fort, Mumbai 400 001

## CORPORATE INFORMATION

### **Board of Directors**

Mr. Bhupendra Dalal  
Chairman

Mr. Utsav Dhupelia  
Managing Director

Mr. Milan Dalal  
Director

Mr. Raymond Simkins  
Director

Mr. Dadi Engineer  
Independent Director

Mr. Dinkarray Trivedi  
Independent Director

Mr. Divakar Gavaskar  
Independent Director

Mr. VinodKumar Beswal  
Independent Director

Mrs. Kamlini Maniar  
Woman Independent Director

Mr. Nirmal Ved  
Nominee Director Exim Bank  
(ceased on 8-12-2014)

### **Registered Office**

Foods and Inns Building,  
Sion Trombay Road, Punjabwadi, Deonar,  
Mumbai-400 088  
Website: [www.foodsandinns.com](http://www.foodsandinns.com)

### **Principal Bankers**

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

### **Registrars & Transfer Agents**

Link Intime India Pvt. Ltd  
C-13, Pannalal Silk Mills Compound  
L.B.S Marg, Bhandup (W),  
Mumbai-400 078  
Tel: 022-25963838

### **Chief Financial Officer**

Mr. Moloy Saha

### **Statutory Auditors**

B. S. Mehta & Co  
Chartered Accountants

### **Secretarial Auditors**

Mr. J. Y. Gupte  
Company secretary

### **Corporate Office**

Dulwich Mansion, 3<sup>rd</sup> Floor, 224,  
Tardeo Road, Tardeo, Mumbai 400 007  
Tel: 022-23533103/04/05  
Fax: 022-23533106/07  
Email: [writetous@foodsandinns.com](mailto:writetous@foodsandinns.com)

### **Listed at**

Bombay Stock Exchange Limited

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# FOODS AND INNS LIMITED

CIN: L55200MH1967PLC013837

Registered Office: Foods and Inns Building, Sion-Trombay Road, Punjabwadi, Deonar

Mumbai – 400 088 Tel No.: 23533103/04/05 Fax No.: 23533106/07

Email: writetous@foodsandinns.com Website: www.foodsandinns.com

## NOTICE

Notice is hereby given that the 43<sup>rd</sup> Annual General Meeting of the Members of Foods and Inns Limited will be held on Tuesday September 29, 2015, at 11.00 a.m. at Sir Vithaldas Chambers, 6<sup>th</sup> Floor, 16, Mumbai Samachar Marg, Fort Mumbai 400 001 to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt:
  - (a) the Audited Financial Statement of the Company for the Financial Year ended March 31, 2015, together with the Reports of the Directors and Auditors thereon and
  - (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2015, together with the Report of the Auditors thereon.
2. To declare Final Dividend on equity shares for the financial year ended 31<sup>st</sup> March, 2015.
3. To appoint a Director in place of Mr. Milan Dalal, (DIN: 00062453), who retires by rotation and is eligible for reappointment.
4. To ratify the appointment of M/s B.S. Mehta & Co., Chartered Accountants, (Firm Registration No.106190W) as approved by the members at the Forty Second Annual General meeting as Statutory Auditors of the Company, to hold office until the conclusion of Forty Fifth Annual General Meeting and to fix their remuneration for the financial year ending March, 31, 2016.

### SPECIAL BUSINESS:

#### **5. Re-appointment of Mr. Utsav Dhupelia (DIN: 01493571) as Managing Director**

To consider, and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION**

“**RESOLVED THAT** pursuant to provision of clause 82 of Articles of Association of the Company and Sections 196,197,198,203 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the terms of re-appointment of Mr. Utsav Dhupelia (DIN:01493571) as Managing Director of the Company for a period of three years with effect from 15<sup>th</sup> February 2015 to 14<sup>th</sup> February 2018 (both days inclusive) on the terms and conditions of re-appointment as set out in the Explanatory Statement annexed to this Notice and that he be paid remuneration by way of salary, commission, perquisites and allowances as approved by the Board of Directors of the Company and the Nomination and Remuneration Committee”.

“**RESOLVED FURTHER THAT** the Board of Directors and Nomination and Remuneration Committee be and are hereby authorized to alter, amend, vary, enhance or modify the scope and quantum of remuneration by way of salary, commission, perquisites and allowance of Mr. Utsav Dhupelia as they may deem proper from time to time considering the nature and scope of his responsibilities as shall be permissible and in conformity with applicable provisions of the Companies Act, 2013”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

#### **6. Appointment of Mr. Divakar Gavaskar (DIN: 00157378) as an Independent Director of the Company**

To consider and if thought fit to pass with or without modification(s) the following resolution as an **ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152 and other applicable provisions if any, of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV of the said Act, Mr. Divakar Gavaskar (DIN:00157378) who was appointed as an Additional Director of the Company with effect from 14<sup>th</sup> November 2014, under section 161 of the Companies Act, 2013, be and is hereby appointed as Independent Director of the Company to hold office for a term upto three consecutive years commencing from the date of ensuing Annual General Meeting of the Company”.

#### **7. Appointment of Mr. Vinod Kumar Beswal (DIN: 00120095) as an Independent Director of the Company**

To consider and if thought fit to pass with or without modification(s) the following resolution as an **ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152 and other applicable provisions if any, of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV of the said Act, Mr. Vinod Kumar Beswal (DIN:00120095) who was appointed as an Additional Director of the Company with effect from 14<sup>th</sup> November 2014, under section 161 of the Companies Act, 2013, be and is hereby appointed as Independent Director of the Company to hold office for a term upto three consecutive years commencing from the date of ensuing Annual General Meeting of the Company”.

#### **8. Appointment of Mrs. Kamlini Maniar (DIN: 06926167) as Woman Independent Director**

To consider and if, thought fit to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152 and other applicable provisions if any, of the Companies Act,

2013, and the Rules made thereunder, read with Schedule IV of the said Act, Mrs. Kamlini Maniar (DIN:06926167) who was appointed as an Additional Director of the Company with effect from 30<sup>th</sup> March, 2015, under section 161 of the Companies Act, 2013, be and is hereby appointed as Independent Director of the Company to hold office for a term upto three consecutive years commencing from the date of ensuing Annual General Meeting of the Company”.

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

Mumbai, August 13, 2015

**Registered Office:**

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

**UTSAV DHUPELIA**  
**MANAGING DIRECTOR**  
(DIN: 01493571)

**NOTES:**

- 1. A member entitled to attend and vote at the Annual General 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.**

The instrument appointing a proxy must be deposited with the Company at its Registered Office, duly completed and signed, not less than 48 hours before the time of holding the meeting. 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.

2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday September 25, 2015 to Tuesday September 29, 2015 (both days inclusive) for the purpose of Annual General Meeting and Dividend.
4. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Services (NECS), Electronic Clearing Services (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers etc, to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company/ RTA to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to RTA.
5. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares. Members can contact the Company/ RTA for assistance in this regard.
6. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting. In case of joint holders attending the Meeting, the members whose names appears as the first holder in the order of names as per the Register of members of the Company will be entitled to vote.
7. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the Meeting.
8. **Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**
9. To support the “Green Initiative” members who have not registered their e-mail addresses are requested to register the same with RTA/ Depositories.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their pan to the Company/ RTA.
11. 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 as on date read with Clause 35B of the Listing Agreement, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The members, whose names appear in the Register of Members / list of Beneficial owner as on August 22, 2015 , i.e the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the dispatch of the Annual Report and before the book closure may approach the Company for issuance of User ID and Password for exercising their right to vote by electronic means.
  - (ii) The e-voting period will commence at 9.00 am on Saturday September 26, 2015 and will end at 6.00 pm on Monday September 28, 2015.
  - (iii) The Company has appointed Mr. J.Y. Gupte, Practising Company Secretary (Membership No: 4539), to act as the Scrutinizer, for conducting the scrutiny of the votes cast.

(iv) **PROCESS FOR MEMBERS OPTING FOR E-VOTING:**

**(A) In case of Members receiving e-mail from NSDL [whose e-mail ID is registered with the Company/ Depository Participant(s)]:**

- (a) 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.
- (b) Launch internet browser by typing the following URL: <http://www.evoting.nsdl.com>
- (c) Click on "Shareholders-Login"
- (d) Put user ID and password as initial password noted in step (i) above. Click "Login"
- (e) "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.
- (f) Home page of "e-voting" opens. Click on "e-voting: Active E-voting Cycles"
- (g) Select "EVEN" (Electronic Voting Event Number) of Foods and Inns Limited
- (h) Now you are ready for e-voting as "Cast Vote" page opens.
- (i) Cast your vote by selecting appropriate option and click on "Submit" and also click on "Confirm" when prompted.
- (j) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (k) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (l) For the votes to be considered valid, the corporate and institutional shareholders (companies, trust, societies etc) are required to send a scanned copy (PDF/JPG format) of the relevant Board Resolution / Appropriate Authorization etc. together with attested specimen signature of the duly authorised signatory(ies), to the Scrutinizer through e-mail at [rjg62000@yahoo.com](mailto:rjg62000@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**(B) In case of Members receiving physical copy of the Notice of the AGM (for members whose e-mail addresses are not registered with the Company/ Depositories):**

- (a) User ID and initial password is provided as per the format given in the Attendance Slip of the Annual General Meeting:
- (b) Please follow all steps from Sl. No 8(iv) (A)(b) to 8(iv)(A)(l) above, to cast your vote.

- (v) If you are already registered with NSDL for e-voting then you use your existing user ID and password for Login to cast your vote.
- (vi) Members who have already exercised their voting through e-voting can attend the Annual General Meeting but cannot vote again.
- (vii) The Scrutinizer shall, immediately after the conclusion of voting at the Annual general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- (viii) As per Clause 35A of the Listing Agreement, the results of the e-voting are to be submitted to the Stock Exchange within 48 hours of the conclusion of the AGM. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.foodsand.inns.com](http://www.foodsand.inns.com) and the website of NSDL.

12. Consequent upon the introduction of section 205A (5) and 205C of Companies Act, 1956, 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 upto the financial year ended 30<sup>th</sup> September, 2007 to Investor Education and Protection Fund.
13. Annexure to Item No 3 of the Notice in relation to the details of Directors seeking reappointment at the forthcoming Annual General Meeting ( in pursuance of Clause 49 of the Listing Agreement)

Name	<b>Mr. Milan Dalal</b>
Date of Birth & Age	09.02.1962 (52 years)
Appointed on	28.04.2006
Qualifications	B.Com
Expertise/ Experience	Finance & General Management
Shareholding	20575

The other Directorships / Committee Membership of Mr. Milan B. Dalal are as follows:

<b>Name of the Company</b>	<b>Committee Membership</b>	<b>Board Membership</b>
CFL Securities Ltd.	---	Director
Cifco Limited	---	Vice Chairman
Cifco Properties Pvt. Ltd.	---	Chairman
Cifco Travels Pvt. Ltd.	---	Chairman
Gateway International Private Limited	---	Director
Grishma Constructions & Trading Pvt. Ltd.	---	Director
Muller & Phipps (India) Ltd.	---	Director
Muller & Phipps (Industrial Services) Ltd.	---	Director
Shriya Capital Services Private Limited	---	Director
Regent Publishers Pvt. Ltd.	---	Director
Satyajyoti Holding Pvt. Ltd.	---	Director
Swarnadhara Holdings Pvt. Ltd.	---	Director
The Amalgamated Electricity Co. Ltd.	---	Director
Tropical Securities & Investments Pvt. Ltd.	---	Director
Western Press Pvt. Ltd.	---	Chairman
Fortius Realty LLP	---	Partner
M/s S. Ramdas	---	Proprietor

## EXPLANATORY STATEMENT

(Pursuant to section 102 of the Companies Act, 2013)

As required by section 102 of the Companies Act, 2013, the following explanatory statement set out all material facts relating to the business mentioned under items 5 to 8 of the accompanying Notice:

### Item No.5:

The Nomination and Remuneration Committee at its meeting held on 14<sup>th</sup> February 2015 had recommended the re-appointment of Mr. Utsav Dhupelia (DIN:01493571) as 'Managing Director' for a period of three years from 15<sup>th</sup> February 2015 to 14<sup>th</sup> February 2018 (both days inclusive) on the terms of remuneration set out in the Explanatory Statement. The Board of Directors, at their meeting held on 14<sup>th</sup> February, 2015 had approved the recommendations subject to the approval by the members at Annual General Meeting by way of special resolution. The Nomination and Remuneration Committee and the Board of Directors, are of the opinion that the re-appointment of Mr. Utsav Dhupelia as 'Managing Director' will be in the interest of the Company.

The material terms of remuneration payable to Mr. Utsav Dhupelia are as under:

#### 1. Basic Salary:

₹.7,00,000/- (Rupees Seven Lacs only) per month with such increases as may be decided by the Board of Directors (which includes any Committee thereof) from time to time.

#### 2. Commission cum Performance Bonus

3 % of net profits of the Company will be payable only after the Annual Accounts of the Company have been adopted by the members of the Company.

#### 3. Perquisites and allowances:

In addition to the salary, the following perquisites, allowances shall be allowed to the --Managing Director--.

- (i) Company's contribution to Provident Fund and Superannuation Fund to the extent these either singly or put together are not taxable under the Income Tax Act.
- (ii) Gratuity at the rate of half month's salary for each completed year of service.
- (iii) Leave with full pay as per the rules of the company, with encashment of unavailed leave being allowed.
- (iv) Reimbursement of medical expenses incurred for self and family in India or abroad, including hospitalization, nursing home and surgical charges and in case of medical treatment abroad, the air fare, boarding/lodging for patient and attendant.
- (v) Reimbursement of actual travelling expenses for proceeding on leave twice in a block of four years in respect of himself and family.
- (vi) Reimbursement of membership fees for clubs in India or abroad, including any admission / life membership fees for the purpose of Company's business.
- (vii) Personal accident insurance policy in accordance with the scheme applicable to senior employees.
- (viii) Cost of insurance cover against the risk of any financial liability or loss because of any error of judgment, as may be approved by the Board of Directors from time to time.
- (ix) Reimbursement of entertainment expenses incurred in the course of business of the company.
- (x) Free use of Company's car alongwith driver.
- (xi) Telephone including mobile phones, tele-fax and other communication facilities at Company's cost, at his residence.
- (xii) Subject to any statutory ceiling/s, the Managing Director may be given any other allowances, perquisites benefits and facilities as the Board of Directors may decide from time to time.

#### 4. Valuation of perquisites

Perquisites/allowances shall be valued as per Income-Tax Rules and in the absence of any such rules, shall be valued at actual cost.

#### 5. Computation of ceiling:

Following shall not be included in the computation of perquisites for the purposes of the ceiling:

- a) Contribution to Provident and Superannuation Funds referred to in para 3(i) above.
- b) Gratuity payable as per para 3(ii), to the extent of half a month's salary for each completed year of service.
- c) Encashment of leave at the end of the tenure as per para 3(iii) above.

#### 6. Other terms:

- a) No sitting fees shall be paid to Mr. Utsav Dhupelia for attending the meetings of the Board of Directors or any Committee thereof, during his tenure as 'Managing Director' of the Company.
- b) Compensation for loss of office before the expiry of the term of office would be payable to the 'Managing Director' as per the provisions of the Companies Act, 2013.

#### 7. Minimum Remuneration:

In case of absence or inadequacy of profits in any financial year, the aforesaid remuneration and perquisites shall be paid to Mr. Utsav Dhupelia as minimum remuneration

Information required to be given to the Members as per Schedule V of the Companies Act, 2013.



**General Information:**

1.	Nature of Industry	Agro food processing
2.	Expected date of commencement of commercial production	N.A
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A being existing Company
4.	Financial performance based on given indicators	As per audited accounts for the period ended 31 <sup>st</sup> March 2015. Turnover: ₹. 360.76 crores Net Profit before depreciation and tax: ₹.26.29 crores Profit/ (Loss) after tax: ₹.12.70 crores
5.	Export performance and net foreign exchange collaborations	Export turnover : ₹.229.40 crores Export incentives: ₹.9.79 crores Foreign Exchange Collaborations: Not Applicable
6.	Foreign investments or collaborators, if any	Not Applicable

**Other information:**

1.	Reasons for loss and inadequacy of profits	The Company is exposed to specific risk of foreign currency that are peculiar to its business and the environment within which it operates. During the year the performance of the Company has been improved substantially and the turnover of the Company was increased from ₹.304.92 crores to ₹ 360.76 crores, while the net profit before tax was increased from ₹ 5.76 crores to ₹ 15.70 crores.
2.	Steps taken or proposed to be taken for improvement	
3.	Expected increase in productivity and profits in measureable terms	

Information about Mr. Utsav Dhupelia to be re-appointed as 'Managing Director':

During the tenure as Managing Director for the period 15-02-2012 to 14-02-2015, Mr. Utsav Dhupelia was being paid the remuneration within the limits sanctioned by the shareholders as per the special resolution passed at the Annual General Meeting of the Company held on 23-06-2012 which includes salary of ₹ 3,50,000/- per month and perquisites, other benefits, commission and allowances.

Mr. Utsav Dhupelia holds Degree in Commerce (B.Com. Hons) and is a Chartered Accountant (Finalist) from UK. He has over three decades experience in finance and international business. Mr. Utsav Dhupelia was appointed as Director of the company on 28<sup>th</sup> July 1989 and was promoted as Vice Chairman on 24<sup>th</sup> December 2007. He was appointed as a Managing Director of the Company on 15<sup>th</sup> February, 2012. He is in charge of the overall management of your company subject to the directions, supervision and control of the Board of Directors of the Company. He is also the promoter of the Company. The Board is of the opinion that his re-appointment as Managing Director would be in the interest of your company.

Mr. Utsav Dhupelia is interested in the resolution set out respectively in Item No 5 of Notice, which pertains to his re-appointment and remuneration payable to him.

The relatives of Mr. Utsav Dhupelia may be deemed to be interested in the resolution set out respectively in Item No 5 of the notice, to the extent of the shareholding interest, if any, in the Company.

Save and except above, none of the Directors/ Key Managerial personnel of the Company/ their relatives are in any way concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out in Item No 5 of the Notice for approval by members.

**Item No 6 and 7:**

The Board of Directors of the Company had appointed Mr. Divakar Gavaskar (DIN: 00157378) and Mr. Vinod Kumar Beswal (DIN: 00120095) as an Additional Directors of the Company with effect from 14<sup>th</sup> November, 2014. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Divakar Gavaskar and Mr. Vinod Kumar Beswal shall hold office up to the date of the forthcoming Annual General meeting and are eligible to be appointed as an Independent Directors for a term upto three years from the date of ensuing Annual General Meeting. The Company has received notice under section 160 of the Companies Act, 2013 for Mr. Divakar Gavaskar and Mr. Vinod Kumar Beswal signifying their candidature as an Independent Directors of the Company.

A brief profile of Mr. Divakar Gavaskar and Mr. Vinod Kumar Beswal, including nature of their expertise, is provided below.

The Company has received a declaration of independence from Mr. Divakar Gavaskar and Mr. Vinod Kumar Beswal. In the opinion of the Board, Mr. Divakar Gavaskar and Mr. Vinod Kumar Beswal fulfills the conditions specified in the Companies Act, 2013 and the Equity Listing Agreement, for appointment as Independent Director of the Company.

<b>Name</b>	<b>Mr. Divakar Gavaskar</b>
Date of Birth & Age	05-02-1943 72 years
Appointed on	14-11-2014
Qualifications	B.Com, FCA, FCS
Expertise/experience	Operation restructuring, Strategic and Business Development
Shareholding	NIL





The Other Directorships / Committee Membership of Mr. Divakar Gavaskar are as follows:

Name of the Company	Committee Membership	Board Membership
Indoco Remedies Limited	Audit Committee	Director
New Consolidated Construction Company Ltd	Audit Committee & CSR Committee	Director
Anjan Drug Private Limited	---	Director
Jasdan Construction Private Limited	---	Director

Name	Mr. Vinod Kumar Beswal
Date of Birth & Age	03-09-1954 60 years
Appointed on	14-11-2014
Qualifications	B.Com, CA
Expertise/experience	Tax and Financial Matters
Shareholding	NIL

The Other Directorships / Committee Membership of Mr. Vinod Kumar Beswal are as follows:

Name of the Company	Committee Membership	Board Membership
Kunal Consultancy Private Limited	---	Director
Jalaram Mercantile Pvt. Ltd	---	Director
Pudumjee Pulp & Paper Mills Limited	---	Director
Thacker and Company Limited	---	Director

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Divakar Gavaskar and Mr. Vinod Kumar Beswal are concerned or interested (financially or otherwise) in this Resolution.

The Board commends the Ordinary Resolution set out at Item No 6 & 7 for approval of the Members.

#### Item No 8:

The Board of Directors of the Company had appointed Mrs. Kamlini Maniar (DIN: 06926167) as an Additional Woman Director of the Company with effect from 30<sup>th</sup> March, 2015. In accordance with the provisions of Section 161 of Companies Act, 2013, Mrs. Kamlini Maniar shall hold office up to the date of the forthcoming Annual General meeting and are eligible to be appointed as an Independent Directors for a term upto three years from the date of ensuing Annual General Meeting. The Company has received notice under section 160 of the Companies Act, 2013 for Mrs. Kamlini Maniar signifying their candidature as an Independent Directors of the Company.

A brief profile of Mrs. Kamlini Maniar, including nature of their expertise, is provided below.

The Company has received a declaration of independence from Mrs. Kamlini Maniar. In the opinion of the Board, Mrs. Kamlini Maniar fulfills the conditions specified in the Companies Act, 2013 and the Equity Listing Agreement, for appointment as Independent Director of the Company.

Name	Mrs. Kamlini Maniar
Date of Birth & Age	24-04-1939, 75 years
Appointed on	30-03-2015
Qualifications	B.Com
Expertise/experience	Corporate Financing, Foreign exchange and Retail Banking
Shareholding	NIL

The Other Directorships / Committee Membership of Mrs. Kamlini Maniar are as follows:

Name of the Company	Committee Membership	Board Membership
Muller and Phipps (India) Limited		Additional Director
Pioneer Investcorp Limited		Additional Director

None of the Directors or Key Managerial Personnel and their relatives, except Mrs. Kamlini Maniar is concerned or interested (financially or otherwise) in this Resolution.

The Board commends the Ordinary Resolution set out at Item No 8 for approval of the Members.

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

Mumbai, August 13, 2015

#### Registered Office:

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

**UTSAV DHUPELIA**  
**MANAGING DIRECTOR**  
(DIN: 01493571)

## DIRECTORS' REPORT

### TO THE MEMBERS

Your Company's Directors are pleased to present 43<sup>rd</sup> Annual Report along with Audited Statement of Accounts for the financial year ended March 31, 2015.

### 1. FINANCIAL RESULTS

	Standalone		Consolidated	
	2014 – 2015 (₹)	2013 - 2014 (₹)	2014 – 2015 (₹)	2013 - 2014 (₹)
Profit/ (Loss) before tax	15,69,79,903	5,76,26,200	15,48,68,760	5,92,06,468
Provision for Taxation	3,50,00,000	1,19,27,567	3,50,00,000	1,19,27,567
Tax Adjustments of Earlier Years	(93,513)	NIL	(93,513)	NIL
Deferred tax	(44,19,891)	52,10,951	(44,19,891)	52,10,951
MAT Credit	(5,41,675)	(1,10,28,726)	(5,41,675)	(1,10,28,726)
Profit after Tax	12,70,34,982	5,15,16,408	12,49,23,840	5,30,96,681
Prior period adjustments	NIL	NIL	NIL	NIL
Balance Brought Forward	4,14,20,330	(31,76,587)	4,22,23,588	(39,53,602)
Profit / (Loss) Available for Appropriation	16,84,55,312	4,83,39,821	16,84,34,330	4,91,43,079
Appropriations				
Proposed Dividend	36,27,600	26,11,872	36,27,600	26,11,872
Tax on Dividend	6,27,720	4,43,888	6,27,720	4,43,888
Transfer to General Reserves	4,00,00,000	38,63,731	4,00,00,000	38,63,731
Balance carried to Balance Sheet	12,41,99,992	4,14,20,330	12,41,79,010	4,22,23,588

### 2. RESULTS OF OPERATIONS

As per the Standalone Financials for year ended on March 31, 2015 the turnover of the Company is ₹ 360.76 crores as compared to ₹.304.92 crores for the year ended on March 31, 2014. The Company made a profit before tax of ₹.15.70 crores during the year ended March 31, 2015 against the profit before tax of ₹.5.76 crores during the year ended on March 31, 2014. The Company's exports during the year was ₹.229.40 crores (₹.217.21 crores) and domestic sale was ₹.131.36 crores (₹.87.71 crores). This translates into a ratio of 63.59% to 36.41 % (71.23% to 28.77%) between exports and domestic sales.

As per the Consolidated Financials for year ended on March 31, 2015 the turnover of the Company is ₹ 360.76 crores as compared to ₹.305.10 crores for the year ended on March 31, 2014. The Company made a profit before tax of ₹.15.49 crores during the year ended March 31, 2015 against the profit before tax of ₹.5.92 crores during the year ended on March 31, 2014.

### 3. COMPANY'S PERFORMANCE

The company achieved a growth in the sales because of major spurt in domestic sales and higher value addition on special quality products processed for key Japanese and European buyers.

The company has an ongoing capacity expansion program by up gradation and expansion of the capacities.

The commissioning of the new spray drying plant has been delayed due to unforeseen technical issues which are being resolved by the project consultants. The plant is now expected to be commissioned before end of the current financial year

### 4. MANAGEMENT DISCUSSION AND ANALYSIS REPORT.

#### (i). Overview of Food Processing industry in India.

- Food processing industry is a sunrise industry of Indian Economy.
- Present processing level of 3-4% is very low.
- Recent government policy aims to increase processing levels to 20-25% over a period of 10 years.
- Targets under " VISION 2015" for Food Processing Industry.
  - Increase level of processing of perishables from existing level of 4 % to 20%.
  - Increase in value addition from 20% to 35%.
  - Triple the size of food processing industry from USD 70 billion to USD 210 billion.
  - Doubling India's share in global food trade to 3%.

#### (ii). Strategies of the company.

- Operational efficiency by utilizing existing infrastructure.