



FOODS AND INNS LIMITED

**44th Annual Report
2015 - 16**

Corporate Information

Board of Directors

Mr. Bhupendra Dalal	Chairman
Mr. Utsav Dhupelia	Managing Director
Mr. Milan Dalal	Non Executive Director
Mr. Raymond Simkins	Non Executive Director
Mr. Dadi Engineer	Non Executive, Independent Director (ceased (expired) 30.5.2016)
Mr. Dinkarray Trivedi	Non Executive, Independent Director
Mr. Divakar Gavaskar	Non Executive, Independent Director (ceased w.e.f 18.11.2015)
Mr. Vinod Kumar Beswal	Non Executive, Independent Director
Mrs. Kamlini Maniar	Non Executive, Independent Director

Chief Executive Officer

Mr. Moloy Saha (w.e.f 18.3.2016)

Registrars & Transfer Agents

Link Intime India Pvt. Ltd

C-13, Pannalal Silk Mills Compound
L.B.S Marg, Bhandup (W) Mumbai 400 078

Registered Office

Sion Trombay Road,
Punjabwadi, Deonar, Mumbai 400 088

Principal Bankers

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

Statutory Auditors

M/s. B.S. Mehta & Co
Chartered Accountants

Secretarial Auditor

Mr. J.Y. Gupte
Practising Company Secretary

Listed At

Bombay Stock Exchange Limited

Corporate Office

224, Dulwich Mansion, 3rd Floor,
Tardeo, Mumbai 400 007
Tel: 022-23533103/04
Fax: 022-23533105/06
Website: www.foodsandinns.com
Email: writetous@foodsandinns.com
CIN:L55200MH1967PLC013837

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ANNUAL GENERAL MEETING

Date : Thursday September 08, 2016 Time: 4.30 p.m
Venue : Sir Vithaldas Chambers, 6th Floor, 16 Mumbai Samachar Marg, Fort, Mumbai 400 001.



NOTICE

Notice is hereby given that the 44th Annual General Meeting (AGM) of the Members of Foods and Inns Limited will be held on Thursday September 08, 2016, at 4.30 p.m. at Sir Vithaldas Chambers, 6th Floor, 16, Mumbai Samachar Marg, Fort, Mumbai 400 001 to transact the following business:

Ordinary Business:

Item No 1- Adoption of Financial Statements

To Consider and if thought fit, to pass with or without modification(s) the following resolution as Ordinary Resolution:

“RESOLVED THAT the Company to consider and approve the Audited Financial Statements of the Company on standalone and consolidated basis for the Financial Year ended March 31, 2016, together with the Reports of the Directors and Auditors thereon.”

Item No 2- Declaration of Dividend

To Consider and if thought fit, to pass with or without modification(s) the following resolution as Ordinary Resolution:

“RESOLVED THAT the Company to declare final dividend of ₹ 2.50 per equity shares for the year ended 31st March, 2016.”

Item No 3- Appointment of Mr. Raymond Simkins as a director liable to retire by rotation

To Consider and if thought fit, to pass with or without modification(s) the following resolution as Ordinary Resolution:

“RESOLVED THAT the Company to re-appoint Mr. Raymond Simkins (DIN: 01573312), who retires by rotation and is eligible, as the Director of the Company.”

Item No 4- Appointment of auditors

To Consider and if thought fit, to pass with or without modification(s) the following resolution as Ordinary Resolution:

To ratify the appointment of the auditors of the company

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, the Company hereby ratifies the appointment of M/s B.S.Mehta & Co, Chartered Accountants, (Firm registration No 106190W), as auditors of the Company to hold office from the conclusion of the Forty Fourth Annual General Meeting till the conclusion of Forty Fifth Annual General meeting to be held in 2017 to examine and audit the accounts of the Company for the financial year 2016-17 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

Special Business:

Item No - 5: Preferential issue of Equity Shares

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 62(1) (c), Section 42 and other applicable provisions, if any, of the Companies Act, 2013 (“the Companies Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“SEBI ICDR Regulations”), relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Uniform Listing Agreements entered into by the Company with the Stock exchange where the shares of the Company are listed and subject to the requisite approvals, permissions or consents, if any, of the Central Governments, Reserve Bank of India, Stock Exchanges, SEBI, banks, financial institutions, and any other appropriate authorities under any other applicable laws, rules and regulations in force for the time being and from time to time (“Concerned Authorities”) in this regard and further subject to such terms, conditions, stipulations and modifications as may be prescribed, imposed or suggested by any of the Concerned Authorities while granting such approvals, permissions or consent as may be necessary or which may be agreed to, by the Board of Directors of the Company(hereinafter referred to as “the Board” which expression shall include any committee constituted by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to the consent and approval of the Member of Company be and is hereby accorded to the Board to create, offer, issue and allot an aggregate of 1,50,000 equity shares (the “Equity Shares”), for cash, at a price of ₹ 720/- (Rupees Seven Hundred Twenty only) per equity share with a premium of ₹ 710/- (Rupees Seven Hundred Ten Only per equity share) being not less than the price determined in accordance with Chapter VII of SEBI ICDR Regulations, to persons other than promoter and promoter group i.e. Daksha Jayeshbhai Thakker, Bhairavi Paresh Thakker, Paresh Tahkarshi Thakkar, Reena Aggarwal, Daulat Ram (HUF), Kailash Jain & Sons (HUF), Goutam Jain & Sons (HUF), Deep Chand Raghunathmal (HUF), Purnimaben Avatinath Thakkar and Avantinath Chaturbhai Thakkar (collectively referred to as “Strategic Investors”) through a preferential issue , in accordance with the

provisions of Chapter VII of the SEBI ICDR Regulations, at such time or times and on such terms and conditions and in such manner as may be decided by the Board in this regards. The details of Strategic Investors are as under:

Sr. No.	Name of Strategic Investors	Address	PAN No.	No. of Equity Shares to be allotted
1	Daksha Jayeshbhai Thakker	B/901 Runwal Tower, LBS Marg , opp Veena Nagar, Mulund West Mumbai 400080	AAAPT2506N	25000
2	Bhairavi Paresh Thakker	503, Sunflower Apt, Opp Rajawadi Garden, Rajawadi, Ghatkopar (E) Mumbai 400077	ABBPT1455C	17500
3	Paresh Tahkarshi Thakkar	503, Sunflower Apt, Opp Rajawadi Garden, Rajawadi, Ghatkopar (E) Mumbai 400077	AACPT4013G	7500
4.	Reena Aggarwal	297, SFS,PH-4, Ashok Vihar , Delhi-110052	AFLPA6343L	10000
5.	Daulat Ram (HUF)	297, SFS,PH-4, Ashok Vihar , Delhi-110052	AADHD5555J	10000
6.	Kailash Jain & Sons (HUF)	C-11, Ashok Vihar, Ph-1, New Delhi-110052	AADHK4719B	10000
7.	Goutam Jain & Sons (HUF)	C-11, Ashok Vihar, Ph-1, New Delhi-110052	AAEHG0408A	10000
8.	Deep Chand Raghunathmal (HUF)	C-11, Ashok Vihar, Ph-1, New Delhi-110052	AACHD1347K	10000
9	Purnimaben Avatinath Thakkar	F/1004, Avasari Tower, Near Wide Angel Cinema, Satellite, Ahmedabad 380015	ABIPT7625F	25000
10	Avantinath Chaturbhai Thakkar	F/1004, Avasari Tower, Near Wide Angel Cinema, Satellite, Ahmedabad 380015	AAVPT7977N	25000
Total				1,50,000

“RESOLVED FURTHER THAT the relevant date for the purpose of determination of the issue price of Equity Shares, under chapter VII of SEBI ICDR Regulations be fixed as August 9, 2016 being 30 days prior to the date of Annual General Meeting.

“RESOLVED FURTHER THAT since the equity shares of the Company are not frequently traded, the price determined by the Company shall take into account valuation parameters including book value, comparable trading multiples and such other parameters as are customary for valuation of equity shares of the Company as specified under chapter VII of the SEBI ICDR Regulations.”

“RESOLVED FURTHER THAT the equity shares to be allotted shall be in dematerialised form and the Equity Shares to be offered, issued and allotted through the preferential issue shall rank pari passu with the existing equity shares of the Company in all respects, including but not limited to dividend, subject to lock-in as per requirements of SEBI ICDR Regulations and shall be subject to the provisions of the Memorandum and the Articles of the Company.”

“RESOLVED FURTHER THAT the Equity Shares to be issued and allotted shall be subject to lock-in, for a period of one (1) year from the date of trading approval granted as specified in accordance with the regulation 78 of Chapter VII of SEBI ICDR Regulations.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitations, to issue and allot Equity Shares, issuing certificates/ clarifications, effecting any modifications or changes to the foregoing (including modifications to the terms of the issue), entering into contract, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubt that may arise in regard to the offer, issue and allotment of the Equity Shares and utilization of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that the decision of the Board shall be final, binding and conclusive in all respects.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred by above resolutions to any Director(s) or to any committee of Directors or any other officer(s) of the Company or any other person as the Board may at its absolute discretion deem appropriate, to do all such acts, deeds, matters and things as also to execute such documents, writings etc as may be necessary to give effects to the aforesaid resolution.”

Item No – 6: Preferential issue of Warrants convertible into fully paid-up equity shares

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(c), Section 42 and other applicable provisions, if any, of the Companies Act, 2013 (“Companies Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements)

Regulations, 2009 ("SEBI ICDR Regulations"), relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Uniform Listing Agreements entered into by the Company with the Stock Exchange where the shares of the Company are listed and subject to the requisite approvals, permissions or consents, if any, of the Central Governments, Reserve Bank of India, Stock Exchanges, SEBI, banks, financial institutions, and any other appropriate authorities under any other applicable laws, rules and regulations in force for the time being and from time to time ("Concerned Authorities") in this regard and further subject to such terms, conditions, stipulations and modifications as may be prescribed, imposed or suggested by any of the Concerned Authorities while granting such approvals, permissions or consent as may be necessary or which may be agreed to, by the Board of Directors of the Company (hereinafter referred to as "the Board" which expression shall include any committee constituted by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to the consent and approval of the Member of the Company be and is hereby accorded to the Board to create, offer, issue and allot an aggregate of 72,000 fully convertible warrants ("Warrants"), convertible into equity shares of face value of ₹ 10/- each of the Company, at any time within 18 months from the date of allotment of the Warrants, for cash, at an exercise price of ₹ 720/- (Rupees Seven Hundred Twenty only) per Warrant (including premium) aggregating upto ₹ 710/- (Rupees Seven Hundred Ten Only) being not less than the price determined in accordance with Chapter VII of SEBI ICDR Regulations, to following persons belonging to promoter and promoter group of the Company i.e. Mr. Milan Dalal and Mr. Utsav Dhupelia (collectively referred to as "Allottees") through preferential issue, in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations, at such time or times and on such terms and conditions and in such manner as may be decided by the Board in this regards. Each Warrant shall be convertible into 1 (one) equity share of nominal value of ₹ 10/- each. The details of Allottees are as under:

Sr. No.	Name of Proposed Allottees	Address	PAN No.	Number of Warrants to be allotted
1	Mr. Milan Dalal	42, Chitrakoot, Altamount Road, Mumbai 400 026	AAUPD0935H	36,000
2	Mr. Utsav Dhupelia	13 Ocean view Annexe, 100 Bhulabhai Desai Road, Mumbai 400 026	AABPD8798H	36,000
Total				72,000

Without prejudice to the generality of the above, the aforesaid issue of warrants shall be on the following terms:

1. An amount equivalent to 25% of the issue price of the Warrants shall be payable at the time of subscription and allotment of Warrant. The balance 75% of the Issue price shall be payable by the Allottees upon exercise of the entitlement attached to warrant(s) to subscribe for Equity share(s). The amount paid against Warrants shall be adjusted/ set off against the Issue Price of the resultant equity shares.
2. If the entitlement against Warrants to apply for the equity shares is not exercised within eighteen months from the date of issue of Warrants, the entitlement of the Allottees to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid on such Warrant shall stand forfeited by the issue.
- 3.. The Allottees shall also be entitled to any future issue of bonus/ rights, if any, of equity shares or warrants convertible into equity shares or such other securities by the Company, in the same proportion and manner as any other Members of the Company for the time being and the Company shall reserve proportion of such entitlement for Allottees.

"RESOLVED FURTHER THAT the relevant date for the purpose of determination of the issue price of securities, under chapter VII of SEBI ICDR Regulations be fixed as August 9, 2016 being 30 days prior to the date of Annual General Meeting..

"RESOLVED FURTHER THAT since the equity shares of the Company are not frequently traded, the price determined by the Company shall take into account valuation parameters including book value, comparable trading multiples and such other parameters as are customary for valuation of equity shares of our Company as specified under chapter VII of the SEBI ICDR Regulations."

"RESOLVED FURTHER THAT the equity shares to be allotted pursuant to conversion of Warrants shall be in dematerialised form and the equity to be issued upon exercise of option by warrants holders shall rank pari passu with the existing equity shares of the Company in all respects, including but not limited to dividend. Further, they shall be subject to the provisions of the Memorandum and the Articles of the Company.

"RESOLVED FURTHER THAT the Warrants to be issued and allotted to the Allottees shall be subject to lock-in, for a period of three years from the date of trading approval granted for equity shares allotted pursuant to exercise of the option attached to the Warrants as specified in regulation 78 of Chapter VII of SEBI ICDR Regulations."

"RESOLVED FURTHER THAT the entire pre-issue shareholding of Allottees shall be under lock in from the relevant date up to a period of six months from the date of trading approval."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitations, to issue and allot equity shares upon exercise of the entitlement attached to Warrants, issuing certificates/ clarifications, effecting any modifications or changes to the foregoing (including modifications to the terms of the issue), entering into contract, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), in

connection therewith and incidental thereto as the Board may in its absolute discretion deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubt that may arise in regard to the offer, issue and allotment of the Warrants and utilization of proceeds of the Warrants, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that the decision of the Board shall be final, binding and conclusive in all respects.

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred by above resolutions to any Director(s) or to any committee of Directors or any other officer(s) of the Company or any other person as the Board may at its absolute discretion deem appropriate, to do all such acts, deeds, matters and things as also to execute such documents, writings etc as may be necessary to give effects to the aforesaid resolution.”

Item No 7- Commission to Non Executive Directors

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149(9), 197 and other applicable provisions, if any of the Companies Act, 2013 (the “Act”) and the rules thereunder (including any statutory modifications or re- enactment thereof, for the time being in force), a profit related commission of a sum not exceeding in aggregate one percent per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, be paid to and distributed amongst any or all of the Directors of the Company other than Managing Director / Joint Managing Director/ Whole Time Director(s) of the Company, but including the independent Directors of the Company in such amounts or proportions and in such manner and in all respects as may be approved by the Board of Directors, for a period of five financial years commencing from 01-04-2016.

“RESOLVED FURTHER THAT no such commission will be paid where there are no profits for any financial year or where company suffers loss in any financial year during the said period of five years.

By order of the Board of Directors
For **Foods and Inns Limited**

Mumbai, July 28, 2016

Registered Office:

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

Bhupendra Dalal
Chairman

NOTES:

- 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 the proxy should, however, be deposited at the registered office of the Company not less than forty eight (48) hours before the commencement of the Meeting.** A person can act as a proxy on behalf of not exceeding 50 members and holding in aggregate not more than 10% of the total share capital of the Company. However, a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. A proxy form is sent herewith.
- During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies Lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
- An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to Special Business to be transacted at the Annual General Meeting is annexed hereto.
- In respect of Resolution at Item No 3, a statement giving additional information on the Director seeking re-appointment is provided below as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name	Mr. Raymond Simkins
Date of Birth & Age	03-06-1943 (72 years)
Appointed on	09-08-1995
Qualifications	M.E.
Expertise/ Experience	Commercial, Marketing Operations and International business
Shareholding	175820

The other Directorships / Committee Membership of Mr. Raymond Simkins are as follows:

Name of the Company	Committee Membership	Board Membership
Muller & Phipps (India) Limited	N.A	Director
Finns Frozen Foods (India) Limited	N.A	Director

Getz Pharma Private Limited	N.A	Director
Getz Pharma Research Private Limited	N.A	Director

5. The Register of Members and the Share Transfer Books of the Company will remain closed from Monday September 5, 2016 to Thursday September 8, 2016 (both days inclusive) for the purpose of Annual General Meeting and Dividend.
6. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company in advance, a duly certified copy of the Board resolution/ Power of Attorney authorizing their representative to attend and vote on their behalf the Annual General meeting.
7. Members, Proxies and authorised representatives are requested to bring their attendance slip, duly filled in, for attending the meeting. Copies of the Attendance Slips will not be distributed at 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.
8. Only registered members of the Company or any proxy appointed by such registered member, as on the cut-off date decided for the purpose, being Friday September 2, 2016, may attend and vote at the Annual General Meeting as provided under the provisions of the Companies Act.
9. 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.
10. 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.
11. SEBI Regulations has mandated companies to credit the dividends electronically to the Member's bank account. Members who hold shares in dematerialized form should inform their depository Participants (DP) as well as to the Company and such Members holding shares in physical form should inform the Company, their Bank details viz. Bank Account Number, Name of the Bank and Branch details and MICR Code. Those Members who have earlier provided the above information should update the details if required.

In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the listed companies may send the notice of annual general meeting and the annual report, including financial statements, Board report, etc by electronic mode. The Company is accordingly forwarding soft copies of the notice of Annual General Meeting and Attendance Slip to all those members, who have registered their e-mail ids with their respective depository participants or with the share transfer agent of the Company. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may also note that the aforesaid documents are also available on the Company's website www.foodsandinns.com for download.

12. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. Further, members who have casted their vote electronically shall not vote by way of poll, if held at the meeting. To provide an opportunity to vote at the meeting to the shareholders, who have not exercised the remote e-voting facility, shall be provided polling papers before the commencement of the meeting. Any person who is not a member as on the cut-off date should treat this Notice for information purpose only.
13. 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.
14. Kindly note that as per the SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015, (hereinafter referred to as 'Listing Regulations') it is mandatory for the company to print the bank account details of the investors in dividend payment instrument. Hence, you are requested to update/ register your correct bank account details with the Company/ RTA/ Depository participant as the case may be.
15. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Notices, Circulars, etc. from the Company electronically.
16. A Route map showing directions to reach the venue of the 44th AGM is given at the end of this Notice as per the requirements of the Secretarial Standards-2 on "General Meeting".
17. Members wishing to claim dividend, which has remained unclaimed, are requested to correspond with Registrar and Share Transfer Agents. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will as per section 205A of the Companies Act, 1956 (Section 124 of the Companies Act, 2013), be transferred to the Investor Education and Protection Fund.

18. 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 Friday September 2, 2016 (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) or to vote at the Annual General Meeting. Person who is not a member as on the cut-off date should treat this Notice for information purpose only. Those Members, who do not wish to use the remote e-voting facility, the Company is enclosing a Ballot Form.
- (ii) The remote e-voting period will commence at 10.00 am on Monday September 5, 2016 and will end at 5.00 pm on Wednesday September 7, 2016.
- (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 Annual General 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.
- (b) 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.
- (c) Launch internet browser by typing the following URL: <http://www.evoting.nsdl.com>
- (d) Click on "Shareholders-Login"
- (e) Put user ID and password as initial password noted in step (i) above. Click "Login"
- (f) "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.
- (g) Home page of "e-voting" opens. Click on "e-voting: Active E-voting Cycles"
- (h) Select "EVEN" (Electronic Voting Event Number) of Foods and Inns Limited
- (i) Now you are ready for e-voting as "Cast Vote" page opens.
- (j) Cast your vote by selecting appropriate option and click on "Submit" and also click on "Confirm" when prompted.
- (k) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (l) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (m) 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 with a copy marked to evoting@nsdl.co.in

(B) For members who receive the notice of Annual General Meeting in physical form:

- (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 (A)(b) to (A)(m) above, to cast your vote.

(C) Voting facility at Annual General Meeting

- (a) In addition to the remote e voting facility as described above, the Company shall make voting facility available at the venue of the annual general meeting through ballot forms and members attending the meeting, who have not already cast their votes by remote e-voting, shall be able to exercise their right at the meeting.
- (b) Members who have cast their votes by remote e-voting prior to the meeting may attend the meeting, but shall not be entitled to cast their vote again.

(D) 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>
- (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 September 2, 2016 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or santosh.jaiswal@linkintime.co.in.
- (c) The scrutinizer shall, immediately after the conclusion of voting at the general meeting, 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. The resolution shall be deemed to be passed at the annual general meeting of the Company, scheduled to be held on Thursday September 8, 2016.

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 sets out all material facts relating to the business mentioned under items 5-7 of the accompanying notice.

For Item No 5. & Item No. 6

The Board of Directors of the Company at its meeting held on Thursday July 28, 2016 approved the proposal to create, offer, issue and allot an aggregate of 1,50,000 equity shares ("the Equity Shares") for cash, at a price of ₹ 720/- (Rupees Seven Hundred Twenty only) per equity share (with a premium of ₹ 710/- (Rupees Seven Hundred Ten Only) per equity share) being not less than the price determined in accordance with Chapter VII of SEBI ICDR Regulations to persons other than promoter and promoter group i.e. Daksha Jayeshbhai Thakker, Bhairavi Paresh Thakker, Paresh Tahkarshi Thakkar, Reena Aggarwal, Daulat Ram (HUF), Kailash Jain & Sons (HUF), Goutam Jain & Sons (HUF), Deep Chand Raghunathmal (HUF), Purnimaben Avatinath Thakkar and Avatinath Chaturbhai Thakkar (collectively referred to as "Strategic Investors") and an aggregate of 72,000 fully convertible warrants ("Warrants"), convertible into equity shares of face value of ₹ 10/- each of the Company, at any time within 18 months from the date of allotment of the Warrants, for cash, at an exercise price of ₹ 720/- (Rupees Seven Hundred Twenty only) per Warrant (including premium) aggregating upto ₹ 710/- (Rupees Seven Hundred Ten Only) being not less than the price determined in accordance with Chapter VII of SEBI ICDR Regulations, to the persons belonging to promoter and promoter group of the Company i.e. Mr. Milan Dalal and Mr. Utsav Dhupelia (collectively referred to as "Allottees") (Equity Shares and Warrants collectively referred to as "Securities") through a preferential issue in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations") and subject to the approval of members of the Company and other necessary approval(s) of the regulatory authorities from time to time.

The relevant date for the purpose of determination of the issue price of Equity Shares, under chapter VII of SEBI ICDR Regulations be fixed as August 9, 2016 being 30 days prior to the date of Annual General Meeting.

The following disclosure is made in accordance with the provisions of Chapter VII of SEBI ICDR Regulations and the Companies (Share Capital and Debentures) Rules, 2014 and any amended thereto for the preferential issue:

1. Objects of the preferential issue and details of utilization of proceeds:-

The Company's current equity capital stands at ₹ 1,45,10,400 (Rupees One Crore Forty Five Lacs Ten Thousand and Four Hundred only) and the turnover of the company for the year ended March 31, 2016 is ₹ 3,35,48,90,545. It is necessary to augment the capital. The strengthening of the capital base would also enhance the Company's ability to participate in tendering and execution of future expansion of projects if any.

2. Intention of the promoters/ directors/ key managerial personnel to subscribe to the offer:-

The preferential issue is being made, amongst others, to Mr. Milan Dalal and Mr. Utsav Dhupelia covered under Director and promoter & promoters group. Both Milan Dalal and Mr. Utsav Dhupelia are interested in the proposal to the extent of the Warrants to be allotted to them. None of the other directors/ key managerial personnel of the Company would be subscribing to the preferential issue of equity shares and / or warrants proposed to be issued by the Company.

3. Basis on which the price has been arrived at along with report of the registered valuer:

The price of the Securities to be issued is being calculated in accordance with the provisions laid under Chapter VII of SEBI ICDR Regulations and since the shares of the Company are not frequently traded, we have taken into consideration various valuation

parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of the equity shares of our Company.

A certificate from an independent chartered accountant, having a minimum experience of ten years, for valuation of equity share of the Company, issued by CA Nitin V Kulkarni (Membership No.: 032651), partner of APR & Associates, Chartered Accountants (Firm Registration No.: 105409W) dated July 28, 2016.

4. Terms of Issue of Warrants:-

The Allottees of Warrants shall be required to pay an amount equivalent to 25% of the issue price at the time of subscription and allotment of each Warrant. The balance 75% of the issue price shall be payable by the Allottees upon exercise of the entitlement attached to Warrant(s) to subscribe for equity share(s) within a period of eighteen months from the date of allotment of warrants. The initial amount of 25% paid against the Warrants shall be adjusted/ set off against the issue price of the resultant equity shares. The Allottees shall be entitled to exercise their right to subscribe for the equity shares in one or more tranches as and when they deem fit within the prescribed period of eighteen months. The Allottees shall be required to pay the balance amount of 75% of the Issue price to the extent of the number of equity shares they intend to subscribe in each such trench.

If the entitlement against the Warrants to apply for the equity shares is not exercised by the Allottees, within the specified period of eighteen months as stipulated under regulation 75 of ICDR Regulations 2009, the entitlement of the Allottees to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid on such warrants shall stand forfeited by the Company.

Upon receipt of the requisite payment of the remaining 75% of the consideration payable in respect of the Warrants, as above, the Board (or a committee thereof) shall allot one equity share per warrant by appropriating ₹ 10/- towards equity share capital and the balance amount paid against each warrants towards the securities premium. The allotment shall only be made in the dematerialized form.

The Allottees shall also be entitled to any future issue of bonus/ rights, if any, of equity shares or warrants convertible into equity shares or such other securities by the Company, in the same proportion and manner as any other Members of the Company for the time being and the Company shall reserve proportion of such entitlement for Allottees..

The equity shares to be issued upon exercise of option by Allottees shall rank pari passu with the existing equity shares of the Company in respect including but not limited to dividend, subject to lock-in as per requirements of SEBI ICDR Regulations and shall be subject to the provisions of the Memorandum and the Articles of the Company.

5. Lock in period:-

The Equity Shares of the Strategic Investors shall be locked-in for a period of 1(one) year from the date of trading approval and the Warrants allotted to the Allottees shall be locked-in for a period of 3 (three) years from the date of granting trading approval by the Stock Exchange for such equity shares allotted pursuant to exercise of the option attached to Warrant in terms of Regulation 78(1) and 78 (2) of Chapter VII of the SEBI ICDR Regulations.

Strategic Investors currently do not hold any equity shares in our Company and hence Pre-Preferential lock in requirements as mentioned in Regulation 78(6) of Chapter VII of the SEBI ICDR Regulations shall not be applicable to them. The entire pre-preferential allotment shareholding of Allottees shall be under lock in from the relevant date up to a period of six months from the date of trading approval obtained. Pursuant to conversion of warrants into equity shares.

6. The class or classes of persons to whom the allotment is proposed to be made:

Equity Shares are to be allotted to the persons other than promoter and promoter group (defined as "Strategic Investors") and Warrants are to be allotted to persons belonging to the promoter and promoter group (defined as "Allottees"). The details of Strategic Investors are given as under:

Sr No	Name of Strategic Investors	Address	PAN No.	No. of Equity Shares to be allotted
1	Daksha Jayeshbhai Thakker	B/901 Runwal Tower, LBS Marg , opp Veena Nagar, Mulund West Mumbai 400080	AAAPT2506N	25000
2	Bhairavi Paresh Thakker	503, Sunflower Apt, Opp Rajawadi Garden, Rajawadi, Ghatkopar (E) Mumbai 400077	ABBPT1455C	17500
3	Paresh Tahkarshi Thakkar	503, Sunflower Apt, Opp Rajawadi Garden, Rajawadi, Ghatkopar (E) Mumbai 400077	AACPT4013G	7500
4	Reena Aggarwal	297, SFS,PH-4, Ashok Vihar , Delhi-110052	AFLPA6343L	10000
5	Daulat Ram (HUF)	297, SFS,PH-4, Ashok Vihar , Delhi-110052	AADHD5555J	10000
6	Kailash Jain & Sons (HUF)	C-11, Ashok Vihar, Ph-1, New Delhi-110052	AADHK4719B	10000
7	Goutam Jain & Sons (HUF)	C-11, Ashok Vihar, Ph-1, New Delhi-110052	AAEHG0408A	10000
8	Deep Chand Raghunathmal (HUF)	C-11, Ashok Vihar, Ph-1, New Delhi-110052	AACHD1347K	10000
9	Purnimaben Avatinath Thakkar	F/1004, Avasari Tower, Near Wide Angel Cinema, Satellite, Ahmedabad 380015	ABIPT7625F	25000
10	Avantinath Chaturbhai Thakkar	F/1004, Avasari Tower, Near Wide Angel Cinema, Satellite, Ahmedabad 380015	AAVPT7977N	25000
Total				1,50,000