



Foods & Inns

# **FOODS AND INNS LIMITED**

## **47<sup>TH</sup> ANNUAL REPORT**

### **2018-19**



## Corporate Information

### Board of Directors

Mr. Bhupendra Dalal	Chairman
Mr. Raymond Simkins	Director
Mr. Milan Dalal	Director
Mr. Dinkarray Trivedi	Independent Director ceased w.e.f 22-09-2019
Mr. Vinod Kumar Beswal	Independent Director
Mrs. Kamlini Maniar	Independent Director
Mr. Deepak Mohla	Independent Director ceased w.e.f 22-09-2019
Mr. Hormazdiyaar Vakil	Independent Director

### Key Managerial Persons

Mr. Moloy Saha	Chief Executive Officer
Mr. Ameya Dhupelia	Chief Financial officer
Mrs. Randeep Kaur	Company Secretary, Compliance Officer & Nodal Officer

### Registrars & Transfer Agents

Link Intime India Pvt. Ltd  
C 101, 247 Park, L.B.S Marg,  
Vikhroli (W), Mumbai-400 083

### Plant locations

#### Southern Region

##### Chittor

Gollmadugu Village,  
Pallur post, Vellor Rd  
Chittor, Andhra Pradesh  
Pin 517132

#### Western Region

##### Valsad

N H No-8, Vavfalia,  
Village Abrama,  
Bulsar-396001, Gujarat

##### Gonde

S.No340, At Post Gonde  
Tal, Sinnar, Dist Nashik,  
Maharashtra, Pin 422606

##### Nashik

Plot No. A-1, MIDC, Indl. Estate  
Malegaon, Tal, Sinnar, Dist Nashik  
Pin 422113

### Bankers

Andhra Bank  
State Bank of India  
HDFC Bank  
EXIM Bank

### Statutory Auditors

**M/s. G.M. Kapadia & Co**  
Chartered Accountants

### Corporate Office

224, Dulwich Mansion, 3<sup>rd</sup> Floor,  
Tardeo, Mumbai-400 007  
Tel: 022-23533103/04  
Fax: 022-23533105/06  
Website: [www.foodsandinns.com](http://www.foodsandinns.com)  
Email: [writetous@foodsandinns.com](mailto:writetous@foodsandinns.com)  
**CIN:L55200MH1967PLC013837**

### Registered Office

Udyog Bhavan, 2nd Floor,  
29 Walchand Hirachand Marg,  
Ballard Estate,  
Mumbai 400038

### 47<sup>th</sup> ANNUAL GENERAL MEETING

Date	: Friday September 27, 2019 Time: 10:15 a.m.
Venue	: M. C Ghia Hall, Indian Textile Accessories & Machinery Manufacturers' Association, Bhogilal Hargovindas Building, 4th Floor, 18/20, K. Dubash Marg, Kala Ghoda, Mumbai-400 001

### E- VOTING PERIOD

Commences on	: Monday September 23, 2019 at 10:00 am
Closes on	: Thursday September 26, 2019 at 5:00 pm

Notice .....	2-7
Director's Report .....	8-28
Corporate Governance Report .....	29-38
10 Years Highlights .....	39
Standalone Independent Auditor's Report .....	40-45
Standalone Financial Statements .....	46-50
Notes Forming Part of Standalone Financial Statement .....	51-86
Consolidated Independent Auditor's Report .....	87-91
Consolidated Financial Statements .....	92-96
Notes Forming Part of Consolidated Financial Statement .....	97-132

## NOTICE

Notice is hereby given that the 47<sup>th</sup> Annual General Meeting (AGM) of the Members of Foods and Inns Limited will be held on Friday, September 27, 2019 at 10:15 a.m at M. C Ghia Hall, Indian Textile Accessories & Machinery Manufacturers' Association, Bhogilal Hargovindas Building, 4<sup>th</sup> Floor, 18/20, K. Dubash Marg, Kala Ghoda, 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, 2019, 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 ₹ 0.20 per equity shares for the year ended 31<sup>st</sup> March, 2019."

#### Item No 3- Re-appointment of Mr. Raymond Simkins (DIN: 01573312) 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."

### SPECIAL BUSINESS:

#### Item No 4 - Alteration of Objects Clause in the Memorandum of Association of the Company

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 13 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force and the Rules framed thereunder, as amended from time to time, and subject to the approval of the Registrar of Companies, Maharashtra, Mumbai ("ROC") and/or of any other statutory or regulatory authority, as may be necessary, Clause III (Objects Clause) of the Memorandum of Association of the Company, be and is hereby altered by inserting the following sub- clause-

In Clause III A. after the existing sub- clause 14 following sub- clause will be inserted and accordingly the additional sub- clause to be inserted will be numbered as under:

- '15. To carry on the business of processing agricultural and fruit waste and producing organic manure, cattle feed, and to produce derivatives such as pectin, mango butter, sal butter.
- 16. To set up solar, wind, hydel energy production systems and generate electricity for its own use or selling the surplus power that is generated.
- 17. To manufacture briquette and any other material that can replace the use of fossil oil and coal.
- 18. To enter into logistics business by setting up cold chains, godowns, silos and also invest in transportation by acquiring trucks, delivery vans, refrigerated vans, railway wagons and ships and any other mode of transport.'

In Clause III B. after the existing sub- clause 11 following sub- clause will be inserted and accordingly the additional sub- clause to be inserted will be numbered as under:

- '12. To hedge exchange risk arising out of loans in foreign currency or advances received from overseas customers by entering into spot, derivatives and forward contracts with banks and stock exchanges, currency market in India and overseas.
- 13. To raise foreign currency loans, foreign currency convertible bonds, buyers' credit for the operations of the company
- 14. To invest funds in shares, debentures, convertible bonds, units of Unit Trust of India, Mutual funds, Post office instruments, Derivatives, initial public offerings, offer for sale, startups, Private equity investments in other companies.'

**"RESOLVED FURTHER THAT** any of the Director of the Company or Mrs. Randeep Kaur, Company Secretary and Compliance Officer of the Company be and are hereby authorized to file, sign, verify and execute all such e-forms, papers or documents, as may be required and to do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution, including agreeing to any change to the aforesaid sub- clauses of the Memorandum of Association of the Company, as may be required by the ROC and/or any statutory/regulatory authority."

## FOODS AND INNS LIMITED

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

**Place:** Mumbai  
**Date:** August 14, 2019

**BHUPENDRA DALAL**  
Chairman  
(DIN: 00061492)

**Registered Office:**  
Udyog Bhavan, 2<sup>nd</sup> Floor,  
29 Walchand Hirachand Marg,  
Ballard Estate, Mumbai 400038

### 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, setting out all material facts relating to item No. 4 of this notice is annexed herewith and the same should be taken as part of this Notice.
- 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	<b>Mr. Raymond Simkins</b>
Date of Birth & Age	03-06-1943 (76 years)
Appointed on	09-08-1995
Qualifications	M.E.
Expertise/ Experience	Commercial, Marketing Operations and International business
Shareholding	2142220

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
Getz Pharma Private Limited	N.A	Director

- The Register of Members and the Share Transfer Books of the Company will remain closed from Friday September 20, 2019 to Friday September 27, 2019 (both days inclusive) for the purpose of Annual General Meeting and Dividend.
- 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.
- 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.
- 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 Wednesday September 18, 2019, may attend and vote at the Annual General Meeting as provided under the provisions of the Companies Act.
- 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.
- 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](http://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 47th 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 September 18, 2019 (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 23, 2019 and will end at 5.00 pm on Thursday September 26, 2019.
- (iii) The Company has appointed Mrs. Ragini Chokshi for M/s Ragini Chokshi & Co, Practising Company Secretary 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 [ragini.c@rediffmail.com](mailto:ragini.c@rediffmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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 18, 2019 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [ashok.sherugar@linkintime.co.in](mailto:ashok.sherugar@linkintime.co.in).
- (c) 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](http://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 September 27, 2019.

## 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 No. 4 of the accompanying notice.

### Item No. 4

In order to make the object clause of the Memorandum of Association comprehensive and concise and to include the various activities to be undertaken by the Company which are related to the present business activities it is proposed to modify the object clause by inserting additional clauses in the main and incidental or ancillary object clause in the Memorandum of Association of the Company.

Following are the brief explanation to each of the sub clauses to be inserted in the main object clause of the Memorandum of Association of the Company:

15. To carry on the business of processing agricultural and fruit waste and producing organic manure, cattle feed, and to produce derivatives such as pectin, mango butter, sal butter.

The Company is generating almost 50% of the mangoes and guava waste in the course of the processing on fruit pulp. The Company would like to actively examine how best the waste can be used to increase profitability and also work towards sustainability and going green.

16. To set up solar, wind, hydel energy production systems and generate electricity for its own use or selling the surplus power that is generated.

The Company proposes to set up roof top solar panels on the factory buildings and also look at opportunity to look at wind, hydel and any another Form of energy generation for reducing the costs and going sustainable and green.

17. To manufacture briquette and any other material that can replace the use of fossil oil and coal.

The Company uses briquets in lieu of coal or fossil oil. The briquets are purchased from vendors who produce them out of wood waste and husk. At the appropriate time the Company may look to setting up the plant as backward integration

18. To enter into logistics business by setting up cold chains, godowns, silos and also invest in transportation by acquiring trucks, delivery vans, refrigerated vans, railway wagons and ships and any other mode of transport.'

The Company's frozen products from the plant located at Sinnar are transported in refrigerated containers or reefer vans to the port. It is proposed to set up frozen produce plant at other places. It will be useful for the company to acquire trucks, reefer vans and they can fill up the same with cargo in the reverse directions making it economical. In future the Company can consider entering into logistics and transport business including shipping both coastal and international and also set up cold chains, godowns, silos and enter into logistics via Railway.

Following are the brief explanation to each of the sub clauses to be inserted in the incidental or ancillary object clause of the Memorandum of Association of the Company:

12. To hedge exchange risk arising out of loans in foreign currency or advances received from overseas customers by entering into spot, derivatives and forward contracts with banks and stock exchanges, currency market in India and overseas.

The Company has substantial export business and also imports giving exposure to foreign currency risk. In order to mitigate the foreign currency risk, it is necessary to hedge the foreign exchange exposure with Banks in India and overseas. The foreign exchange trading is also now available on the stock exchange platforms and it is proposed to hedge the foreign exchange risk at faster speed.

13. To raise foreign currency loans, foreign currency convertible bonds, buyers' credit for the operations of the company

In order to save the interest cost the Company proposes to raise foreign currencies and issue instruments overseas.

14. To invest funds in shares, debentures, convertible bonds, units of Unit Trust of India, Mutual funds, Post office instruments, Derivatives, initial public offerings, offer for sale, startups, Private equity investments in other companies.

It is proposed to invest the surplus fund of the company in the financial instruments, in startups and private equity.

None of the Directors or Key Managerial Personnel and their relatives are concerned or interested (financially or otherwise) in this Resolution.

The Board commends the Special Resolution set out at Item No 4 for approval of the Members.

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

Place: Mumbai  
Date: August 14, 2019

**BHUPENDRA DALAL**  
Chairman  
(DIN: 00061492)

**Registered Office:**  
Udyog Bhavan, 2<sup>nd</sup> Floor,  
29 Walchand Hirachand Marg,  
Ballard Estate, Mumbai 400038





## DIRECTORS' REPORT AND MANAGEMENT DISCUSSION AND ANALYSIS

Dear Members,

The Directors present their report on the financial performance, business and operations of the Company for the year ended March 31, 2019

### 1. FINANCIAL RESULTS

The highlights of the financial performance for the year gone by and its comparison with previous year are given below:

(₹. In Lakhs)

	Standalone		Consolidated	
	2018-19 (₹.)	2017-18 (₹.)	2018-19 (₹.)	2017-18 (₹.)
<b>Total Income</b>	<b>34,023.60</b>	34,270.74	<b>34,146.85</b>	34,406.52
<b>Total Income excluding Excise Duty</b>	<b>34,023.60</b>	34,106.57	<b>34,146.85</b>	34,242.35
Profit Before Depreciation, Finance and Tax (PBDIT) inclusive of other Income	<b>2,650.19</b>	3,324.43	<b>2,644.93</b>	3,321.67
Finance Cost	<b>1,338.69</b>	1,805.56	<b>1,338.93</b>	1,812.16
Depreciation	<b>1,150.76</b>	1,044.92	<b>1,152.34</b>	1,046.50
Profit before share of profit/(loss) from Associate/ Joint venture and exceptional items	<b>160.74</b>	473.95	<b>153.66</b>	467.82
Share of profit/(loss) from Associate/ Joint venture	<b>Nil</b>	Nil	<b>Nil</b>	Nil
<b>Profit before exceptional items and tax</b>	<b>160.74</b>	473.95	<b>153.66</b>	467.82
Exceptional items net(Loss)/ gain	<b>11,681.17</b>	Nil	<b>11,672.95</b>	Nil
Tax Expenses	<b>904.96</b>	120.86	<b>904.96</b>	120.86
<b>Net Profit for the year</b>	<b>10,936.94</b>	353.09	<b>10,921.65</b>	346.94
<b>Appropriations</b>				
Transfer to General Reserves	<b>Nil</b>	Nil	<b>Nil</b>	Nil
<b>Balance carried to Balance sheet</b>	<b>10,936.94</b>	353.09	<b>10,921.65</b>	346.96

### 2. RESULTS OF OPERATIONS

As per the Standalone Financials for year ended on March 31, 2019 the Revenue from Operation of the Company is ₹. 337.38 crores as compared to ₹. 335.35 crores for the year ended on March 31, 2018. The Company made a profit before tax of ₹.1.61 crores during the year ended March 31, 2019 against the profit before tax of ₹. 4.74 crores during the year ended on March 31, 2018.

As per the Consolidated Financials for year ended on March 31, 2019 the Revenue from Operation of the Company is ₹.338.64 crores as compared to ₹. 336.67 crores for the year ended on March 31, 2018. The Company made a profit before tax of ₹.1.54 crores during the year ended March 31, 2019 against the profit before tax of ₹. 4.68 crores during the year ended on March 31, 2018.

The Company's exports during the year was ₹.208.06 crores (₹.216.88 crores) and domestic sale was ₹.115.73 crores (₹.100.32 crores). This translates into a ratio of 64.26 % to 35.74% (68.37% to 31.63%) between exports and domestic sales.

### 3. AMALGAMATION OF FINNS FROZEN FOODS INDIA LIMITED ("FFFIL" OR "THE TRANSFEROR COMPANY") WITH FOODS AND INNS LIMITED ("FNIL" OR "THE TRANSFEREE COMPANY")

With a view to consolidate the manufacturing activities, to optimize on cost and to have enhanced efficiency, the Company had initiated a Scheme of Amalgamation (the "Scheme") involving amalgamation of Finns Frozen Foods India Limited ("FFFIL" or "the transferor company") with Foods and Inns Limited ("FNIL" or "the transferee company"). The final hearing of the Scheme has been undertaken by the Honourable National Company Law Tribunal, Mumbai Bench ("NCLT") and the certified True copy order dated November 15, 2018 has been issued by the National Company Law Tribunal, Mumbai Bench on February 22, 2019 sanctioning the Scheme which has become effective from March 1, 2019 from the appointed date i.e. April 1, 2018 consequent upon filing of the certified copy of the Order issued by the Honourable National Company Law Tribunal, Mumbai Bench, with the Registrar of Companies, Mumbai.

### 4. SHARE CAPITAL OF THE COMPANY

#### a. Increase in share capital upon amalgamation of Finns Frozen Foods India Limited ("FFFIL" or "the transferor company") with Foods and Inns Limited ("FNIL" or "the transferee company")

During the year under review, the Authorised Share Capital of the Company was increased from ₹. 9,00,00,000/- (Rupees Nine Crores only) divided consisting of 6,00,00,000 equity shares of ₹. 1/- each and 3,00,000 Redeemable preference shares of ₹. 100/- each