## Sarvesh Patil

From: Stephen P

**Sent:** 16 November 2024 16:20

To: Sarvesh Patil

**Subject:** FW: Revised MOU JTG - TFS

**Attachments:** Jones Express Mumbai T2 R.3.pdf; FW: Revised MOU JTG - TFS

From: Akshay Sharma <a href="mailto:semolinakitchens.com">akshay.sharma@semolinakitchens.com</a>

Sent: 15 October 2024 23:23

To: Stephen P < stephen.p@k-corp.in >; Prakash Mistry < prakash.mistry@travelfoodservices.com >

Cc: Lovejot Sekhon < lovejot.sekhon@k-corp.in>; Shama Nair < shama.nair@travelfoodservices.com>; Ashish Nagar < ashish.nagar@travelfoodservices.com>

Subject: FW: Revised MOU JTG - TFS

Pls see the quotation for Finch. We will go with option 1 for design only.

For the detailed designs, we will have to pay Genesis again as they have already done the GFC & BOQ once.

@Prakash Mistry : pls coordinate between Finch & Genesis.

Regards Akshay

From: Soni Viswanathan < <a href="mailto:soni.viswanathan@travelfoodservices.com">soni.viswanathan@travelfoodservices.com</a>

Sent: 08 August 2024 14:27

To: Vladimir Dura <<u>vladimir.dura@jonesthegrocer.com</u>>; Naman Ali <<u>naman.ali@jonesthegrocer.com</u>>; Akshay Sharma <<u>akshay.sharma@semolinakitchens.com</u>>
Cc: Noel Dias <<u>noel.dias@travelfoodservices.com</u>>; Anup Salvi <<u>anup.salvi@travelfoodservices.com</u>>; Rajan Desai <<u>rajan.desai@travelfoodservices.com</u>>; Yunib Siddiqui <<u>yunib@jonesthegrocer.com</u>>; Khushbu Verma <<u>khushbu.dayal@travelfoodservices.com</u>>; Prakash Mistry <<u>prakash.mistry@travelfoodservices.com</u>>; Parth Gohel <<u>parth.gohel@semolinakitchens.com</u>>; Ashish Nagar <<u>ashish.nagar@travelfoodservices.com</u>>

Subject: RE: Revised MOU JTG - TFS

Looping in Akshay and removed the legal team.

Regards Soni

From: Vladimir Dura vladimir.dura@jonesthegrocer.com

Sent: Thursday, August 8, 2024 12:08 PM

To: Soni Viswanathan soni.viswanathan@travelfoodservices.com; Naman Ali naman.ali@jonesthegrocer.com

Cc: Deepak Kurian <a href="mailto:center-style-page-sty

Subject: RE: Revised MOU JTG - TFS

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Hi Soni

Please see attached revised quotation for the design work.

Timeline for Concept design is 2 weeks considering the layout wont change, 3 weeks for the detailed design. Let me know if any questions

Thanks vlad

# Vladimir Dura | Franchise Manager

global head office

m: +971(0) 52 758 6722 | Dubai | UAE



From: Vladimir Dura

Sent: Wednesday, August 7, 2024 1:16 PM

To: Soni Viswanathan < soni.viswanathan@travelfoodservices.com >; Naman Ali < naman.ali@jonesthegrocer.com >

Cc: Deepak Kurian <a href="mailto:center-style-s

Subject: RE: Revised MOU JTG - TFS

Dear Soni

As per the call last night please see below main points we have discussed

- 1. Vlad to arrange reduced scope of work from ID Finch. This scope to cover the review of the amended layout and reduced space, deliver concept design with renders and M&F. additionally optional fee for revised kitchen layout in case the new zoning will have to be amended and consultancy fee to align with local architects on the SD and DD packages
- 2. Second proposal would be to deliver the full concept, schematic and detailed design
- 3. To share estimated timeline based on above requests
- 4. Its will take the most feasible approach from the above two to appoint the brand architect
- 5. Additionally TFS was reminded on the urgency to close the agreement and sign-of, deadline set for this is 10 days i.e. by 15th of August TFS to organise a call with Naman if they still have any comments to close any outstanding points on the call before the deadline I would have the amended quotations during today and will share them here as soon these are released, we can then have call to review

where needed.

Thanks vlad

### Vladimir Dura | Franchise Manager

alobal head office

m: +971(0) 52 758 6722 | Dubai | UAE

jonesthegrocer.com | gourmet food for everyday living



From: Soni Viswanathan < soni.viswanathan@travelfoodservices.com >

Sent: Wednesday, August 7, 2024 11:20 AM

To: Naman Ali <naman.ali@jonesthegrocer.com>

Cc: Deepak Kurian <a href="mailto:center-style-page-sty

Subject: RE: Revised MOU JTG - TFS

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Dear Naman,

PFA the draft agreement with revert from our end. Kindly review and suggest a date and time for a call to conclude the same.

Regards

Soni

From: Naman Ali < naman.ali@jonesthegrocer.com >

Sent: Wednesday, July 31, 2024 9:04 PM

To: Soni Viswanathan < soni.viswanathan@travelfoodservices.com >

Cc: Deepak Kurian <a href="mailto:center-sum-serif-sum-et-rane@travelfoodservices.com">center-sum-et-rane@travelfoodservices.com</a>; Noel Dias <a href="mailto:noel-dias@travelfoodservices.com">noel-dias@travelfoodservices.com</a>; Rajan Desai <a href="mailto:rajan.desai@travelfoodservices.com">rajan.desai@travelfoodservices.com</a>; Vladimir Dura <a href="mailto:vladimir.dura@jonesthegrocer.com">center-sum-et-rane@travelfoodservices.com</a>; Vladimir Dura <a href="mailto:vladimir.dura@jonesthegrocer.com">vladimir.dura@jonesthegrocer.com</a>; Yunib Siddiqui <a href="mailto:vunib@jonesthegrocer.com">yunib@jonesthegrocer.com</a>>

Subject: RE: Revised MOU JTG - TFS

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Hi Soni,

A quick note to follow up on this, as you mentioned earlier that we are tight on the timelines for this project, therefore it would be important to close out the agreement in time and appoint the architect to kick start the design at a faster pace to meet the expectations.

Thanks and regards

## Muhammad Naman Ali | COO

m: +971552313124 | Dubai | UAE

jones the grocer | gourmet food for everyday living



From: Naman Ali

Sent: Thursday, July 25, 2024 11:46 PM

To: Soni Viswanathan < soni.viswanathan@travelfoodservices.com >

Cc: Deepak Kurian <a href="mailto:deepak.kurian@travelfoodservices.com">deepak.kurian@travelfoodservices.com</a>; Sumeet Rane <a href="mailto:sumeet.rane@travelfoodservices.com">sumeet.rane@travelfoodservices.com</a>; Noel Dias <noel.dias@travelfoodservices.com</a>; Anup Salvi <a href="mailto:anup.salvi@travelfoodservices.com">anup.salvi@travelfoodservices.com</a>; Rajan Desai <a href="mailto:rajan.desai@travelfoodservices.com">rajan.desai@travelfoodservices.com</a>; Vladimir Dura <vladimir.dura@jonesthegrocer.com</a>; Yunib Siddiqui <u >qunib@jonesthegrocer.com</a>>

Subject: RE: Revised MOU JTG - TFS

Hi Soni,

Please find attached the following.

Redline pdf file for your visibility on the changes and comments.

Final MS word file incorporating any comments we could accommodate and revisions accordingly.

Please review the Final version of the IFA and advise if we are good to proceed to execution stage.

In respect to design, as I updated on you on Whatsapp, we are very tight with our resources and time and only way to align the design to latest brand inspirations and designs, is to appoint the nominated architect.

Kind regards

#### Muhammad Naman Ali | COO

m: +971552313124 | Dubai | UAE

jones the grocer | gourmet food for everyday living



From: Soni Viswanathan < soni.viswanathan@travelfoodservices.com >

Sent: Tuesday, June 25, 2024 12:12 PM

To: Naman Ali < naman.ali@jonesthegrocer.com >

Cc: Deepak Kurian <a href="mailto:center-size-sum-size-su

Subject: RE: Revised MOU JTG - TFS

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Dear Naman.

Sorry we took long to revert. PFA the draft with comments basis our last call and our internal discussion.

Request you to review and revert.

Regards Soni

From: Naman Ali < naman.ali@jonesthegrocer.com >

Sent: Tuesday, June 4, 2024 9:08 PM

To: Soni Viswanathan soni.viswanathan@travelfoodservices.com

Cc: Deepak Kurian <a href="mailto:center-size-sum">deepak.kurian@travelfoodservices.com">deepak.kurian@travelfoodservices.com</a>; Sumeet Rane <a href="mailto:sumeet.rane@travelfoodservices.com">deepak.kurian@travelfoodservices.com</a>; Noel Dias <a href="mailto:noel.dias@travelfoodservices.com">noel.dias@travelfoodservices.com</a>; Rajan Desai <a href="mailto:rajan.desai@travelfoodservices.com">noel.dias@travelfoodservices.com</a>; Vladimir Dura <a href="mailto:vladimir.dura@jonesthegrocer.com">desai@travelfoodservices.com</a>; Vladimir Dura <a href="mailto:vladimir.dura@jonesthegrocer.com">vladimir.dura@jonesthegrocer.com</a>; Yunib Siddiqui <a href="mailto:yunib@jonesthegrocer.com">yunib@jonesthegrocer.com</a>; Vladimir Dura <a href="mailto:vladimir.dura@jonesthegrocer.com">vladimir.dura@jonesthegrocer.com</a>; Yunib Siddiqui <a href="mailto:yunib@jonesthegrocer.com">yunib@jonesthegrocer.com</a>; Vladimir Dura <a href="mailto:vladimir.dura@jonesthegrocer.com">vladimir.dura@jonesthegrocer.com</a>; Yunib Siddiqui <a href="mailto:yunib@jonesthegrocer.com">yunib@jonesthegrocer.com</a>;

Subject: Re: Revised MOU JTG - TFS

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Hi Soni,

Following up from our call last week. please share the final comments and markup at earliest.

Further on matter of Design, please note we had looked at this and also the design produced by your nominated firm and i am afraid that we can not change our position since design is very critical and you must work with Brand nominated architect for the minimum of Concept Design.

I have already requested Vlad to arrange a quote for you for the reduced scope of Concept Design so you can take it up further.

Thanks

muhammad naman ali

chief operating officer m: +971552313124| dubai, uae

jones the grocer | gourmet food for everyday living www.jonesthegrocer.com | facebook | instagram | youtube hungry? savour our delicious new menu | delivering across the uae On 23 May 2024, at 2:47 PM, Soni Viswanathan <a href="mailto:soni.viswanathan@travelfoodservices.com">soni.viswanathan@travelfoodservices.com</a> wrote:

CAUTION: This email is originated from outside of your organization. Do not Click Links or open Attachments unless you recognize the sender and know the content is safe!!

Hi Naman,

Call on 24th May is not suitable. Can you suggest a date and time for next week please.

Regards Soni

From: Naman Ali <naman.ali@jonesthegrocer.com>

Sent: Wednesday, May 22, 2024 11:58 AM

To: Soni Viswanathan < soni.viswanathan@travelfoodservices.com >

Cc: Deepak Kurian <a href="mailto:com/">deepak.kurian@travelfoodservices.com/">com/</a>; Sumeet Rane <a href="mailto:sumeet.rane@travelfoodservices.com/">sumeet.rane@travelfoodservices.com/</a>; Noel Dias <a href="mailto:noel.dias@travelfoodservices.com/">noel.dias@travelfoodservices.com/</a>; Rajan Desai <a href="mailto:rajan.desai@travelfoodservices.com/">noel.dias@travelfoodservices.com/</a>; Vladimir Dura <a href="mailto:vladimir.dura@jonesthegrocer.com/">vladimir.dura@jonesthegrocer.com/</a>; Yunib Siddiqui <a href="mailto:yunib@jonesthegrocer.com/">yunib@jonesthegrocer.com/</a>; Yunib Siddiqui <a href="mailto:yunib@jonesthegrocer.com/">yunib@jonesthegrocer.com/</a>;

Subject: Re: Revised MOU JTG - TFS

Some people who received this message don't often get email from naman.ali@jonesthegrocer.com. Learn why this is important

CAUTION: This email originated from outside of the organization. Do not click links or open attachments unless you recognize the sender and know the content is safe.

Hi Soni,

I can do 10:30 AM Dubai time / 12 PM Indian Standard Time on either May 23rd or May 24th.

Thanks

## Muhammad Naman Ali | COO

m: +971552313124 | Dubai | UAE

jones the grocer | gourmet food for everyday living

<image001.png>

From: Soni Viswanathan < soni.viswanathan@travelfoodservices.com >

Sent: Monday, May 13, 2024 11:07 AM

To: Naman Ali < naman.ali@jonesthegrocer.com >

Cc: Deepak Kurian <a href="mailto:center-size-sum-size-su

Subject: RE: Revised MOU JTG - TFS

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Hi Naman

Kindly suggest a date and time after 21st May for our call.

Regards

Soni

From: Naman Ali < naman.ali@jonesthegrocer.com >

Sent: Monday, May 6, 2024 3:25 PM

To: Soni Viswanathan <soni.viswanathan@travelfoodservices.com>

Cc: Deepak Kurian < <a href="mailto:deepak.kurian@travelfoodservices.com">deepak.kurian@travelfoodservices.com</a>; Sumeet Rane < <a href="mailto:sumeet.rane@travelfoodservices.com">deepak.kurian@travelfoodservices.com</a>; Noel Dias < <a href="mailto:noel.dias@travelfoodservices.com">noel.dias@travelfoodservices.com</a>; Anup Salvi < <a href="mailto:anup.salvi@travelfoodservices.com">deepak.kurian@travelfoodservices.com</a>; Vladimir Dura </a> <a href="mailto:vladimir.dura@jonesthegrocer.com">deepak.kurian@travelfoodservices.com</a>; Vladimir Dura <a href="mailto:vladimir.dura@jonesthegrocer.com">deepak.kurian@travelfoodservices.com</a>; Vladimir Dura <a href="mailto:vladimir.dura@jonesthegrocer.com">deepak.kurian@travelfoodservices.com</a>; Vladimir Dura <a href="mailto:vladimir.dura@jonesthegrocer.com">vladimir.dura@jonesthegrocer.com</a>; Yunib Siddiqui <a href="mailto:vunib@jonesthegrocer.com">yunib@jonesthegrocer.com</a>;

Subject: Re: Revised MOU JTG - TFS

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Hi Soni,

I am traveling in these dates, I can do a call either between 7th May to 11th May either days between 2 PM to 3:30 PM Dubai Time or after 21st May upon my return.

let me know what works for and accordingly we can block the calendar.

Thanks

### Muhammad Naman Ali | COO

m: +971552313124 | Dubai | UAE

jones the grocer | gourmet food for everyday living

<image001.png>

From: Soni Viswanathan < soni.viswanathan@travelfoodservices.com >

**Sent:** Monday, May 6, 2024 10:27 AM

To: Naman Ali <naman.ali@jonesthegrocer.com>

Cc: Deepak Kurian < deepak.kurian@travelfoodservices.com >; Sumeet Rane < sumeet.rane@travelfoodservices.com >; Noel Dias < noel.dias@travelfoodservices.com >; Anup Salvi <anup.salvi@travelfoodservices.com>; Legal Assistance <alegal@travelfoodservices.com>; Rajan Desai <alegal@travelfoodservices.com>; Vladimir Dura <vladimir.dura@jonesthegrocer.com>; Yunib Siddiqui <yunib@jonesthegrocer.com>

Subject: RE: Revised MOU JTG - TFS

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Dear Naman,

Can we get on a call on 14th May at 2:30pm IST to discuss the draft agreement?

Soni

From: Legal Assistance < <a href="mailto:legal@travelfoodservices.com">legal@travelfoodservices.com</a>

**Sent:** Friday, May 3, 2024 4:32 PM

To: Soni Viswanathan < soni.viswanathan@travelfoodservices.com >

Cc: Deepak Kurian <deepak.kurian@travelfoodservices.com>; Sumeet Rane <sumeet.rane@travelfoodservices.com>; Noel Dias <noel.dias@travelfoodservices.com>;

Anup Salvi <anup.salvi@travelfoodservices.com>

Subject: RE: Revised MOU JTG - TFS

Dear Soni,

We can schedule this call on May 14th after 12pm with the JTG team to discuss the Franchise Agreement.

Regards.

Legal Assistance

M: +91 95606 05504; +91 74548 71115

E: <u>legal@travelfoodservices.com</u>

From: Soni Viswanathan < soni.viswanathan@travelfoodservices.com >

Sent: Monday, April 29, 2024 5:50 PM

To: Legal Assistance < legal@travelfoodservices.com >

Cc: Deepak Kurian <a href="mailto:deepak.kurian@travelfoodservices.com">deepak.kurian@travelfoodservices.com</a>; Sumeet Rane <a href="mailto:sumeet.rane@travelfoodservices.com">sumeet.rane@travelfoodservices.com</a>; Noel Dias <a href="mailto:noel.dias@travelfoodservices.com">noel.dias@travelfoodservices.com</a>; Sumeet Rane <a href="mailto:sumeet.rane@travelfoodservices.com">sumeet.rane@travelfoodservices.com</a>; Noel Dias <a href="mailto:noel.dias@travelfoodservices.com">noel.dias@travelfoodservices.com</a>; Sumeet Rane <a href="mailto:sumeet.rane@travelfoodservices.com">sumeet.rane@travelfoodservices.com</a>; Noel Dias <a href="mailto:noel.dias@travelfoodservices.com">noel.dias@travelfoodservices.com</a>; Sumeet Rane <a href="mailto:sumeet.rane@travelfoodservices.com">sumeet.rane@travelfoodservices.com</a>; Sumeet Rane <a href="mailto:sumeet.rane.gom">sumeet.rane.gom</a>; Dias <a href="mailto:sumeet.rane.gom">sumeet.rane.gom</a>; Sumeet.rane.gom</a>; Sumeet.ran

Anup Salvi <a href="mailto:anup.salvi@travelfoodservices.com">anup.salvi@travelfoodservices.com</a>

Subject: FW: Revised MOU JTG - TFS

Dear Ahona,

Kindly review the draft agreement and suggest a time for a call with the brand post 12th May 2024.

Regards

Soni

From: Naman Ali < naman.ali@jonesthegrocer.com >

**Sent:** Friday, April 26, 2024 8:26 PM

To: Soni Viswanathan < soni.viswanathan@travelfoodservices.com >; Vladimir Dura < vladimir.dura@jonesthegrocer.com >

Cc: Yunib Siddiqui < yunib@jonesthegrocer.com >; Noel Dias < noel.dias@travelfoodservices.com >; Akshay Sharma < akshay.sharma@semolinakitchens.com >; Gaurav Dewan <gaurav.dewan@travelfoodservices.com>; Legal Assistance <legal@travelfoodservices.com>; Deepak Kurian <deepak.kurian@travelfoodservices.com>

Subject: Re: Revised MOU JTG - TFS

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Hi Soni,

Please find attached the response and comments from our legal team, for some reason the name of the comment author are gone and we are unable to retrieve these in Ms word however i have attached the pdf file for reference if there is any confusion.

I suggest we can get on call next week once you have reviewed the responses to answer any questions you may have.

On the architect and design, i noticed a correspondence and there seems to be some confusion, we have not approved any third-party architect, we did discussed the potential possible approaches for future, that we could consider approving a local architect once the first store has opened and TFS has a better understanding of the store design requirement for the brand.

We also discussed that one option could be that the brand approved architect could be used to design the concept the local architect to take it further for detailed design. However, all these points are subject to further discussion and agreement.

Regards,

Thanks and regards

### Muhammad Naman Ali | COO

m: +971552313124 | Dubai | UAE

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<image001.png>

From: Soni Viswanathan < soni.viswanathan@travelfoodservices.com >

Sent: Thursday, April 4, 2024 3:51 AM

To: Vladimir Dura <vladimir.dura@jonesthegrocer.com>

Cc: Yunib Siddiqui <<u>yunib@jonesthegrocer.com</u>>; Noel Dias <<u>noel.dias@travelfoodservices.com</u>>; Akshay Sharma <<u>akshay.sharma@semolinakitchens.com</u>>; Naman Ali <<u>naman.ali@jonesthegrocer.com</u>>; Gaurav Dewan <<u>gaurav.dewan@travelfoodservices.com</u>>; Legal Assistance <<u>legal@travelfoodservices.com</u>>; Deepak Kurian <<u>deepak.kurian@travelfoodservices.com</u>>

Subject: RE: Revised MOU JTG - TFS

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Dear Vladimir,

Apologies for the long wait and appreciate your patience. PFA our comments and suggested changes in the draft for your review and confirmation please.

Once you go through the document, we can get on a call, if needed, to clarify and conclude the draft.

Thanks and Regards

Soni Viswanathan <image002.png> GM- Brand Development

GM- Brand Development Shiv Sagar Estate, A-Block, 1st Floor, Dr. Annie Besant Road, Worli Point,

Mumbai-400018. M - +91 99876 46662

From: Vladimir Dura < vladimir.dura@jonesthegrocer.com>

Sent: Tuesday, February 6, 2024 8:08 PM

**To:** Soni Viswanathan <soni.viswanathan@travelfoodservices.com>

Cc: Yunib Siddiqui <<u>yunib@jonesthegrocer.com</u>>; Noel Dias <<u>noel.dias@travelfoodservices.com</u>>; Akshay Sharma <<u>akshay.sharma@semolinakitchens.com</u>>; Naman Ali <<u>naman.ali@jonesthegrocer.com</u>>; Gaurav Dewan <<u>gaurav.dewan@travelfoodservices.com</u>>

Subject: RE: Revised MOU JTG - TFS

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Hi Soni

Can you please share any update on this?

Thanks vlad

Vladimir Dura | Franchise Manager

global head office

m: +971(0) 52 758 6722 | Dubai | UAE

jonesthegrocer.com | gourmet food for everyday living

<image003.png>

From: Vladimir Dura

Sent: Saturday, January 27, 2024 10:40 AM

To: Soni Viswanathan < soni.viswanathan@travelfoodservices.com >

Cc: Yunib Siddiqui <<u>yunib@jonesthegrocer.com</u>>; Noel Dias <<u>noel.dias@travelfoodservices.com</u>>; Akshay Sharma <<u>akshay.sharma@semolinakitchens.com</u>>; Naman Ali <<u>naman.ali@jonesthegrocer.com</u>>; Gaurav Dewan <<u>gaurav.dewan@travelfoodservices.com</u>>

Subject: RE: Revised MOU JTG - TFS

Dear Soni

Following the last call please see attached the short presentation about the express stores and their food offer.

As discussed on the call, due to the size and the challenges with the restrictions on using sharp blades, express is best fit, with preparation kitchen for assembly and cooking of some hot items from the menu.

I have also attached list of key equipment that will be required for the unit with their specification details.

Based on the calculation from similar projects, around 80-90kW of power will be required for the operation, considering there is also gas supply for the prep kitchen and some on the equipment.

Please let me know if anything needs clarification, happy to discuss this on another call.

Thanks vlad

# Vladimir Dura | Franchise Manager

global head office

m: +971(0) 52 758 6722 | Dubai | UAE

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<image003.png>

From: Soni Viswanathan <soni.viswanathan@travelfoodservices.com>

Sent: Saturday, January 6, 2024 12:56 PM

To: Naman Ali <naman.ali@jonesthegrocer.com>

Cc: Yunib Siddiqui <<u>yunib@jonesthegrocer.com</u>>; Noel Dias <<u>noel.dias@travelfoodservices.com</u>>; Akshay Sharma <<u>akshay.sharma@semolinakitchens.com</u>>; Vladimir Dura <vladimir.dura@jonesthegrocer.com>; Gaurav Dewan gaurav.dewan@travelfoodservices.com

**Subject:** RE: Revised MOU JTG - TFS

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Dear Naman.

I've put our response as against your points below:

- 1. Could you specify the type of store planned for this location? Since the available space for the outlet is 152 sq.mtrs, we can plan an Express store with the
- 2. Are MEP (Mechanical, Electrical, Plumbing) provisions in place for this store type? This was an existing food location and has the MEP provisions. Kindly share your MEP requirement which will get it validated from the Airport team.
- Is there a production facility nearby, like a central kitchen or bakery, to support this unit? Since the area is 152 sq.mtrs., the kitchen should be planned within the premises. Bakery can be outsourced.
- 4. What are the expected dates for handover and store opening? The space is available for immediate possession. The work can start post the design finalisation
- 5. Is this unit already awarded, or is it still in the tender process? It is already awarded
- 6. Can we proceed with issuing the ROFR notice to the current partner for this unit? Yes

Do revert with your confirmation for us to proceed to our next steps. Also, please share the draft agreement for our review.

Regards

Soni

From: Naman Ali <naman.ali@jonesthegrocer.com>

Sent: Thursday, December 28, 2023 3:19 PM

To: Soni Viswanathan < soni.viswanathan@travelfoodservices.com >

Cc: Yunib Siddiqui <<u>yunib@jonesthegrocer.com</u>>; Noel Dias <<u>noel.dias@travelfoodservices.com</u>>; Akshay Sharma <<u>akshay.sharma@semolinakitchens.com</u>>; Vladimir Dura <<u>vladimir.dura@jonesthegrocer.com</u>>; Gaurav Dewan <<u>gaurav.dewan@travelfoodservices.com</u>>

Subject: RE: Revised MOU JTG - TFS

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Hi Soni,

Thank you for the information on the Mumbai International Airport site. It's an exciting opportunity, and I have a few clarifying questions:

- 1. Could you specify the type of store planned for this location?
- 2. Are MEP (Mechanical, Electrical, Plumbing) provisions in place for this store type?
- 3. Is there a production facility nearby, like a central kitchen or bakery, to support this unit?
- 4. What are the expected dates for handover and store opening?
- 5. Is this unit already awarded, or is it still in the tender process?
- 6. Can we proceed with issuing the ROFR notice to the current partner for this unit?

Looking forward to your response.

Best regards

Muhammad Naman Ali | COO

m: +971552313124 | Dubai | UAE

jones the grocer | gourmet food for everyday living

<image004.png>

From: Soni Viswanathan < soni.viswanathan@travelfoodservices.com >

Sent: Thursday, December 28, 2023 10:50 AM

To: Naman Ali <naman.ali@jonesthegrocer.com>

**Cc:** Yunib Siddiqui <<u>yunib@jonesthegrocer.com</u>>; Noel Dias <<u>noel.dias@travelfoodservices.com</u>>; Akshay Sharma <<u>akshay.sharma@semolinakitchens.com</u>>; Vladimir Dura <<u>vladimir.dura@jonesthegrocer.com</u>>; Gaurav Dewan <<u>gaurav.dewan@travelfoodservices.com</u>>

Subject: RE: Revised MOU JTG - TFS

CAUTION: This email is originated from outside of your organization. Do not Click Links or open Attachments unless you recognize the sender and know the content is safe!!

Dear Naman,

Thank you for sharing the draft agreement. We will review and revert on the same soon.

Sharing the attached layout and few details of the upcoming unit at Mumbai International Airport for your review and go ahead.

- 1. The location Terminal 2, International SHA, Southwest Pier
- 2. The size of the proposed unit is 152 sq.mt The total space available is 292 sq.m. of which 140 sq.mt is earmarked for Popeyes and balance 152 sq.mt for Jones the Grocer. Refer attached layout and passenger flow diagram.
- 3. The proposed unit is unit no. 3002

<image005.png>

<image006.jpg>

- 1. The proposed unit is near to boarding gates 72/73
- 2. This location is most populated pier in T2 International SHA, catering to 70%-80% of the traffic

Kindly review and confirm the location. Do let me know if you need any further information.

Thanks and Regards

Soni Viswanathan

<image002.png>

GM- Brand Development

Shiv Sagar Estate, A-Block, 1st Floor,

Dr. Annie Besant Road, Worli Point,

Mumbai-400018.

M - +91 99876 46662

From: Naman Ali <u>naman.ali@jonesthegrocer.com</u> Sent: Monday, December 25, 2023 5:06 PM

To: Soni Viswanathan soni.viswanathan@travelfoodservices.com

Cc: Yunib Siddiqui <a href="mailto:yunib@jonesthegrocer.com">yunib@jonesthegrocer.com</a>; Noel Dias <a href="mailto:noel.dias@travelfoodservices.com">noel.dias@travelfoodservices.com</a>; Akshay Sharma <a href="mailto:akshay.sharma@semolinakitchens.com">akshay.sharma@semolinakitchens.com</a>; Vladimir Dura

<<u>vladimir.dura@jonesthegrocer.com</u>> **Subject:** RE: Revised MOU JTG - TFS

CAUTION: This email originated from outside of the organization. Do not click links or open attachments unless you recognize the sender and know the content is safe.

Hi Soni,

Please find attached the IFA template, the draft is based on the executed agreement with SSP and adjusting for the specific changes agreed in the MOU.

Is there any progress on the unit under discussion at Mumbai airport? we are looking forward to hear from you to proceed with ROFR to the existing partner.

Thanks and best regards

Muhammad Naman Ali | COO

m: +971552313124 | Dubai | UAE

jones the grocer | gourmet food for everyday living

<image004.png>

From: Naman Ali

Sent: Wednesday, December 6, 2023 5:35 PM

To: Soni Viswanathan < soni.viswanathan@travelfoodservices.com >

Cc: Yunib Siddiqui <<u>yunib@jonesthegrocer.com</u>>; Noel Dias <<u>noel.dias@travelfoodservices.com</u>>; Akshay Sharma <<u>akshay.sharma@semolinakitchens.com</u>>; Vladimir Dura <<u>vladimir.dura@jonesthegrocer.com</u>>

**Subject:** RE: Revised MOU JTG - TFS

Dear Soni,

Thank you for reaching out, and I hope this message finds you well.

Regarding your queries:

1. For JTG's Express format, the minimum space requirement is 40 sqm with limited facilities. Express units can range from 40 to 150 sqm, depend on commercial inputs, seating requirement, size of display required e.t.c. It is important to note that Express Units require an offsite kitchen for production, if no offsite kitchen is available then additional space for production will be required. As for the Medium format, we recommend a space of 180 sqm or more ( with bakery

and pastry outsourced or off-site). To provide a more comprehensive understanding of these requirements, I propose we arrange a call with our team, where we can delve into further details and answer any specific questions you might have. I have copied @Vladimir Dura our Franchise Manager in this email to assist on this.

 Concerning the Franchisee Agreement draft, we are currently in the process of preparing it. We aim to revert back to you with the draft IFA as soon as possible for your review and subsequent discussion.

Thank you for sharing the update on the potential unit at Mumbai Airport, looking forward to hear from with more details on this.

Best regards,

#### Muhammad Naman Ali | COO

m: +971552313124 | Dubai | UAE

jones the grocer | gourmet food for everyday living

<image004.png>

From: Soni Viswanathan < soni.viswanathan@travelfoodservices.com>

Sent: Tuesday, December 5, 2023 2:59 PM

To: Naman Ali <naman.ali@jonesthegrocer.com>

Cc: Yunib Siddiqui <<u>yunib@jonesthegrocer.com</u>>; Noel Dias <<u>noel.dias@travelfoodservices.com</u>>; Akshay Sharma <<u>akshay.sharma@semolinakitchens.com</u>>

**Subject:** RE: Revised MOU JTG - TFS

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Dear Naman.

Its been a while that we connected. Hope all is good at your end.

Before I put my queries to you, I would like to inform you that we are expecting the Key Plan and the location layout for the proposed unit of JTG at International Departure, Terminal 2, Mumbai Airport to come to us soon.

I wanted to connect with you for the below:

- 1. Could you confirm the size requirement for an Express and Medium format of JTG.
- 2. Can you share the Franchisee Agreement draft for us to review and then discuss so that we can keep the same ready for signing as when we have the details of the location available with us.

Thanks and Regards Soni Viswanathan

<image002.png>

GM- Brand Development Shiv Sagar Estate, A-Block, 1st Floor, Dr. Annie Besant Road, Worli Point,

Mumbai-400018. M - +91 99876 46662

From: Naman Ali < naman.ali@jonesthegrocer.com >

Sent: Thursday, November 2, 2023 8:06 PM

To: Soni Viswanathan < soni.viswanathan@travelfoodservices.com >; Deepak Kurian < deepak.kurian@travelfoodservices.com >

Cc: Mark Angela < mark.angela@ssp.com.hk >; Darpan Mehta < darpan.mehta@travelfoodservices.com >; Yunib Siddiqui < yunib@jonesthegrocer.com >; Noel Dias

<noel.dias@travelfoodservices.com>; Bilal Saleem <br/>bilal.saleem@jonesthegrocer.com>

Subject: RE: Revised MOU JTG - TFS

CAUTION: This email originated from outside of the organization. Do not click links or open attachments unless you recognize the sender and know the content is safe.

Hi Soni,

We are fine with scanned version and have attached the dully executed MOU to this email. If you require the wet ink execution, it can be sent to us at the following address

Attention to Bilal Saleem Jones the Grocer Office 2504, Mazaya BB1, Jumeriah Lake Towers, Dubai, UAE +971527868682

Best regards

Muhammad Naman Ali | COO

m: +971552313124 | Dubai | UAE

jones the grocer | gourmet food for everyday living

From: Soni Viswanathan <soni.viswanathan@travelfoodservices.com>

Sent: Thursday, November 2, 2023 2:16 PM

To: Naman Ali <naman.ali@jonesthegrocer.com>; Deepak Kurian <deepak.kurian@travelfoodservices.com>

Cc: Mark Angela <<u>mark.angela@ssp.com.hk</u>>; Darpan Mehta <<u>darpan.mehta@travelfoodservices.com</u>>; Yunib Siddiqui <<u>yunib@jonesthegrocer.com</u>>; Noel Dias <<u>noel.dias@travelfoodservices.com</u>>

Subject: RE: Revised MOU JTG - TFS

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Dear Naman,

PFA the signed MOU. Kindly advice to which address we should dispatch for counter signature.

Regards

Soni

From: Naman Ali < naman.ali@jonesthegrocer.com >

Sent: Wednesday, October 25, 2023 1:35 PM

To: Soni Viswanathan < soni.viswanathan@travelfoodservices.com >; Deepak Kurian < deepak.kurian@travelfoodservices.com >

Cc: Mark Angela < mark.angela@ssp.com.hk >; Darpan Mehta < darpan.mehta@travelfoodservices.com >; Yunib Siddiqui < yunib@jonesthegrocer.com >; Noel Dias

<<u>noel.dias@travelfoodservices.com</u>> **Subject:** RE: Revised MOU JTG - TFS

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Thanks for the update, will look forward to receiving the executed document.

Thanks

## Muhammad Naman Ali | COO

m: +971552313124| Dubai | UAE

jones the grocer | gourmet food for everyday living

<image007.gif>

From: Soni Viswanathan < soni.viswanathan@travelfoodservices.com >

Sent: Wednesday, October 25, 2023 10:16 AM

To: Naman Ali <naman.ali@jonesthegrocer.com>; Deepak Kurian <deepak.kurian@travelfoodservices.com>

Cc: Mark Angela < mark.angela@ssp.com.hk >; Darpan Mehta < darpan.mehta@travelfoodservices.com >; Yunib Siddiqui < yunib@jonesthegrocer.com >; Noel Dias

<noel.dias@travelfoodservices.com>
Subject: RE: Revised MOU JTG - TFS

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Hi Naman,

Apologies for the delay. Our signatories are not available due to extensive travelling and also due to Holiday's in India. Will share the signed copy as soon as it is signed.

Thanks and Regards Soni Viswanathan

<image002.png>

**GM- Brand Development** 

Shiv Sagar Estate, A-Block, 1st Floor,

Dr. Annie Besant Road, Worli Point,

Mumbai-400018.

M - +91 99876 46662

From: Naman Ali < naman.ali@jonesthegrocer.com >

Sent: Monday, October 23, 2023 7:12 PM

To: Deepak Kurian < <a href="mailto:deepak.kurian@travelfoodservices.com">deepak.kurian@travelfoodservices.com</a>>

Cc: Mark Angela < mark.angela@ssp.com.hk >; Darpan Mehta < darpan.mehta@travelfoodservices.com >; Yunib Siddiqui < yunib@jonesthegrocer.com >; Noel Dias

 $<\!\!\underline{noel.dias@travelfoodservices.com}\!\!>; Soni\ Viswanathan <\!\!\underline{soni.viswanathan@travelfoodservices.com}\!\!>; Coni\ Viswanathan <\!\!\underline{soni.viswanathan@travelfoodservices.com}\!>; Coni\ Viswanathan <\!\!\underline{soni.viswanathan <\underline{soni.viswanathan <\underline{soni.visw$ 

Subject: RE: Revised MOU JTG - TFS

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I hope you are well, I wanted to inquire about the progress regarding the MOU execution. Kindly update me on the next steps and the way forward.

# Regards

#### Muhammad Naman Ali | COO

m: +971552313124 | Dubai | UAE

jones the grocer | gourmet food for everyday living

<image007.gif>

From: Naman Ali

Sent: Friday, October 13, 2023 3:58 PM

To: Deepak Kurian < deepak.kurian@travelfoodservices.com>

Cc: Mark Angela <<u>mark.angela@ssp.com.hk</u>>; Darpan Mehta <<u>darpan.mehta@travelfoodservices.com</u>>; Yunib Siddiqui <<u>yunib@jonesthegrocer.com</u>>; Noel Dias <<u>noel.dias@travelfoodservices.com</u>>; Soni Viswanathan <<u>soni.viswanathan@travelfoodservices.com</u>>

Subject: RE: Revised MOU JTG - TFS

Hi Deepak.

This is fine, please find attached the pdf execution version accepting the proposed change to the definition.

#### Regards

## Muhammad Naman Ali | COO

m: +971552313124 | Dubai | UAE

jones the grocer | gourmet food for everyday living

<image007.gif>

From: Deepak Kurian < deepak.kurian@travelfoodservices.com >

Sent: Friday, October 13, 2023 2:29 PM

To: Naman Ali < naman.ali@jonesthegrocer.com >

Cc: Mark Angela <<u>mark.angela@ssp.com.hk</u>>; Darpan Mehta <<u>darpan.mehta@travelfoodservices.com</u>>; Yunib Siddiqui <<u>yunib@jonesthegrocer.com</u>>; Noel Dias <<u>noel.dias@travelfoodservices.com</u>>; Soni Viswanathan <<u>soni.viswanathan@travelfoodservices.com</u>>

Subject: RE: Revised MOU JTG - TFS

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## HI Naman,

Post our call yesterday we internally discussed and have revised the definition of the gross revenue to reflect closely to the accounting practice which we follow for partner brands. Let us know if you are fine with the suggested changes.

Best.

Deepak Thomas Kurian

<image008.png>

From: Naman Ali < naman.ali@jonesthegrocer.com >

Sent: Thursday, October 12, 2023 5:20 PM

To: Soni Viswanathan < soni.viswanathan@travelfoodservices.com >

Cc: Mark Angela < mark.angela@ssp.com.hk>; Deepak Kurian < deepak.kurian@travelfoodservices.com>; Darpan Mehta < darpan.mehta@travelfoodservices.com>; Yunib

Siddiqui <<u>yunib@jonesthegrocer.com</u>>; Noel Dias <<u>noel.dias@travelfoodservices.com</u>>

Subject: Re: Revised MOU JTG - TFS

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Hi Soni, all points except the Gross revenue definition are accepted. please find attahced comments in regard to outstanding point.

## Regards

## Muhammad Naman Ali | COO

m: +971552313124 | Dubai | UAE

jones the grocer | gourmet food for everyday living

<image007.gif>

From: Soni Viswanathan < soni.viswanathan@travelfoodservices.com >

Sent: Thursday, October 12, 2023 2:52 PM

To: Naman Ali < naman.ali@jonesthegrocer.com >

Cc: Mark Angela < mark.angela@ssp.com.hk >; Deepak Kurian < deepak.kurian@travelfoodservices.com >; Darpan Mehta < darpan.mehta@travelfoodservices.com >; Yunib

Subject: RE: Revised MOU JTG - TFS

CAUTION: This email is originated from outside of your organization. Do not Click Links or open Attachments unless you recognize the sender and know the content is safe!!

Hi Naman.

Some minor changes suggested in Gross Revenue and Auditing & Compliance. Rest is good to go. Kindly confirm and we can proceed with signing.

Thanks and Regards
Soni Viswanathan
<image002.png>
GM- Brand Development
Shiv Sagar Estate, A-Block, 1st Floor,

Dr. Annie Besant Road, Worli Point,

Mumbai-400018. M - +91 99876 46662

From: Naman Ali < naman.ali@jonesthegrocer.com > Sent: Wednesday, October 11, 2023 8:50 PM

To: Soni Viswanathan < soni.viswanathan@travelfoodservices.com >

Cc: Mark Angela < mark.angela@ssp.com.hk >; Deepak Kurian < deepak.kurian@travelfoodservices.com >; Darpan Mehta < darpan.mehta@travelfoodservices.com >; Yunib Siddiqui < yunib@jonesthegrocer.com >; Noel Dias < noel.dias@travelfoodservices.com >

Subject: Re: Revised MOU JTG - TFS

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Hi Soni,

thanks, we have reviewed these and most of the changes have been accepted, except few minor that left outstanding in this attached track version, regarding required definition / clarifications I have placed these definitions also in the same version as comment response.

I have also attached a clean version for execution.

Thanks

Muhammad Naman Ali | COO m: +971552313124 | Dubai | UAE

jones the grocer | gourmet food for everyday living

<image007.gif>

From: Soni Viswanathan < soni.viswanathan@travelfoodservices.com >

Sent: Monday, October 9, 2023 2:49 PM

To: Naman Ali < naman.ali@jonesthegrocer.com >

Cc: Mark Angela < <a href="mark.angela@ssp.com.hk">mark.angela@ssp.com.hk</a>; Deepak Kurian < <a href="mark.angela@ssp.com.hk">deepak.kurian@travelfoodservices.com</a>; Parpan Mehta < <a href="mark.angela@ssp.com.hk">darpan.mehta@travelfoodservices.com</a>; Yunib Siddiqui < <a href="mark.angela@ssp.com.hk">yunib@jonesthegrocer.com</a>; Noel Dias < <a href="mark.angela@ssp.com.hk">noel.dias@travelfoodservices.com</a>; Yunib Siddiqui < <a href="mark.angela@ssp.com.hk">yunib@jonesthegrocer.com</a>; Noel Dias < <a href="mark.angela@ssp.com.hk">noel.dias@travelfoodservices.com</a>; Yunib Siddiqui < <a href="mark.angela@ssp.com.hk">yunib@jonesthegrocer.com</a>; Noel Dias < <a href="mark.angela@ssp.com.hk">noel.dias@travelfoodservices.com</a>; Noel Dias <a href="mark.angela@ssp.com.hk">noel.dias@travelfoodservices.com.hk</a>; Noel Dias <a href="mark.angela@ssp.com.hk">noel.dias@travelfoods

Subject: RE: Revised MOU JTG - TFS

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#### Dear Naman,

Thank you for your revert. We have incorporated the changes and the draft MOU is attached with few more clarifications and changes from our Legal. Request this can be looked into and we are then good to go for signing the same.

Thanks and Regards
Soni Viswanathan
<image002.png>
GM- Brand Development
Shiv Sagar Estate, A-Block, 1st Floor,
Dr. Annie Besant Road, Worli Point,
Mumbai-400018.
M - +91 99876 46662

From: Naman Ali <naman.ali@jonesthegrocer.com>

Sent: Sunday, October 8, 2023 12:56 AM

To: Soni Viswanathan < soni.viswanathan@travelfoodservices.com >

Cc: Mark Angela <mark.angela@ssp.com.hk>; Deepak Kurian <deepak.kurian@travelfoodservices.com>; Darpan Mehta darpan.mehta@travelfoodservices.com; Yunib

Siddiqui <<u>yunib@jonesthegrocer.com</u>>; Noel Dias <<u>noel.dias@travelfoodservices.com</u>>

Subject: RE: Revised MOU JTG - TFS

CAUTION: This email originated from outside of the organization. Do not click links or open attachments unless you recognize the sender and know the content is safe.

Hi Soni,

Please find attached the updated MOU with slight adjustment on your markup.

The revised clause 4.4 and 4.5 reads as follow to allow for clear transparency and update based on feasible timelines.

1

2

3

4 1

42

4.3

- 4.4 Franchisee acknowledges and understands that Franchisor may have a pre-existing obligation to offer a right of first refusal (**ROFR**) to a third party regarding the Proposed Franchise. The terms and conditions of this MOU are contingent upon the third party not exercising the ROFR within the specified time frame of 30 days from the third party's receipt of such ROFR notice as agreed between the Franchisor and the third party (**ROFR Exercise Period**).
  - 4.4.1 In the event of third party not exercising the ROFR, Parties shall enter into IFA for the Approved Location.
  - 4.4.2 In the event the third party exercises the ROFR, Parties will not enter into IFA for the particular location and the Franchisee will be free to propose the location to any other Brand.
- 4.5 With time being of essence, the Franchisor shall issue the status of ROFR notice to the third party within 5 days from the date the Franchisee proposes the Location for the Franchisor's approval, the Franchisor shall also communicate the status of the ROFR at the expiry of the ROFR Exercise period.

If you can execute and return a singed copy? if you have any questions or concerns please feel free to reach me.

Thanks

Muhammad Naman Ali | COO

m: +971552313124 | Dubai | UAE

jones the grocer | gourmet food for everyday living

<image007.gif>

From: Soni Viswanathan < <a href="mailto:soni.viswanathan@travelfoodservices.com">soni.viswanathan@travelfoodservices.com</a>

Sent: Thursday, September 28, 2023 11:56 AM

To: Naman Ali < naman.ali@jonesthegrocer.com >

Cc: Mark Angela <a href="mark.angela@ssp.com.hk">mark.angela@ssp.com.hk</a>; Deepak Kurian <a href="mark.deepak.kurian@travelfoodservices.com">deepak.kurian@travelfoodservices.com</a>; Parpan Mehta <a href="mark.angela@ssp.com.hk">deepak.kurian@travelfoodservices.com</a>; Yunib

Siddiqui <<u>yunib@jonesthegrocer.com</u>>; Noel Dias <<u>noel.dias@travelfoodservices.com</u>>

Subject: RE: Revised MOU JTG - TFS

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Dear Naman,

Apologies as I took few extra days to get back with the revised MOU.

I've attached the draft with few suggested changes. Request you to review and confirm the same for signing.

Thanks and Regards
Soni Viswanathan
<image002.png>
GM- Brand Development
Shiv Sagar Estate, A-Block, 1st Floor,
Dr. Annie Besant Road, Worli Point,
Mumbai-400018.
M - +91 99876 46662

From: Soni Viswanathan < soni.viswanathan@travelfoodservices.com >

Sent: Monday, September 25, 2023 10:04 PM

To: Naman Ali < naman.ali@jonesthegrocer.com >

Cc: Mark Angela < mark.angela@ssp.com.hk >; Deepak Kurian < deepak.kurian@travelfoodservices.com >; Darpan Mehta < darpan.mehta@travelfoodservices.com >; Yunib

Siddiqui <<u>yunib@jonesthegrocer.com</u>>; Noel Dias <<u>noel.dias@travelfoodservices.com</u>>

Subject: Re: Revised MOU JTG - TFS

Dear Naman,

Allow me time till tomorrow to revert with final MOU draft for finalisation please.

Thank you for your patience.

Regards Soni

Get Outlook for Android

From: Naman Ali < naman.ali@jonesthegrocer.com > Sent: Monday, September 25, 2023 7:08:27 PM

To: Soni Viswanathan < soni.viswanathan@travelfoodservices.com >

Cc: Mark Angela < mark.angela@ssp.com.hk >; Deepak Kurian < deepak.kurian@travelfoodservices.com >; Darpan Mehta < darpan.mehta@travelfoodservices.com >; Yunib

Siddiqui < yunib@jonesthegrocer.com >; Noel Dias < noel.dias@travelfoodservices.com >

Subject: RE: Revised MOU JTG - TFS

CAUTION: This email originated from outside of the organization. Do not click links or open attachments unless you recognize the sender and know the content is safe.

Hi Soni,

I hope you had a good weekend, Is there any progress or updates to share?

Looking forward to your response.

Muhammad Naman Ali | COO

m: +971552313124 | Dubai | UAE

jones the grocer | gourmet food for everyday living

<image007.gif>

From: Naman Ali

Sent: Wednesday, September 20, 2023 1:04 PM

To: 'Soni Viswanathan' < soni.viswanathan@travelfoodservices.com >

Cc: Mark Angela < mark.angela@ssp.com.hk >; Deepak Kurian < deepak.kurian@travelfoodservices.com >; Darpan Mehta < darpan.mehta@travelfoodservices.com >; Yunib

Siddiqui < yunib@jonesthegrocer.com >; Noel Dias < noel.dias@travelfoodservices.com >

Subject: RE: Revised MOU JTG - TFS

Hi Soni.

Thanks for your email, to clarify, at this stage we are discussing a Memorandum of understanding only and this is not to be considered as Franchise agreement. This MOU is to guide the key commercial terms of the Individual store Franchise agreements (for each store separately) to be entered upon latter once TFS has got a site awarded by the relevant airport authority. Further answering your queries in more details.

Contingent MOU & Non-Binding: Yes there is ROFR requirement with existing partner for additional sites that requires us to issue an ROFR notice. For the same reason the above defined approach is only way forward for us, the MOU will set a peace of mind for both parties that commercial terms are agreed and following this we will proceed to get the ROFR is out of the way and accordingly to proceed to next steps i.e. IFA, and the IFA will be legally binding. In respect to your concern around the connection with third party or sub franchise, this will not be the case or requirement as your Franchise Agreement will be directly with us.

Late Fees: I have adjusted it to 1.5 % per month as a fixed %age and removed the reference to bank rates.

<u>Brand Audit Fees, Mystery Dinner Fees and On-site training costs:</u> I notice that snapshot in your email is from version that was issued at very early stage of negotiations and this section was updated in my last shared version as attached with following key summary on these points.

- 1. Brand Audit: only in the case of failed brand audit but not exceeding US\$1,500 of such audit.
- 2. Mystery Dinner Audit: only in the case of failed mystery dinner audit but not exceeding US\$150 of such audit.
- 3. Training: No Training fee or cost of payroll for the agreed 14 days preopening onsite training for the agreed resources by store type. However, the cost of travel and lodging of these resources to be born by the Franchisee.

Please feel free to reach me if you have any more questions or concerns.

Best regards

<image009.png>

Muhammad Naman Ali | COO m: +971552313124 | Dubai | UAE jones the grocer | gourmet food for everyday living

From: Soni Viswanathan < soni.viswanathan@travelfoodservices.com >

Sent: Wednesday, September 20, 2023 11:05 AM To: Naman Ali < naman.ali@jonesthegrocer.com >

 $\textbf{Cc:} \ Mark \ Angela < \underline{mark.angela@ssp.com.hk}{>}; \ Deepak \ Kurian < \underline{deepak.kurian@travelfoodservices.com}{>}; \ Vunib \\ \ Sunib < \underline{darpan.mehta@travelfoodservices.com}{>}; \ Yunib < \underline{darpan.mehta@travelfoodservices.com}{>}; \ Yunib$ 

Siddiqui <<u>yunib@jonesthegrocer.com</u>>; Noel Dias <<u>noel.dias@travelfoodservices.com</u>>

Subject: RE: Revised MOU JTG - TFS

CAUTION: This email is originated from outside of your organization. Do not Click Links or open Attachments unless you recognize the sender and know the content is safe!!

Dear Naman,

Below are the queries on the clauses in the MOU raised by Legal Team, which needs to be discussed/clarified:

- 1. Contingent MOU: JTG has a pre-existing obligation to offer a right of first refusal (ROFR) to a third party regarding the proposed Franchise under this MOU. The terms and conditions of this MOU are contingent upon the third party not exercising the ROFR within the specified time frame agreed between JTG and the third party. In the event the third party exercises the ROFR, this MOU shall be null and void with immediate effect, and any obligations or commitments herein shall be of no effect save as provided for in paragraph 4.5. Therefore, we recommend that we should enter into this MOU only once after JTG has exercised the ROFR and period of the ROFR acceptance by the 3<sup>rd</sup> party has expired. Also please seek more information regarding the said 3<sup>rd</sup> party from JTG, in case we need to approach them for sub franchisee rights.
- 1. Non-binding: The terms in this MOU, except Confidentiality, Expenses, Term and Termination, and Governing Law and Jurisdiction, are non-binding. Therefore, the commercial terms set out in Schedule 1 can be changed/revised later at the time of the entering the franchise agreement. We recommend to have the commercial terms binding.
- 1. Late Fees: One percent (1%) per month above the base rate of HSBC Bank Middle East (or the highest rate allowed by law, whichever is lower) on all outstanding amounts owed by the Franchisor. We recommend to have a fixed percentage as interest on late fees
- 1. Also as highlighted below concerns on, Brand Audit Fees, Mystery Dinner Fees and On-site training costs mentioned to be borne by Franchisee.

Auditing & Compliance	<ul> <li>a) The Franchisee will submit an Annual audited fir statements prepared by a reputable auditor acceptable Franchisor.</li> </ul>
	b) The Franchisor may organize a Brand Audit twice per following the format as communicated by JTG from time to the Brand Audit will be carried out by suitably qualified experienced personnel appointed by the Franchisor. For will be shared promptly by the Franchisor with the Franchised will contribute an annual amount of USC towards costs incurred by the Franchisor for the Brand Accommonthly basis following the format as communicated for Franchisor from time to time, with the costs of these Monthly basis following the format as communicated for the Brand Accommonthly basis following the format as communicated for the Brandhisor from time to time, with the costs of these Monthly basis following the format as communicated for the Brandhisor from time to time, with the costs of these Monthly basis following the format as communicated for the Brandhisor from time to time, with the costs of these Monthly basis following the format as communicated for the Brandhisor from time to time, with the costs of these Monthly basis following the format as communicated for the Brandhisor from time to time, with the costs of these Monthly basis following the format as communicated for the Brandhisor from time to time, with the costs of these Monthly basis following the format as communicated for the Brandhisor for the Br

	Dinner Audits being borne solely by the Franchisee wit
Initial,	costs not to exceed US\$150 per month.  2. On-Site Training and Opening Assistance
Onsite Training & Opening Assistance	1. Franchisor shall provide an on-site training program, shall be conducted at the Franchised Business immer prior to the opening of the Franchised Business follow opening assistance. The Franchisor shall allocate representatives based on the store type as follows; a) Three (3) representatives for a Flagship Store. b) Two (2) representatives for a Medium Store; and c) One (1) representative for an Express Store.  who have experience we system, to perform training and opening ass for the purpose of progeneral training and guid connection with the opening operation of the Franchised Business.
	<ol> <li>The on-site training and opening assistance will be for 1 commencing around the opening date of the Store, afte the Franchisor will decide (in its sole discretion) whet Franchisee's staff is ready and fit to operate the Franchises in accordance with the System and the Franchisos sole discretion) does not deem the Franchisee to be suffit to operate the Franchised Business following fourteen (14) day period of training (or in the everometer) fourteen (14) day period of training (or in the everometer) franchisee provides a written request to the Franchisor will extend the on-site training and assistance by its representatives on a day to day basis, puthat Franchisee pays Franchisor a daily fee for each representative equivalent to one hundred and ten (110%) of each such representative's daily rate (calculated by dividing each such representative's resalary by 30), plus the reasonable cost of any travel outs ordinary course of such representative's duties.</li> <li>Subject to the provisions of paragraph 2.2 above Franchisee shall be responsible for the cost associated on-site training including payroll, visa, travel and transpointernational and regional), local bed and board (to a metandard of 4 stars) and meals of Franchisor's representation of the on-site training program. However Such cost not exceed the sum net of any taxes based on store ty follows;</li> <li>a) USD \$25,000 for a Flagship Store;</li> <li>b) USD \$15,000 for a Medium Store; and</li> <li>c) USD \$10,000 for an Express Store.</li> </ol>

Thanks and Regards

Soni Viswanathan

<image002.png>
GM- Brand Development

Shiv Sagar Estate, A-Block, 1st Floor,

Dr. Annie Besant Road, Worli Point,

Mumbai-400018.

M - +91 99876 46662

From: Naman Ali < naman.ali@jonesthegrocer.com >

Sent: Tuesday, September 19, 2023 8:07 PM

<soni.viswanathan@travelfoodservices.com> Cc: Mark Angela <mark.angela@ssp.com.hk> Subject: RE: Revised MOU JTG - TFS

You don't often get email from naman.ali@jonesthegrocer.com. Learn why this is important

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Hi Darpan,

Glad to hear back from you.

@Soni Viswanathan please let me know if you any further details to close the MOU.

Regards

### Muhammad Naman Ali | COO

m: +971552313124|Dubai |UAE

jones the grocer | gourmet food for everyday living

<image009.png>

From: Darpan Mehta < darpan.mehta@travelfoodservices.com >

Sent: Saturday, September 16, 2023 3:01 PM

To: Yunib Siddiqui < <a href="mailto:yunib@jonesthegrocer.com">yunib@jonesthegrocer.com</a> > Naman Ali < <a href="mailto:naman.ali@jonesthegrocer.com">naman.ali@jonesthegrocer.com</a> >

Cc: Mark Angela <mark.angela@ssp.com.hk>; Soni Viswanathan <soni.viswanathan@travelfoodservices.com>

Subject: Fw: Revised MOU JTG - TFS

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Dear Yunib,

**Greetings from Travel Food Services!** 

Further to our call and our discussion internally, the commercials mentioned in the table below are confirmed:

	Revised Commercials 1st Sep	
Initial Fees	First 4 stores \$30K, then 5th and 6th store - $$10,000$ , 7th store onwards - $$22K$	
Renewal Fees	Medium Store USD \$15,000/- Express Store USD \$15,000/-	
Relocation	\$10,000	
Transfer Fees	Medium Store USD \$5,000/-	
	Express Store USD \$5,000/-	
Late Fees	1.00%	
Royalty	4.95%	
Marketing	0.50%	
Training and Audit Cost	No training Cost Applicable. Audit Fee of \$1.5Kper location only chargeable if there is failure of Brand Audit	
Brand Audit	Chargeable only if the result is fail: cost base limit per audit \$1,500/-	
Mystery Dinner Audits	Chargeable only if the result is fail: cost base limit per audit \$150/-	

Further, we have few queries on the below clauses in the MOU raised by Legal Team, which needs to be discussed/clarified **Soni** who has been marked on this email, will take up these points for further discussion and closure. Apologies for the delay in reverting as was awaiting complete clearances on the financials.

Thanking you

Warm Regards

Darpan Mehta

VP - Business Development.

**Travel Food Services Pvt Ltd** 

Shiv Sagar Estate,

A-Block, 1st Flr, Dr. A. B. Road, Worli,

#### Mumbai -400018.

M:+919867249006 / T:+912243224324

From: Naman Ali <naman.ali@jonesthegrocer.com>

Sent: 01 September 2023 08:39 PM

To: Darpan Mehta < darpan.mehta@travelfoodservices.com >

Cc: Yunib Siddiqui < yunib@jonesthegrocer.com >; Mark Angela < mark.angela@ssp.com.hk >

Subject: Revised MOU JTG - TFS

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Hi Darpan,

I hope you are well, please find attached the revised MOU based on terms disused in your call with Yunib, for your review and execution.

Please feel free to reach me if you need any clarifications.

Best regards

### Muhammad Naman Ali | CFO

m: +971552313124 | Dubai | UAE jones the grocer | gourmet food for everyday living

<image010.jpg>

# www.foodtravelexperts.com]www.foodtravelexperts.com <image011.jpg>

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