

Sadashiv V. Shet

B.A., B.Com., LL.B., FCS
Company Secretary

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Email : sadashiv_shet@sancharnet.in / sadashivshet@gmail.com

Scrutinizer Report for e-Voting carried out for Hindustan Foods Limited

To,
The Chairman
Hindustan Foods Limited
Dempo House, Campal,
Panaji-Goa 403001

Sub.: **Passing of Resolutions through electronic voting pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014.**

:

Pursuant to the resolution passed by the Board of Directors of Hindustan Foods Limited ("the company") on August 14, 2014, I, Sadashiv V. Shet, Practising Company Secretary, C.P. No. 2540, have been appointed as the Scrutinizer for the e-Voting process in respect of the resolutions on agenda as contained in the Notice dated August 14, 2014 of the 29th Annual General Meeting (AGM) of the company.

The company had appointed Central Depository Services (India) Limited, (CDSL) as the Service Provider for extending the facility of electronic voting to the shareholders of the company. Link Intime India Pvt. Ltd. ("LIPL") is the Registrar and Share Transfer Agents for the company. Accordingly, CDSL had provided the system for recording the votes of the shareholders electronically through e-Voting on all the items of business of the 29th AGM Notice, sought to be transacted at the 29th AGM of the company, which is to be held on September 27, 2014. The company had also uploaded the Notice of the 29th AGM which forms an integral part of the 29th Annual Report for 2013-14 on the website of the company i.e. www.hlfgoa.com to facilitate its shareholders to cast their votes through e-Voting.

The Notice of the 29th AGM was sent by Registered Post to 5,922 (Five Thousand Nine Hundred and Twenty Two) shareholders and the dispatch of the said notices was completed on September 3, 2014



The Notice contained the detailed procedure to be followed by the shareholders as provided in Rule 20 of the Companies (Management and Administration) Rules, 2014. Pursuant to the revised Clause 35B of the Listing Agreement with the stock exchange, the company has provided shareholders the facility of voting in physical form to those shareholders who do not have access to e-Voting facility by sending their assent or dissent in writing on a physical ballot form.

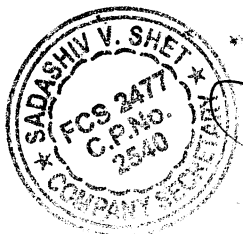
The cut-off date for the purposes of identifying the shareholders who will be entitled to vote on the resolutions placed for approval of the shareholders was August 15, 2014.

As prescribed under Rule 20 (3)(v) of the Companies (Management and Administration) Rules, 2014, the company published an advertisement more than five days in advance from the date of beginning of the voting period in the English newspapers "The Fress Press Journal" and "The Navhind Times" on September 11, 2014 and September 12, 2014, respectively and in Vernacular newspapers "Navshakti" and "Navprabha" on September 11, 2014 and September 12, 2014, respectively. The notice published in the newspapers carried the required information as specified in Rule 20 (3)(v)(a) to (g) of the Companies (Management and Administration) Rules, 2014.

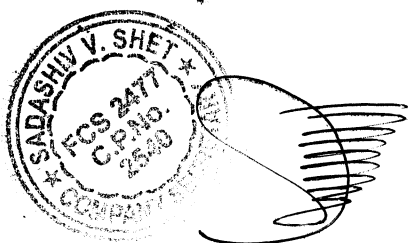
The e-Voting period commenced on Saturday, September 20, 2014 and ended on Monday, September 22, 2014. At the end of the voting period on September 22, 2014, the voting portal of CDSL was blocked forthwith. On September 23, 2014, the votes cast through e-Voting facility was duly unblocked by me as a Scrutinizer in the presence of two witnesses, Ms. Sushma Bandekar and Mr. Bharatkumar Pomai as prescribed under Rule 20 (3)(xi) of the Companies (Management and Administration) Rules, 2014.

The assent / dissent forms (postal ballot) received from the shareholders in physical form were directly received by the company at its registered office till the closure of the e-Voting period on September 22, 2014.

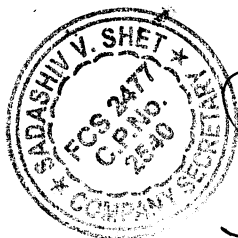
As a Scrutinizer, the report of the e-Voting carried out by the shareholders together with the assent / dissent form (postal ballot) was duly compiled and the details of the results for the exercise so conducted is as follows:



Item no. 1 of the Notice (As an Ordinary Resolution)	Adoption of Financial Statements for the Financial period ended 31st March, 2014					
<u>Manner of Voting</u>	<u>For</u>	<u>%age</u>	<u>Against</u>	<u>%age</u>	<u>Abstained / Invalid</u>	<u>%age</u>
1. e-Voting	79900	100.00	0	0.00	0	0.00
2. Ballot (assent / dissent)	2800	100.00	0	0.00	0	0.00
3. Total	82700	100.00	0	0.00	0	0.00
Item no. 2 of the Notice (As an Ordinary Resolution)	Appointment of M/s. R. Sundararaman & Co., Chartered Accountants, as Statutory Auditors and fixing their remuneration.					
<u>Manner of Voting</u>	<u>For</u>	<u>%age</u>	<u>Against</u>	<u>%age</u>	<u>Abstained / Invalid</u>	<u>%age</u>
1. e-Voting	79900	100.00	0	0.00	0	0.00
2. Ballot (assent / dissent)	2800	100.00	0	0.00	0	0.00
3. Total	82700	100.00	0	0.00	0	0.00
Item no. 3 of the Notice (As an Ordinary Resolution)	Appointment of Dr. Asht Bhuja Prasad, who retires by as an Independent Director under Section 149 of the Companies Act, 2013					
<u>Manner of Voting</u>	<u>For</u>	<u>%age</u>	<u>Against</u>	<u>%age</u>	<u>Abstained / Invalid</u>	<u>%age</u>
1. e-Voting	79900	100.00	0	0.00	0	0.00
2. Ballot (assent / dissent)	2800	100.00	0	0.00	0	0.00
3. Total	82700	100.00	0	0.00	0	0.00
Item no. 4 of the Notice (As an Ordinary Resolution)	Appointment of Mr. Soiru V. Dempo, as a Director of the Company.					
<u>Manner of Voting</u>	<u>For</u>	<u>%age</u>	<u>Against</u>	<u>%age</u>	<u>Abstained / Invalid</u>	<u>%age</u>
1. e-Voting	79900	100.00	0	0.00	0	0.00
2. Ballot (assent / dissent)	2800	100.00	0	0.00	0	0.00
3. Total	82700	100.00	0	0.00	0	0.00
Item no. 5 of the Notice (As an Ordinary Resolution)	Appointment of Mr. Ganesh T. Argekar, as a Director of the Company.					
<u>Manner of Voting</u>	<u>For</u>	<u>%age</u>	<u>Against</u>	<u>%age</u>	<u>Abstained / Invalid</u>	<u>%age</u>
1. e-Voting	79900	100.00	0	0.00	0	0.00
2. Ballot (assent / dissent)	2800	100.00	0	0.00	0	0.00
3. Total	82700	100.00	0	0.00	0	0.00



Item no. 6 of the Notice (As an Ordinary Resolution)	Appointment of Mr. Ganesh T. Argekar, as a Whole time Director of the Company with designation "Executive Director" under Section 196, 203 of the Companies Act, 2013.					
<u>Manner of Voting</u>	<u>For</u>	<u>%age</u>	<u>Against</u>	<u>%age</u>	<u>Abstained / Invalid</u>	<u>%age</u>
1. e-Voting	79900	100.00	0	0.00	0	0.00
2. Ballot (assent / dissent)	2800	100.00	0	0.00	0	0.00
3. Total	82700	100.00	0	0.00	0	0.00
Item no. 7 of the Notice (As an Ordinary Resolution)	Appointment of Adv.Sudin M.Usgaonkar as an Independent Director under Section 149 of the Companies Act,2013					
<u>Manner of Voting</u>	<u>For</u>	<u>%age</u>	<u>Against</u>	<u>%age</u>	<u>Abstained / Invalid</u>	<u>%age</u>
1. e-Voting	79900	100.00	0	0.00	0	0.00
2. Ballot (assent / dissent)	2800	100.00	0	0.00	0	0.00
3. Total	82700	100.00	0	0.00	0	0.00
Item no. 8 of the Notice (As an Ordinary Resolution)	Appointment of Mr. Ashok N. Manjrekar as an Independent Director under Section 149 of the Companies Act, 2013					
<u>Manner of Voting</u>	<u>For</u>	<u>%age</u>	<u>Against</u>	<u>%age</u>	<u>Abstained / Invalid</u>	<u>%age</u>
1. e-Voting	79900	100.00	0	0.00	0	0.00
2. Ballot (assent / dissent)	2800	100.00	0	0.00	0	0.00
3. Total	82700	100.00	0	0.00	0	0.00
Item no. 9 of the Notice (As a Special Resolution)	For borrowing limits under Section 180(1)(c) of the Companies Act, 2013					
<u>Manner of Voting</u>	<u>For</u>	<u>%age</u>	<u>Against</u>	<u>%age</u>	<u>Abstained / Invalid</u>	<u>%age</u>
1. e-Voting	79900	100.00	0	0.00	0	0.00
2. Ballot (assent / dissent)	2800	100.00	0	0.00	0	0.00
3. Total	82700	100.00	0	0.00	0	0.00
Item no. 10 of the Notice (As an Ordinary Resolution)	Ratification of payment of remuneration to Cost Auditor for the Financial Year ending March 31, 2015					
<u>Manner of Voting</u>	<u>For</u>	<u>%age</u>	<u>Against</u>	<u>%age</u>	<u>Abstained / Invalid</u>	<u>%age</u>
1. e-Voting	79900	100.00	0	0.00	0	0.00
2. Ballot (assent / dissent)	2800	100.00	0	0.00	0	0.00
3. Total	82700	100.00	0	0.00	0	0.00



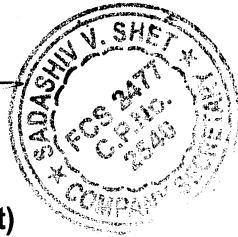
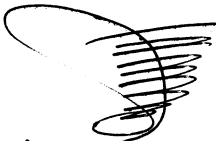
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The Resolutions stand passed (subject to the poll results) under e-Voting and through assent / dissent forms received in physical form, with the requisite majority.

I hereby confirm that a Register has been maintained electronically to record the assent or dissent received, mentioning the particulars of Name, Address, Folio or Client ID of the members, number of shares held by them. As there were no shares with differential voting rights, the question of maintaining the list of shares with differential voting rights did not arise. The data sheet and other related papers/registers relating to e-Voting and assent / dissent forms were sealed and handed over to the Compliance Officer of the company for safe keeping, as authorized by the Board.

Thanking you,

Yours faithfully,



(Sadashiv V. Shet)
Membership No. 2477
C. P. No. 2540

Place: Panaji-Goa

Date: September 24, 2014

Witness 1: Ms. Sushma Bandekar



Witness 2: Mr. Bharatkumar Pomai



Summary of Physical Assent/Dissent Forms

HINDUSTAN FOODS LIMITED

Summary of Physical Assent/Dissent Forms received in respect of the resolutions of the 29th AGM

Ref. No.	Resolution	Assent	%age	Dissent	%age	Total	%age	Abstained / Invalid	Total Votes cast
1	1. Adoption of Financial Statements for the Financial period ended 31st March, 2014								
	No. of Securities	2800	100.00	0	0.00	2800	100.00	0	2800
	No. of Forms	2	100.00	0	0.00	2	100.00	0	2
2	2. Appointment of M/s. R. Sundararaman & Co., Chartered Accountants, as Statutory Auditors and fixing their remuneration.								
	No. of Securities	2800	100.00	0	0.00	2800	100.00	0	2800
	No. of Forms	2	100.00	0	0.00	2	100.00	0	2
3	3. Appointment of Dr. Asht Bhuja Prasad, who retires by as an Independent Director under Section 149 of the Companies Act, 2013								
	No. of Securities	2800	100.00	0	0.00	2800	100.00	0	2800
	No. of Forms	2	100.00	0	0.00	2	100.00	0	2
4	4. Appointment of Mr. Soiru V. Dempo, as a Director of the Company.								
	No. of Securities	2800	100.00	0	0.00	2800	100.00	0	2800
	No. of Forms	2	100.00	0	0.00	2	100.00	0	2
5	5. Appointment of Mr. Ganesh T. Argekar, as a Director of the Company.								
	No. of Securities	2800	100.00	0	0.00	2800	100.00	0	2800
	No. of Forms	2	100.00	0	0.00	2	100.00	0	2
6	6. Appointment of Mr. Ganesh T. Argekar, as a Whole time Director of the Company with designation "Executive Director" under Section 196, 203 of the Companies Act, 2013								
	No. of Securities	2800	100.00	0	0.00	2800	100.00	0	2800
	No. of Forms	2	100.00	0	0.00	2	100.00	0	2
7	7. Appointment of Adv.Sudin M.Usgaonkar as an Independent Director under Section 149 of the Companies Act, 2013								
	No. of Securities	2800	100.00	0	0.00	2800	100.00	0	2800
	No. of Forms	2	100.00	0	0.00	2	100.00	0	2
8	8. Appointment of Mr.Ashok N. Manjrekar as an Independent Director under Section 149 of the Companies Act, 2013								
	No. of Securities	2800	100.00	0	0.00	2800	100.00	0	2800
	No. of Forms	2	100.00	0	0.00	2	100.00	0	2
9	9. For borrowing limits under Section 180(1)(c) of the Companies Act, 2013								
	No. of Securities	2800	100.00	0	0.00	2800	100.00	0	2800
	No. of Forms	2	100.00	0	0.00	2	100.00	0	2
10	10. Ratification of payment of remuneration to Cost Auditor for the Financial Year ending March 31, 2015								
	No. of Securities	2800	100.00	0	0.00	2800	100.00	0	2800
	No. of Forms	2	100.00	0	0.00	2	100.00	0	2



HINDUSTAN FOODS LIMITED

Final e-Voting and Physical Assent/Dissent merge Summary Report in respect of the resolutions of the 29th AGM

Ref. No.	Resolution	Assent	%age	Dissent	%age	Total	%age	Abstained / Invalid	Total Votes cast
1	1. Adoption of Financial Statements for the Financial period ended 31st March, 2014								
	No. of Securities	82700	100.00	0	0.00	82700	100.00	0	82700
	No. of Forms	3	100.00	0	0.00	3	100.00	0	3
2	2. Appointment of M/s. R. Sundararaman & Co., Chartered Accountants, as Statutory Auditors and fixing their remuneration.								
	No. of Securities	82700	100.00	0	0.00	82700	100.00	0	82700
	No. of Forms	3	100.00	0	0.00	3	100.00	0	3
3	3. Appointment of Dr. Asht Bhuja Prasad, who retires by as an Independent Director under Section 149 of the Companies Act, 2013								
	No. of Securities	82700	100.00	0	0.00	82700	100.00	0	82700
	No. of Forms	3	100.00	0	0.00	3	100.00	0	3
4	4. Appointment of Mr. Soiru V. Dempo, as a Director of the Company.								
	No. of Securities	82700	100.00	0	0.00	82700	100.00	0	82700
	No. of Forms	3	100.00	0	0.00	3	100.00	0	3
5	5. Appointment of Mr. Ganesh T. Argekar, as a Director of the Company.								
	No. of Securities	82700	100.00	0	0.00	82700	100.00	0	82700
	No. of Forms	3	100.00	0	0.00	3	100.00	0	3
6	6. Appointment of Mr. Ganesh T. Argekar, as a Whole time Director of the Company with designation "Executive Director" under Section 196, 203 of the Companies Act, 2013								
	No. of Securities	82700	100.00	0	0.00	82700	100.00	0	82700
	No. of Forms	3	100.00	0	0.00	3	100.00	0	3
7	7. Appointment of Adv.Sudin M.Usgaonkar as an Independent Director under Section 149 of the Companies Act, 2013								
	No. of Securities	82700	100.00	0	0.00	82700	100.00	0	82700
	No. of Forms	3	100.00	0	0.00	3	100.00	0	3
8	8. Appointment of Mr.Ashok N. Manjrekar as an Independent Director under Section 149 of the Companies Act, 2013								
	No. of Securities	82700	100.00	0	0.00	82700	100.00	0	82700
	No. of Forms	3	100.00	0	0.00	3	100.00	0	3
9	9. For borrowing limits under Section 180(1)(c) of the Companies Act, 2013								
	No. of Securities	82700	100.00	0	0.00	82700	100.00	0	82700
	No. of Forms	3	100.00	0	0.00	3	100.00	0	3
10	10. Ratification of payment of remuneration to Cost Auditor for the Financial Year ending March 31, 2015								
	No. of Securities	82700	100.00	0	0.00	82700	100.00	0	82700
	No. of Forms	3	100.00	0	0.00	3	100.00	0	3



Sadashiv V. Shet

B.A., B.Com., LL.B., FCS
Company Secretary

S-15, Jairam Complex, Nevginagar, Panaji, Goa. Phone : 0832-2427847, 2421237
Email : sadashiv_shet@sancharnet.in / sadashivshet@gmail.com

Consolidated Scrutinizer Report for e-Voting & Poll of Hindustan Foods Limited

To,
The Chairman of the 29th Annual General Meeting
Hindustan Foods Limited
Dempo House, Campal,
Panaji-Goa 403001

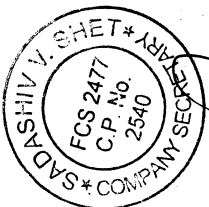
Sub.: **Passing of Resolutions through electronic voting, physical ballot paper and poll conducted at the 29th Annual General Meeting ("AGM") of Hindustan Foods Limited (the "company") held on Saturday, September 27, 2014.**

Sir,

The Board of Directors of the company had appointed me as a Scrutinizer to scrutinize the e-Voting process together with voting through assent / dissent form in physical mode and also for the Poll conducted on Resolutions passed at the 29th AGM of the company held on Saturday, September 27, 2014.

The e-Voting was held between September 20, 2014 and September 22, 2014. Receipt of the assent / dissent forms from those shareholders who did not have access to e-Voting facility was made available up to the closure of e-Voting period on September 22, 2014.

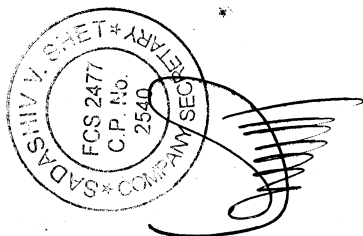
The company had appointed Cenrtal Depository Services (India) Limited, (CDSL) as the Service Provider for extending the facility of electronic voting to the shareholders of the company from September 20, 2014 and September 22, 2014. The company had also dispatched the assent / dissent form to the members of the company to facilitate the process of voting through physical form for those members who did not access to e-Voting facility. The e-Voting results were unblocked by me on September 23, 2014 in the presence of two witnesses. For further details kindly refer to the separate Scrutinizer Report for e-Voting dated September 24, 2014 attached herewith.



At the 29th AGM of the company held on Saturday, September 27, 2014, the Chairman of the Meeting had suo-motu i.e. on his own motion ordered for a Poll under Section 109 of the Companies Act, 2013, to facilitate the members present in the AGM who could not participate in the e-Voting process or could not cast their votes physically through the assent / dissent form, to record their votes through the poll process. For further details kindly refer to the Scrutinizer Report in Form no. MGT-13 dated September 27, 2014 issued by me.

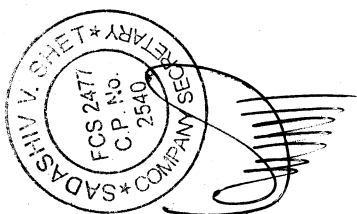
The result of the e-Voting, together with the votes casted through assent / dissent form and with that of the Poll are as under:

Item no. of Notice	Particulars of Business	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes	
		Nos.	%age	Nos.	%age	Nos.	%age
Item no. 1 of the Notice (As an Ordinary Resolution)	e-Voting & assent / dissent form	82700	100.00	0	0.00	0	0.00
	Poll	3724594	97.95	0	0.00	77900	2.05
	TOTAL	3807294	97.99	0	0.00	77900	2.01
Item no. 2 of the Notice (As an Ordinary Resolution)	e-Voting & assent / dissent form	82700	100.00	0	0.00	0	0.00
	Poll	3724594	97.95	0	0.00	77900	2.05
	TOTAL	3807294	97.99	0	0.00	77900	2.01
Item no. 3 of the Notice (As an Ordinary Resolution)	e-Voting & assent / dissent form	82700	100.00	0	0.00	0	0.00
	Poll	3724594	97.95	0	0.00	77900	2.05
	TOTAL	3807294	97.99	0	0.00	77900	2.01
Item no. 4 of the Notice (As an Ordinary Resolution)	e-Voting & assent / dissent form	82700	100.00	0	0.00	0	0.00
	Poll	3724594	97.95	0	0.00	77900	2.05
	TOTAL	3807294	97.99	0	0.00	77900	2.01



Item no. 5 of the Notice (As an Ordinary Resolution)	e-Voting & assent / dissent form	82700	100.00	0	0.00	0	0.00
	Poll	3724594	97.95	0	0.00	77900	2.05
	TOTAL	3807294	97.99	0	0.00	77900	2.01
Item no. 6 of the Notice (As an Ordinary Resolution)	e-Voting & assent / dissent form	82700	100.00	0	0.00	0	0.00
	Poll	3724594	97.95	0	0.00	77900	2.05
	TOTAL	3807294	97.99	0	0.00	77900	2.01
Item no. 7 of the Notice (As an Ordinary Resolution)	e-Voting & assent / dissent form	82700	100.00	0	0.00	0	0.00
	Poll	3724594	97.95	0	0.00	77900	2.05
	TOTAL	3807294	97.99	0	0.00	77900	2.01
Item no. 8 of the Notice (As an Ordinary Resolution)	e-Voting & assent / dissent form	82700	100.00	0	0.00	0	0.00
	Poll	3724594	97.95	0	0.00	77900	2.05
	TOTAL	3807294	97.99	0	0.00	77900	2.01
Item no. 9 of the Notice (As a Special Resolution)	e-Voting & assent / dissent form	82700	100.00	0	0.00	0	0.00
	Poll	3724594	97.95	0	0.00	77900	2.05
	TOTAL	3807294	97.99	0	0.00	77900	2.01
Item no. 10 of the Notice (As an Ordinary Resolution)	e-Voting & assent / dissent form	82700	100.00	0	0.00	0	0.00
	Poll	3724594	97.95	0	0.00	77900	2.05
	TOTAL	3807294	97.99	0	0.00	77900	2.01

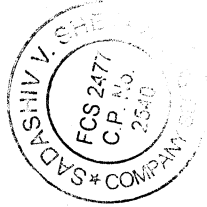

All the Resolutions stand passed under e-Voting and poll with requisite majority.



I hereby confirm that a Register has been maintained electronically to record the assent or dissent received, mentioning the particulars of Name, Address, Folio or Client ID of the members, number of share held by them and the data sheet, papers/registers relating to e-Voting, poll and all other relevant records and assent / dissent forms were sealed and handed over to the Compliance Officer of the company for safe keeping, as authorized by the Board.

Thanking you,

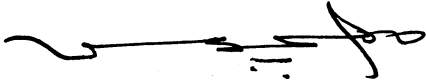
Yours faithfully,



(Sadashiv V. Shet)
Company Secretary
Membership No. 2477
C. P. No. 2540

Place: Panaji-Goa

Date: September 27, 2014



Signed by Mr. Soiru V. Dempo
Chairman of the AGM
in respect of item no. 1 to 10