

**Sadashiv V. Shet**

B.A., B.Com, LL.B, F.C.S  
**Company Secretary**

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

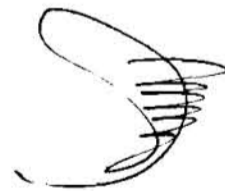
**Re.: Report of Scrutinizer on passing of resolution through Postal Ballot and e-Voting**

Dear Sir,

I, Sadashiv V. Shet, *Practicing Company Secretary* (having Certificate of Practice No. 2540), was appointed as a Scrutinizer by the Board of Directors of Hindustan Foods Limited ("the Company") for the purpose of conducting the postal ballot voting process for passing of the Special resolution as set out in the Notice of the Postal Ballot dated June 01, 2018 issued by the Company.

I hereby submit my report as under:

1. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and pursuant to the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility also to its Members to enable them to cast their votes electronically in respect of the aforesaid postal ballot.
2. The shareholders holding shares either in physical form or in dematerialized form as on the "cut off" date i.e. Friday, May 25<sup>th</sup> 2018, were entitled to vote through e-voting and through postal ballot on the Special Resolution as set out in the Notice of Postal Ballot dated 01<sup>st</sup> June 2018, of the Company. As on the "cut off" date i.e. Friday, May 25<sup>th</sup> 2018, the issued, subscribed & paid-up share capital of the Company was Rs.145,925,000/- comprising of 12,992,500 Equity shares of Rs. 10/- each and 160,000 9 % Redeemable Non-Convertible Preference Shares of Rs. 100/- each.
3. The Company had completed by 15<sup>TH</sup> June 2018, the dispatch of the Postal Ballot Forms to all the shareholders of the Company whose names appeared on the Register of Members/List of Beneficiaries as on 25<sup>th</sup> May 2018, as per following details:
  - a) NSDL had mailed the Postal Ballot Notice along with the Postal Ballot Form electronically to those shareholders who had registered their email ID's with the Company/Depositories; and
  - b) The Company had couriered/posted the Postal Ballot Notice along with the Postal Ballot Form and a self-addressed postage prepaid Business Reply Envelope to the rest of the shareholders.



4. The Company published Newspaper Advertisement on June, 16, 2018. in The Financial Express and The Navhind Times (English Dailies) and The Navprabha (Marathi Daily) regarding dispatch of the Notice of Postal Ballot along with the Postal Ballot Form and containing all the matters required under the Companies Act, 2013 and relevant rules.
5. Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.
6. All postal ballot forms received up to 5:00 p.m. on July 17, 2018, being the last date fixed by the Company for receipt of the forms, were considered for my scrutiny.
7. The postal ballot forms were kept under my safe custody before commencing the scrutiny of the said postal ballot forms.
8. The postal ballot forms were duly opened, scrutinized and the shareholding was matched/confirmed with the Register of Members/List of Beneficiaries of the Company
9. No postal ballot forms were received after 5:00 p.m. on July 17, 2018 till the signing of this report.
10. I did not find any defaced or mutilated ballot paper.
11. A summary of the voting (through physical postal ballot forms and through e-voting) is given below:

**ITEM NO. 1: ORDINARY RESOLUTION**

**Increase in Authorised Share Capital and alteration of Memorandum of Association**

i) Voted in favour of the resolution:

Particulars of Postal Ballot Voting	Number of share-holders voted	Number of votes cast by them	% of total number of valid votes cast
Physical	75	9497	-
E-voting	24	43465	-
<b>Total</b>	<b>99</b>	<b>52962</b>	<b>99.3901</b>

Against

Particulars of Postal Ballot Voting	Number of share-holders voted	Number of votes cast by them	% of total number of valid votes cast
Physical	3	300	-
E-voting	1	25	-
<b>Total</b>	<b>4</b>	<b>325</b>	<b>0.6099</b>




Invalid

Particulars of Postal Ballot Voting	Total number of shareholders whose votes were declared invalid	Total number of votes cast by them
Physical	1	200
E-voting	Nil	N.A.
<b>Total</b>	<b>1</b>	<b>200</b>

**ITEM NO. 2: SPECIAL RESOLUTION**

**Alteration of Articles of Association**

i) Voted in favour of the resolution:

Particulars of Postal Ballot Voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Physical	76	9597	-
E-voting	23	43265	-
<b>Total</b>	<b>99</b>	<b>52862</b>	<b>99.2024</b>

Against

Particulars of Postal Ballot Voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Physical	2	200	-
E-voting	2	225	-
<b>Total</b>	<b>4</b>	<b>425</b>	<b>0.7976</b>

Invalid

Particulars of Postal Ballot Voting	Total number of shareholders whose votes were declared invalid	Total number of votes cast by them
Physical	1	200
E-voting	Nil	N.A.
<b>Total</b>	<b>1</b>	<b>200</b>

  
  
FCS 2477  
C.P. No. 2540  
COMPANY SECRETARY

**ITEM NO. 3: SPECIAL RESOLUTION**

**Shifting of Registered Office of the Company**

**i) Voted in favour of Resolution**

Particulars of Postal Ballot Voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Physical	77	9697	-
E-voting	23	43397	-
<b>Total</b>	<b>100</b>	<b>53094</b>	<b>99.6378</b>

**Against**

Particulars of Postal Ballot Voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Physical	1	100	-
E-voting	2	93	-
<b>Total</b>	<b>3</b>	<b>193</b>	<b>0.3622</b>

**Invalid**

Particulars of Postal Ballot Voting	Total number of shareholders whose votes were declared invalid	Total number of votes cast by them
Physical	1	200
E-voting	Nil	N.A.
<b>Total</b>	<b>1</b>	<b>200</b>

**ITEM NO. 4: SPECIAL RESOLUTION**

**Issue of Equity Shares on Preferential Basis**

**i) Voted in favour of Resolution**

Particulars of Postal Ballot Voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Physical	73	9097	-
E-voting	23	43265	-
<b>Total</b>	<b>96</b>	<b>52362</b>	<b>98.2641</b>



Particulars of Postal Ballot Voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Physical	5	700	-
E-voting	2	225	-
<b>Total</b>	<b>7</b>	<b>925</b>	<b>1.7359</b>

Invalid

Particulars of Postal Ballot Voting	Total number of shareholders whose votes were declared invalid	Total number of votes cast by them
Physical	1	200
E-voting	Nil	N.A.
<b>Total</b>	<b>1</b>	<b>200</b>



The postal ballot forms and other related papers/registers and records were handed over to the Company Secretary for safe keeping.

**I report that the Resolution has been passed by the shareholders by the requisite majority.**

You may accordingly declare the result of the voting by Postal Ballot and e-Voting.

Thanking you,

Yours faithfully,

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

Date: July 21, 2018

Place: Panaji-Goa.