

Consolidated Scrutinizer's Report

on voting through poll paper and through remote e-voting

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2014 as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.]

To,

The Chairperson for the Annual General Meeting of Equity Shareholders,

Hindustan Foods Limited

held on Thursday, 26th September, 2019 at 11:30 a.m.

at Hrezzo, Neelkanth Corporate Park, 1, Nathani Road,

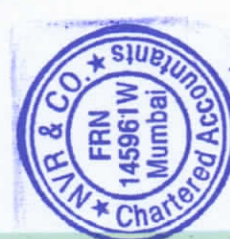
Vidyavihar Society, Vidyavihar, Mumbai- 400 086.

Dear Sir,

We, **N V R & Co., Chartered Accountants**, have been appointed as a Scrutinizer for the purpose of scrutinizing the voting on the below mentioned resolutions through voting conducted through poll at the 34th Annual General Meeting (34th AGM) of the Equity Shareholders of Hindustan Foods Limited held on Thursday, 26 September 2019 at 11:30 a.m. at Hrezzo, Neelkanth Corporate Park, 1, Nathani Road, Vidyavihar Society, Vidyavihar, Mumbai- 400 086 and through remote e-voting during the period started from Monday, 23rd September, 2019 (9.00 a.m. IST) and end on Wednesday, 25th September, 2019 (5.00 p.m. IST) in a fair and transparent manner and for ascertaining the requisite majority on voting conducted through poll and remote e-voting carried out as per the provisions of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015.

We hereby submit as under:

1. The Company had appointed National Securities Depository Limited ("NSDL") as the Agency for providing the remote e-voting platform to the Members of the Company.
2. Link Intime Private Limited are Registrar and Share Transfer Agents ('RTA') of the Company.
3. The remote e-voting period remained open from Monday, 23rd September, 2019 (9.00 a.m. IST) and end on Wednesday, 25th September, 2019 (5.00 p.m. IST) and was disabled for voting thereafter.
4. The Shareholders holding shares as on the "cut-off" date i.e Friday 20th September, 2019 were entitled to vote on the proposed resolutions contained in the notice of the 34th AGM.
5. As prescribed in clause (v) of sub rule 4 of Rule 20, of the Companies (Management and Administration) Rules, 2014, as amended, the Company also released an advertisement, which was published in The Free Press Journal newspaper (English language) and Navshakti (Marathi language). Both the advertisements were published on 30th August, 2019.



6. One ballot box kept for the purpose of voting through poll was locked in my presence with due identification marks placed by me.
7. The locked ballot box was subsequently opened in my presence and the poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Share Transfer Agents of the Company and the authorizations lodged with the Company.
8. We found 1 poll paper having 5 votes and 1 proxy having 1 vote as invalid.
9. After counting the votes cast by the shareholders present at the 34th AGM through poll paper and the votes casted through remote e-voting were unblocked on 26th September 2019 at around 1:00 p.m. in the presence of two witnesses, Mr. Rajesh Govind Vadye and Mr. Swapnil Ugile who are not in employment of the Company.
10. The consolidated report on the result of the voting through poll paper and remote e-voting are as under:

Item No. 1:- Ordinary Resolution

Adoption of Audited Financial Statements of the Company together with Directors' Report & Auditors Report for the financial year ended 31st March, 2019.

- i) Voted in **favour** of the resolution:

Particulars of voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Poll papers	33	84,10,069	97.02%
Remote e-voting	30	2,58,147	2.98%
Total	63	86,68,216	100.00%

- ii) Voted **against** the resolution:

Particulars of voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Poll papers	0	0	0.00%
Remote e-voting	0	0	0.00%
Total	0	0	0.00%

- iii) **Invalid votes:-**

Particulars of voting	Total number of shareholders whose votes were declared invalid	Total number of votes cast by them
Poll papers	2	6
Remote e-voting	0	0
Total	2	6

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Item No. 2:- Ordinary Resolution

Re-appointment of Mr. Nikhil Vora (DIN: 05014606) Director, retiring by rotation.

i) Voted in **favour** of the resolution:

Particulars of voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Poll papers	33	84,10,069	97.02%
Remote e-voting	30	2,58,147	2.98%
Total	63	86,68,216	100.00%

ii) Voted **against** the resolution:

Particulars of voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Poll papers	0	0	0.00%
Remote e-voting	0	0	0.00%
Total	0	0	0.00%

iii) **Invalid** votes:-

Particulars of voting	Total number of shareholders whose votes were declared invalid	Total number of votes cast by them
Poll papers	2	6
Remote e-voting	0	0
Total	2	6

Item No. 3:- Special Resolution

Appointment of Mr. Neeraj Chandra (DIN: 00444694) as an Independent Director.

i) Voted in **favour** of the resolution:

Particulars of voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Poll papers	33	84,10,069	97.02%
Remote e-voting	30	2,58,147	2.98%
Total	63	86,68,216	100.00%

ii) Voted **against** the resolution:

Particulars of voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Poll papers	0	0	0.00%
Remote e-voting	0	0	0.00%
Total	0	0	0.00%



iii) **Invalid votes:-**

Particulars of voting	Total number of shareholders whose votes were declared invalid	Total number of votes cast by them
Poll papers	2	6
Remote e-voting	0	0
Total	2	6

Item No. 4:- Special Resolution

Appointment of Mr. Sarvjit Singh Bedi (DIN: 07710419) as Non- Executive Director.

i) Voted in **favour** of the resolution:

Particulars of voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Poll papers	33	84,10,069	97.02%
Remote e-voting	30	2,58,147	2.98%
Total	63	86,68,216	100.00%

ii) Voted **against** the resolution:

Particulars of voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Poll papers	0	0	0.00%
Remote e-voting	0	0	0.00%
Total	0	0	0.00%

iii) **Invalid votes:-**

Particulars of voting	Total number of shareholders whose votes were declared invalid	Total number of votes cast by them
Poll papers	2	6
Remote e-voting	0	0
Total	2	6

Item No. 5:- Special Resolution

Appointment of Mr. Sandeep Mehta (DIN: 00031380) as an Independent Director.

i) Voted in **favour** of the resolution:

Particulars of voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Poll papers	33	84,10,069	97.02%
Remote e-voting	30	2,58,147	2.98%
Total	63	86,68,216	100.00%



ii) Voted against the resolution:

Particulars of voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Poll papers	0	0	0.00%
Remote e-voting	0	0	0.00%
Total	0	0	0.00%

iii) Invalid votes:-

Particulars of voting	Total number of shareholders whose votes were declared invalid	Total number of votes cast by them
Poll papers	2	6
Remote e-voting	0	0
Total	2	6

Item No. 6:- Special Resolution

Remuneration payable to Mr. Sameer R Kothari (DIN: 01361343) Managing Director.

i) Voted in favour of the resolution:

Particulars of voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Poll papers	33	84,10,069	97.02%
Remote e-voting	30	2,58,147	2.98%
Total	63	86,68,216	100.00%

ii) Voted against the resolution:

Particulars of voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Poll papers	0	0	0.00%
Remote e-voting	0	0	0.00%
Total	0	0	0.00%

iii) Invalid votes:-

Particulars of voting	Total number of shareholders whose votes were declared invalid	Total number of votes cast by them
Poll papers	2	6
Remote e-voting	0	0
Total	2	6



Item No. 7:- Special Resolution

Remuneration payable to Mr. Ganesh T Argekar (DIN: 06865379), Executive Director.

i) Voted in **favour** of the resolution:

Particulars of voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Poll papers	33	84,10,069	97.02%
Remote e-voting	30	2,58,147	2.98%
Total	63	86,68,216	100.00%

ii) Voted **against** the resolution:

Particulars of voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Poll papers	0	0	0.00%
Remote e-voting	0	0	0.00%
Total	0	0	0.00%

iii) **Invalid votes:-**

Particulars of voting	Total number of shareholders whose votes were declared invalid	Total number of votes cast by them
Poll papers	2	6
Remote e-voting	0	0
Total	2	6

Item No. 8:- Special Resolution

Increase in borrowing power u/s 180 (1) (c) and authorizing Board to borrow the moneys.

i) Voted in **favour** of the resolution:

Particulars of voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Poll papers	33	84,10,069	97.02%
Remote e-voting	30	2,58,147	2.98%
Total	63	86,68,216	100.00%

ii) Voted **against** the resolution:

Particulars of voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Poll papers	0	0	0.00%
Remote e-voting	0	0	0.00%
Total	0	0	0.00%



iii) **Invalid votes:-**

Particulars of voting	Total number of shareholders whose votes were declared invalid	Total number of votes cast by them
Poll papers	2	6
Remote e-voting	0	0
Total	2	6

Item No. 9:- Special Resolution

Authorizing the Board u/s 180 (1) (a) to create/ modify charge on the movable/ immovable property of the Company.

i) Voted in **favour** of the resolution:

Particulars of voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Poll papers	33	84,10,069	97.02%
Remote e-voting	30	2,58,147	2.98%
Total	63	86,68,216	100.00%

ii) Voted **against** the resolution:

Particulars of voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Poll papers	0	0	0.00%
Remote e-voting	0	0	0.00%
Total	0	0	0.00%

iii) **Invalid votes:-**

Particulars of voting	Total number of shareholders whose votes were declared invalid	Total number of votes cast by them
Poll papers	2	6
Remote e-voting	0	0
Total	2	6



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Note:- The number of shareholders and their corresponding votes (in favour) as stated in Items 1-9 above includes 1 (one) proxy having 1185 (one thousand one hundred and eighty five) votes.

The Register, all other papers and relevant records relating to remote e-voting and voting through poll shall remain in our safe custody until the Chairperson considers, approves and signs the Minutes of the aforesaid 34th AGM and thereafter the same would be handed over to the Company Secretary for safe keeping.

We report that all the Resolutions have been passed by the Shareholders by the requisite majority.

Thanking You,

Yours faithfully,

For N V R & Co.,

Chartered Accountants



Vivek Girish Gaggar

Partner



Membership Number:- 162330

Firm Registration Number:- 145961W

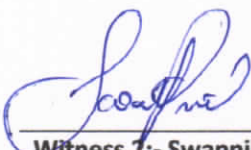
ICAI UDIN: - 19162330AAAAAP3759

26th September, 2019

Place: - Mumbai



Witness 1:- Rajesh Govind Vadye



Witness 2:- Swapnil Ugile