



HINDUSTAN FOODS LIMITED

A Vanity Case Group Company

A Government Recognised Star Export House

Registered Office: Office No. 3, Level 2, Centrium, Phoenix Market City,
15, Lal Bahadur Shastri Road, Kurla (West), Mumbai, Maharashtra, India, 400 070.

Email: business@thevanitycase.com, Website: www.hindustanfoodslimited.com

Tel. No.: +91 22 6980 1700/01, CIN: L15139MH1984PLC316003

Date: October 20, 2023

To, The General Manager Department of Corporate Services BSE Limited Floor 25, P. J. Towers, Dalal Street, Mumbai- 400 001 Tel: (022) 2272 1233 / 34 Company Scrip Code: 519126	To, The Manager, National Stock Exchange of India Limited, Listing Department, Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai 400 070 Company Symbol: HNFDFS
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Dear Sir /Madam,

Sub: Proceedings of the Extra Ordinary General Meeting (1/2023-24) of the Members of the Company held on October 20, 2023

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, please find enclosed herewith is the summary of the proceedings of the Extra Ordinary General Meeting ('EGM') (1/2023-24) of the Members of the Company held on Friday, October 20, 2023 at 12.00 noon and concluded at 12.45 p.m. through Video Conference facility ('VC') or Other Audio - Visual Means ('OAVM') and the deemed venue was the Registered Office of the Company at Office no. 3, level-2, Centrium, Phoenix Market City, 15, LBS road, Kurla (West), Mumbai - 400 070.

You are requested to take the same on record.

Yours faithfully,
For **HINDUSTAN FOODS LIMITED**

Bankim Purohit
Company Secretary
ACS 21865

Encl.: As above





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SUMMARY OF PROCEEDINGS OF THE EXTRA ORDINARY GENERAL MEETING (1/2023-24) OF THE MEMBERS OF HINDUSTAN FOODS LIMITED

The Extra Ordinary General Meeting ('EGM' or 'Meeting') of the Members of the Hindustan Foods Limited (the 'Company') was held on Friday, October 20, 2023 at 12.00 noon, through Video Conference facility ('VC') or Other Audio - Visual Means ('OAVM').

1. The Company Secretary welcomed the Members to the EGM and briefed them on certain points relating to the participation at the Meeting through VC/OAVM. Also, briefed the Members that through various circulars of the Ministry of Corporate Affairs ('MCA') and Securities and Exchange Board of India ('SEBI'), has permitted to hold the EGM through VC or OAVM, without physical presence of Members at a common venue. Accordingly, the EGM of the Members of the Company was conducted through VC/OAVM only.
2. Mr Shashi Kalathil, Chairman of the Company, chaired the Meeting Virtually from the Registered Office of the Company, Mumbai. The Chairman welcomed the Members present at the EGM of the Members of the Company.
3. The number of Shareholders as on Cut-off date i.e. October 13, 2023 was 85,736.
4. The Chairman informed that, the Company had received 6 (Six) Corporate Representations from Corporate Shareholders for 5,59,19,300 (49.60% of capital) Equity Shares.
5. As per the attendance record the following are details of number of shareholders present in the Meeting:

Category	Promoter and Promoter group	Public	Total
In person	1	44	45
Through Authorised representative	1	3	4
Through Proxy	0	0	0
Total	2	47	49

6. Thereafter, the Chairman called the Meeting to order as requisite quorum was present. The Chairman introduced the Directors, Company Secretary and Chief Financial Officer. The Chairman was pleased to note that all the Directors were present at the Meeting except Mr Sandeep Mehta and Mr. Nikhil Vora. Leave of absence was granted to Mr Sandeep Mehta, Independent Director and Mr. Nikhil Vora, Non-Executive Director who conveyed their regret for not attending the Meeting due to their preoccupation.



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7. The Chairman then informed the Members that, the Company had sent the Notice of the EGM and the Corrigendum to the Notice of the EGM along with the Explanatory Statements to the eligible Shareholders through email only. He Further informed that, apart from other requirements to be mentioned in the Notice and Explanatory Statements under the Companies Act, 2013 and SEBI (ICDR Regulations), the Company has also provided the details about the object of the Preferential issue and details of the estimated utilisation of the Net Proceeds from the Preferential issue.

The Chairman further summarised the details of the Net Proceeds of the offer as mentioned below:

Objects of Issue*	
Gross Proceeds	Rs. 400 Crores
Less: Issue Expenses	Rs. 3.50 Crores
Net Proceeds	Rs. 396.50 Crores

**Figures are rounded off.*

The total issue expenses is 0.88% (i.e. less than 1% of the total fund raised of Rs. 400 Crores) and majority of the issue expenses comprising of Merchant Banker Fee for fund raising, Monitoring Agency Fee, Stock Exchange Fees and Legal Expenses aggregating to over 97% of Issue Expenses.

Thereafter, with the consent of the Members present, the Notice and Corrigendum to the Notice of EGM along with the Explanatory Statements was taken as read.

8. The Chairman then informed the Members that, pursuant to the provisions of the Companies Act, 2013, the Rules framed thereunder and the SEBI (LODR) Regulations, 2015, the Company had provided voting by electronic means including the remote E-voting facility to the Members of the Company in respect of the resolutions to be passed at the Extra Ordinary General Meeting. The remote E-voting commenced at 9.00 am. on Tuesday, October 17, 2023 and ended at 5.00 pm. on Thursday, October 19, 2023 and that the facility of voting was also made available during the EGM to those Members who had not cast his/her vote earlier through remote E-voting.
9. The Chairman then informed the Members that, the Board of Directors of the Company had appointed Mr. Prashant Sharma, Practising Company Secretary, as the Scrutiniser for the purpose of scrutinising the process of remote E-voting and E-voting during the EGM in fair and transparent manner, who was also present at the EGM through VC.
10. The following resolutions as set out in the Notice convening the EGM were put to vote by remote E-voting and E-voting during the EGM.



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Item No.	Gist of the Resolutions	Resolution required
1.	<i>Issue of Convertible Warrants on Preferential basis to the certain Qualified Institutional Buyers under Non-Promoter category for cash</i>	<i>Special</i>
2.	<i>Issue of Convertible Warrants on Preferential basis to the certain Non-Qualified Institutional Buyers under Non-Promoter category for cash</i>	<i>Special</i>

11. The Chairman then invited the Members to express their views, ask questions and seek clarifications on the operations and the financial performance of the Company, if any. The Members were given an opportunity to speak in the order in which they had registered their names. After giving sufficient time to all Members who wished to speak, the management of the Company appropriately responded to the queries raised by them.
12. The Chairman then presented vote of thanks to the Members for their continued support and for attending and participating in the Meeting through VC/OAVM and stated that E-voting facility was kept open for the next 15 minutes to enable the Members to cast their vote.
13. The Chairman informed the Members that the combined results of voting (remote E-voting and voting during the EGM) along with the Scrutinizers' Consolidated Report shall be declared within two working days of the Meeting and would be communicated to the Stock Exchanges where Equity Shares of the Company are listed. The combined results shall also be uploaded on the website of the Company at www.hindustanfoodslimited.com and at the website of Link Intime India Private Limited, R & T Agents of the Company at www.linkintime.co.in simultaneously, and will also be displayed on the Notice Board of the Registered Office of the Company.
14. The Chairman also presented vote of thanks to the Board Members, KMP's, and the Management team for joining the Meeting virtually through VC/OAVM.



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15. The Meeting concluded at 12:45 p.m. after the E-voting facility which was kept open for the next 15 minutes to enable the Members to cast their vote post conclusion of the Meeting.
16. The above is for your information, records and reference. Please note that this document does not constitute Minutes of the proceedings of the EGM of the Company.

You are requested to take the same on record.

Thanking you,

Yours faithfully,
For **HINDUSTAN FOODS LIMITED**

Bankim Purohit
Company Secretary
ACS 2186

