



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: September 16, 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(s),

Sub: Disclosure of voting results of the 38th Annual General Meeting (“AGM”) of the Members of the Company and Consolidated Scrutinizer’s Report

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, We enclose herewith the disclosure of the voting results in respect of resolutions set as per the Notice dated August 11, 2023 of the 38th AGM of the Company.

We are also enclosing herewith the copy of Consolidated Scrutinizer’s Report dated September 15, 2023, issued by Mr Prashant Sharma, Practicing Company Secretary, in respect of Remote E-voting and voting at the 38th AGM of the Company held on September 15, 2023.

On the basis of the Consolidated Scrutinizer’s Report for the voting by Members through Remote E-voting between September 12, 2023 (9:00 a.m. IST) to September 14, 2023 (5:00 p.m. IST) and E-voting by Members who participated in the AGM through VC facility on September 15, 2023, all the Resolutions for the Ordinary and Special businesses as set out in Agenda Item Nos. 1 to 6 of the AGM Notice were duly passed by the requisite majority.

You are requested to take the same on record.

Thanking you,

Yours faithfully,
For **HINDUSTAN FOODS LIMITED**

Bankim Purohit
Company Secretary
ACS 21865

Encl.: As above





Details of the voting results of the 38th Annual General Meeting

Date of the AGM	September 15, 2023
Total number of Shareholders as on record date (Cut-off date) on September 8, 2023	79,932
No. of Shareholders attended the meeting through Video Conferencing or Other - Audio Visual Mean	
Promoters and Promoter Group	4
Public	60

Agenda-wise disclosure:

ITEM NO.1: Adoption of Audited Consolidated Financial Statements and Auditors' Report for the Financial Year ended March 31, 2023

Resolution required: (Ordinary/Special)					Ordinary			
Whether promoter / promoter group are interested in the agenda / resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	7,31,09,975	7,31,09,975	100.0000	7,31,09,975	0	100.0000	0.0000
	Voting at the AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7,31,09,975	7,31,09,975	100.0000	7,31,09,975	0	100.0000
Public Institutions	E-voting	1,44,88,159	46,56,319	32.1388	46,56,319	0	100.0000	0.0000
	Voting at the AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1,44,88,159	46,56,319	32.1388	46,56,319	0	100.0000
Public - Non Institutions	E-voting	2,51,44,556	1,16,11,882	46.1805	1,16,11,882	0	100.0000	0.0000
	Voting at the AGM		7,945	0.0316	7,945	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2,51,44,556	1,16,19,827	46.2121	1,16,19,827	0	100.0000
Total		11,27,42,690	8,93,86,121	79.2833	8,93,86,121	0	100.0000	0.0000



ITEM NO.2: Adoption of Audited Standalone Financial Statements, Directors' Report & Auditors' Report for the Financial Year ended March 31, 2023

Resolution required: (Ordinary/Special)					Ordinary			
Whether promoter / promoter group are interested in the agenda / resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/ (1)]*100	(4)	(5)	(6)=[(4)/ (2)*100	(7)=[(5) / (2)* 100
Promoter and Promoter Group	E-voting	7,31,09,975	7,31,09,975	100.0000	7,31,09,975	0	100.0000	0.0000
	Voting at the AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7,31,09,975	7,31,09,975	100.0000	7,31,09,975	0	100.0000
Public Institutions	E-voting	1,44,88,159	46,56,319	32.1388	46,56,319	0	100.0000	0.0000
	Voting at the AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1,44,88,159	46,56,319	32.1388	46,56,319	0	100.0000
Public - Non Institutions	E-voting	2,51,44,556	1,16,11,882	46.1805	1,16,11,882	0	100.0000	0.0000
	Voting at the AGM		7,945	0.0316	7,945	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2,51,44,556	1,16,19,827	46.2121	1,16,19,827	0	100.0000
Total		11,27,42,690	8,93,86,121	79.2833	8,93,86,121	0	100.0000	0.0000



ITEM NO.3: Re-Appointment of Mr Nikhil Vora (DIN: 05014606) as a Director, who retires by rotation at the AGM

Resolution required: (Ordinary/Special)					Ordinary			
Whether promoter / promoter group are interested in the agenda / resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	7,31,09,975	7,31,09,975	100.0000	7,31,09,975	0	100.0000	0.0000
	Voting at the AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7,31,09,975	7,31,09,975	100.0000	7,31,09,975	0	100.0000
Public Institutions	E-voting	1,44,88,159	46,56,319	32.1388	46,23,948	32,371	99.3048	0.6952
	Voting at the AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1,44,88,159	46,56,319	32.1388	46,23,948	32,371	99.3048
Public - Non Institutions	E-voting	2,51,44,556	1,16,11,882	46.1805	1,16,11,882	0	100.0000	0.0000
	Voting at the AGM		7,945	0.0316	7,945	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2,51,44,556	1,16,19,827	46.2121	1,16,19,827	0	100.0000
Total		11,27,42,690	8,93,86,121	79.2833	8,93,53,750	32,371	99.9638	0.0362



ITEM NO.4: Appointment of Ms Amruta Adukia (DIN: 07877389) as a Non-Executive Non-Independent Director of the Company

Resolution required: (Ordinary/Special)					Ordinary			
Whether promoter / promoter group are interested in the agenda / resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/ (1)]*100	(4)	(5)	(6)=[(4)/ (2)*100	(7)=[(5) / (2)* 100
Promoter and Promoter Group	E-voting	7,31,09,975	7,31,09,975	100.0000	7,31,09,975	0	100.0000	0.0000
	Voting at the AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7,31,09,975	7,31,09,975	100.0000	7,31,09,975	0	100.0000
Public Institutions	E-voting	1,44,88,159	46,56,319	32.1388	46,46,597	9,722	99.7912	0.2088
	Voting at the AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1,44,88,159	46,56,319	32.1388	46,46,597	9,722	99.7912
Public - Non Institutions	E-voting	2,51,44,556	1,16,11,882	46.1805	1,16,11,882	0	100.0000	0.0000
	Voting at the AGM		7,945	0.0316	7,945	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2,51,44,556	1,16,19,827	46.2121	1,16,19,827	0	100.0000
Total		11,27,42,690	8,93,86,121	79.2833	8,93,76,399	9,722	99.9891	0.0109



ITEM NO.5: Ratification of remuneration payable to the Cost Auditor

Resolution required: (Ordinary/Special)					Ordinary			
Whether promoter / promoter group are interested in the agenda / resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/ (1)]*100	(4)	(5)	(6)=[(4)/ (2)*100	(7)=[(5) / (2)* 100
Promoter and Promoter Group	E-voting	7,31,09,975	7,31,09,975	100.0000	7,31,09,975	0	100.0000	0.0000
	Voting at the AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7,31,09,975	7,31,09,975	100.0000	7,31,09,975	0	100.0000
Public Institutions	E-voting	1,44,88,159	46,56,319	32.1388	46,56,319	0	100.0000	0.0000
	Voting at the AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1,44,88,159	46,56,319	32.1388	46,56,319	0	100.0000
Public - Non Institutions	E-voting	2,51,44,556	1,16,11,882	46.1805	1,16,11,882	0	100.0000	0.0000
	Voting at the AGM		7,945	0.0316	7,945	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2,51,44,556	1,16,19,827	46.2121	1,16,19,827	0	100.0000
Total		11,27,42,690	8,93,86,121	79.2833	8,93,86,121	0	100.0000	0.0000



ITEM NO.6: Enabling resolution for raising funds upto Rs. 500 Crores through issue of securities

Resolution required: (Ordinary/Special)					Special			
Whether promoter / promoter group are interested in the agenda / resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/ (1)]*100	(4)	(5)	(6)=[(4)/ (2)*100	(7)=[(5) / (2)]* 100
Promoter and Promoter Group	E-voting	7,31,09,975	7,31,09,975	100.0000	7,31,09,975	0	100.0000	0.0000
	Voting at the AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7,31,09,975	7,31,09,975	100.0000	7,31,09,975	0	100.0000
Public Institutions	E-voting	1,44,88,159	46,56,319	32.1388	45,68,922	87,397	98.1230	1.8770
	Voting at the AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1,44,88,159	46,56,319	32.1388	45,68,922	87,397	98.1230
Public - Non Institutions	E-voting	2,51,44,556	1,16,11,882	46.1805	1,16,11,882	0	100.0000	0.0000
	Voting at the AGM		7,945	0.0316	7,945	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2,51,44,556	1,16,19,827	46.2121	1,16,19,827	0	100.0000
Total		11,27,42,690	8,93,86,121	79.2833	8,92,98,724	87,397	99.9022	0.0978

For **HINDUSTAN FOODS LIMITED**

Bankim Purohit
Company Secretary
 ACS 21865



SCRUTINIZER'S CONSOLIDATED REPORT

To
The Chairman
Hindustan Foods Limited
Office No.3, Level-2,
Centrium, Phoenix Market City,
15, LBS Road, Kurla (West),
Mumbai 400 070

Sub: Consolidated Scrutinizer's report on voting by electronic means including remote E-voting conducted prior to and during the 38th Annual General Meeting ("AGM") of Hindustan Foods Limited (the "Company") on Friday, September 15, 2023 at 11.30 a.m. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), (prior to and during the AGM), pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, ("SEBI Listing Regulations").

Dear Sir,

I, Prashant Sharma (ACS: 21775, CP No.: 7902) of M/s Prashant Sharma & Associates, Practising Company Secretaries, had been appointed by the Board of Directors of the Company pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, to conduct the remote E-voting process in respect of the below mentioned Resolutions proposed at the 38th AGM of the Company on Friday, September 15, 2023 at 11.30 a.m. through VC/ OAVM.

Accordingly, the Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. No. 20/2020 dated May 5, 2020 read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, 21/2021 dated December 14, 2021 and 10/2022 dated December 28, 2022 (collectively referred to as "MCA Circulars") has permitted the holding of the AGM through VC or OAVM, without the physical presence of the Members at a common venue. The Securities and Exchange Board of India ("SEBI") vide its circulars dated 5th January, 2023 ("SEBI Circulars") has granted relaxation in respect of sending physical copies of Annual Report to Shareholders and requirement of proxy for General Meetings held through electronic mode.

1. Management's Responsibility

The Management of the Company is responsible to ensure compliance with the requirements of the Act and the Rules made thereunder; The Management of the Company is also responsible for ensuring a secured framework and robustness of the electronic voting systems.

2. Scrutinizer's Responsibility

My responsibility as Scrutinizer for E-voting process (i.e. remote E-voting and E-voting at the AGM) is restricted to making a Scrutinizer's Report of the votes cast "**in favour**" or "**against**" the resolutions contained in the Notice of the AGM, based on the reports generated from the E-voting system provided by the Link Intime India Private Limited (hereinafter referred to as "LIPL"), Registrar and Transfer Agent ("RTA") of the Company and the Agency authorized in accordance with the applicable Rules under the Act and engaged by the Company to provide the facility of remote E-voting and E-voting at the Meeting and attendant papers / documents furnished to me electronically by the Company and / or LIPL for my verification.

3. Dispatch of the Notice convening the AGM

Pursuant to General Circulars (collectively referred to as "MCA Circulars") respectively issued by the MCA, an advertisement was published in Free Press Journal (English Newspaper) on August 22, 2023 and Navshakti (vernacular language newspaper) on August 22, 2023 specifying the date and time of the AGM, the Notice of the AGM along with the Annual Report for Financial Year 2022-23 were sent in electronic form only to those Members whose e-mail addresses were registered with the Company/ Depositories. The Notice and Annual Report 2022-23 were also available on the Company's website www.hindustanfoodslimited.com, website of BSE Limited at www.bseindia.com, website of the National Stock Exchange of India Limited at www.nseindia.com and on the website of Company's RTA i.e. LIPL.

4. Cut-off date

The Voting rights were reckoned as on Friday, September 8, 2023, being the cut-off date for the purpose of deciding the entitlements of Members for remote E-voting and E-voting at the AGM, in respect of agenda item nos. 1 to 6 of the Notice of AGM dated August 11, 2023.

5. Remote E-voting process

The voting period for remote E-voting commenced from Tuesday, September 12, 2023 (9:00 Hours IST) and ended on Thursday, September 14, 2023 (17:00 Hours IST) (both days inclusive) and the LIPL E-voting platform was unblocked in due time. After the closure of the voting at the AGM, the report on voting done through electronic voting system at the Meeting was generated in my presence and the voting was diligently scrutinized.

6. Voting at the AGM

As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014, for the purpose of ensuring that Members who have cast their votes through remote E-voting do not vote again during the General Meeting, the Scrutinizer shall have access after closure of period of remote E-voting and before the start of AGM, to only such details relating to Members who have cast their votes through remote E-voting, such as their names, DP ID & Client ID / folio's Number of Shares held but not the manner in which they have voted.

Accordingly, LI IPL, the remote E-voting agency provided us with the names, DP ID & Client ID / folio's Number and Shareholding of the Members who had cast their votes through remote E-voting.

7. Counting Process

On completion of E-voting during the AGM, we unblocked the results of the remote E-voting and E-voting by Members during the AGM, on the LI IPL E-voting platform and downloaded the results for Scrutiny.

8. Results

Consolidated Results with respect to each item on the agenda as set out in the Notice of the AGM dated August 11, 2023 are enclosed herewith. There were no invalid votes.

Based on the aforesaid results, we report that 5 Ordinary Resolutions and 1 Special Resolution as set out in Item Nos. 1 to 6 of the Notice of the 38th AGM dated September 15, 2023 have been passed with the requisite majority.

Thanking you,
Yours faithfully,

Prashant
Kishore
Sharma

Digitally signed by
Prashant Kishore
Sharma
Date: 2023.09.15
17:21:56 +05'30'

Prashant Sharma
Prashant Sharma & Associates
Practising Company Secretaries
ACS: 21775 CP No.: 7902

Place: Mumbai
Dated: 15/09/2023

UDIN: A021775E001019596

Item No. 1: Consideration and adoption of the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023 and the Report of Auditors thereon:

Category	Votes in favour of the resolution			Votes against the resolution		
	No. of Responses	No. of votes	% of total votes cast	No. of Responses	No. of votes	% of total votes cast
Remote E-Voting	95	89378176	100	0	0	0
Remote E-Voting at AGM	2	7945	100	0	0	0
COMBINED VOTES	97	89386121	100	0	0	0

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said Ordinary Resolution may be declared passed.

Item No. 2 Consideration and adoption of Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023 and together with the Board Report and Report of Auditors thereon.

Category	Votes in favour of the resolution			Votes against the resolution		
	No. of Responses	No. of votes	% of total votes cast	No. of Responses	No. of votes	% of total votes cast
Remote E-Voting	95	89378176	100	0	0	0
Remote E-Voting at AGM	2	7945	100	0	0	0
COMBINED VOTES	97	89386121	100	0	0	0

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said Ordinary Resolution may be declared passed.

Item No 3. Re-Appointment of Mr Nikhil Vora (DIN: 05014606), as a Director, who retires by rotation at and being eligible offers himself for re-appointment at the AGM

Category	Votes in favour of the resolution			Votes against the resolution		
	No. of Responses	No. of votes	% of total votes cast	No. of Responses	No. of votes	% of total votes cast
Remote E-Voting	89	89345805	99.97	6	32371	0.03
Remote E-Voting at AGM	2	7945	100	0	0	0
COMBINED VOTES	91	89353750	99.97	6	32371	0.03

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said Ordinary Resolution may be declared passed.

Item No 4. Appointment of Ms. Amruta Adukia (DIN: 07877389) as a Non-Executive Non-Independent Director of the Company.

Category	Votes in favour of the resolution			Votes against the resolution		
	No. of Responses	No. of votes	% of total votes cast	No. of Responses	No. of votes	% of total votes cast
Remote E-Voting	91	89368454	99.99	4	9722	0.01
Remote E-Voting at AGM	2	7945	100	0	0	0
COMBINED VOTES	93	89376399	99.99	4	9722	0.01

Since combined number of votes cast in favour of the resolution is more than three times of votes cast against the resolution, the said Ordinary Resolution may be declared passed.

Item No 5. Ratification of the remuneration payable to the Cost Auditor.

Category	Votes in favour of the resolution			Votes against the resolution		
	No. of Responses	No. of votes	% of total votes cast	No. of Responses	No. of votes	% of total votes cast
Remote E-Voting	95	89378176	100	0	0	0
Remote E-Voting at AGM	2	7945	100	0	0	0
COMBINED VOTES	97	89386121	100	0	0	0

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said Ordinary Resolution may be declared passed.

Item No 6. Enabling resolution for raising funds upto Rs.500 Crores through issue of securities

Category	Votes in favour of the resolution			Votes against the resolution		
	No. of Responses	No. of votes	% of total votes cast	No. of Responses	No. of votes	% of total votes cast
Remote E-Voting	89	89290779	98.13	6	87397	1.87
Remote E-Voting at AGM	2	7945	100	0	0	0
COMBINED VOTES	91	89298724	98.13	6	87397	1.87

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said Special Resolution may be declared passed.

PRASHANT SHARMA & ASSOCIATES

PRACTISING COMPANY SECRETARY
B.COM ACS LLB PGDFM

Office Address: - 3rd Floor,
214 Empire House,
Dr. D.N Road, Fort, Mumbai 400001.
Email id prascs@gmail.com ,
Tel No +91 9819 398 893

Thanking you,
Yours faithfully,

Prashant
Kishore Sharma

Digitally signed by
Prashant Kishore Sharma
Date: 2023.09.15 17:22:29
+05'30'

Prashant Sharma
Prashant Sharma & Associates
Practising Company Secretaries
ACS: 21775 CP No.: 7902

Place: Mumbai
Dated: 15/09/2023

UDIN: A021775E001019596

Counter Sign
(Person Authorised by the Chairman of the Company)