



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 21, 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: HNDFDS
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Dear Sir(s),

Sub: Disclosure of voting results of the Extra Ordinary General Meeting ("EGM") (1/2023-24) 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 September 22, 2023 of the EGM of the Company.

We are also enclosing herewith the copy of Consolidated Scrutinizer's Report dated October 21, 2023, issued by Mr Prashant Sharma, Practicing Company Secretary, in respect of Remote E-voting and voting at the EGM of the Company held on October 20, 2023.

On the basis of the Consolidated Scrutinizer's Report for the voting by Members through Remote E-voting between October 17, 2023 (9:00 a.m. IST) to October 19, 2023 (5:00 p.m. IST) and E-voting by Members who participated in the EGM through VC facility on October 20, 2023, all the Resolutions for the Special businesses as set out in Agenda Item Nos. 1 to 2 of the EGM 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 Extra Ordinary General Meeting

Date of the EGM	October 20, 2023
Total number of Shareholders as on record date (Cut-off date) on October 13, 2023	85,736
No. of Shareholders attended the meeting through Video Conferencing or Other - Audio Visual Mean	
Promoters and Promoter Group	2
Public	47

Agenda-wise disclosure:

ITEM NO.1: Issue of Convertible Warrants on preferential basis to the certain Qualified Institutional Buyers under Non-Promoter category for cash

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				
Promoter and Promoter Group	E-voting	73109975	73109975	100.0000	73109975	0	100.0000	0.0000
	Voting at the EGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		73109975	73109975	100.0000	73109975	0	100.0000
Public Institutions	E-voting	14251544	14062647	98.6746	14062647	0	100.0000	0.0000
	Voting at the EGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		14251544	14062647	98.6746	14062647	0	100.0000
Public - Non Institutions	E-voting	25381171	8794641	34.6503	8794550	91	99.9990	0.0010
	Voting at the EGM		376905	1.4850	376905	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		25381171	9171546	36.1353	9171455	91	99.9990
Total		11,27,42,690	96344168	85.4549	96344077	91	99.9999	0.0001



ITEM NO.2: Issue of Convertible Warrants on preferential basis to the certain Non-Qualified Institutional Buyers under Non-Promoter category for cash

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	73109975	73109975	100.0000	73109975	0	100.0000	0.0000
	Voting at the EGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		73109975	73109975	100.0000	73109975	0	100.0000
Public Institutions	E-voting	14251544	14062647	98.6746	14062647	0	100.0000	0.0000
	Voting at the EGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		14251544	14062647	98.6746	14062647	0	100.0000
Public - Non Institutions	E-voting	25381171	8794641	34.6503	8794550	91	99.9990	0.0010
	Voting at the EGM		376905	1.4850	376905	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		25381171	9171546	36.1353	9171455	91	99.9990
Total		112742690	96344168	85.4549	96344077	91	99.9999	0.0001

For **HINDUSTAN FOODS LIMITED**

Bankim Purohit
Company Secretary
 ACS 21865

To
The Chairman,
Hindustan Foods Limited

Sub: Consolidated Scrutinizer's report for the Extra Ordinary General Meeting ('EGM') (1/2023-24) on the results of voting by Equity Shareholders of Hindustan Foods Limited through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), (prior to and during the Meeting) held on Friday, October 20, 2023 at 12.00 noon p.m. (IST).

Dear Sir,

I, Prashant Sharma (ACS 21775) of M/s Prashant Sharma & Associates, Practicing Company Secretaries, have been appointed by the Board of Directors of **Hindustan Foods Limited ("HFL" or "the Company")** pursuant to the Resolution passed in the Board Meeting held on September 22, 2023 as the Scrutinizer for the purpose of scrutinizing the e-voting and remote e-voting process, in a fair and transparent manner, for the **EGM** of the Equity Shareholders of the Company held on **Friday, October 20, 2023 at 12.00 noon p.m. (IST)** through VC/OAVM.

I do hereby submit my report as under:

1. The Ministry of Corporate Affairs ('MCA'), vide its General Circular Nos.14/2020 dated April 8, 2020, 3/2022 dated May 5, 2022, 11/2022 dated December 20, 2022 and 9/2023 dated September 25, 2023 ('**MCA Circulars**'), and other applicable Circular issued by the Securities and Exchange Board of India ('SEBI') ('SEBI Circular') has allowed the Companies to conduct the EGM through VC/OAVM till September 30, 2024. In accordance with the MCA Circulars, provisions of the Companies Act, the EGM of the Company was held through VC/OAVM.
2. In compliance with the MCA Circulars and SEBI Circulars, Notice of the EGM along with the Explanatory Statements was sent only through electronic mode to those Members whose email addresses were registered with the Company/ Depositories. Notice of the EGM was also be available on the Company's website www.hindustanfoodslimited.com, website of BSE Limited ('BSE') at www.bseindia.com and the National Stock Exchange of India Limited ('NSE') at www.nseindia.com and on the website of Company's Registrar and Transfer Agent, Link Intime India Private Limited ('LI IPL') at www.linkintime.co.in.
3. The Company on October 11, 2023 had also issued the Corrigendum to the Notice of EGM (1/2023-24) to clarify and provide additional details in relation to the explanatory statement of Item Nos. 1 and 2 of the EGM Notice, pursuant to the suggestions / comments received from Stock Exchanges and in terms of applicable provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

4. The Company had provided its members the facility to exercise their right to vote on the resolution proposed to be considered at the Meeting through VC/OAVM. LIPL had provided the facility for voting by electronic means and for participation in the Meeting through VC/OAVM facility by remote e-voting prior to as well as during the Meeting.
5. The voting period for e-voting and remote e-voting prior to the Meeting commenced on **Tuesday, October 17, 2023 (9:00 Hours IST)** and ended on **Thursday, October 19, 2023 (17:00 Hours IST)**. During this period, Members of the Company holding Shares either in physical form or in dematerialised form, as on the cut-off date of **Friday, October 13, 2023**, would cast their vote by remote E-voting. The remote E-voting module was disabled by LIPL for voting thereafter.
6. The voting rights of the Equity Shareholders shall be in proportion to their Shareholding in the Company as on closure **Friday, October 13, 2023**. Registered members (holding fully paid-up shares) of the Company as on cut-off date were entitled to attend the Meeting through VC/OAVM and vote through electronic means.
7. Management's Responsibility

The management of the Company is responsible for ensuring compliances with the requirements of the Act and the Rules made thereunder relating to voting through remote e-voting and through e-voting during the EGM on the business contained in the Notice of the EGM of the Members of the Company.

8. Scrutinizer's Responsibility

My responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and submit a Scrutinizer's Report on the votes cast 'in favour' or 'against' the resolutions, based on the reports generated from the electronic voting system provided by the LIPL. The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and e-voting at the EGM.

9. Remote E-voting Process:

The remote e-voting, in accordance with the Rules framed under the Act, remained open from **Tuesday, October 17, 2023 (9:00 Hours IST)** and ended on **Thursday, October 19, 2023 (17:00 Hours IST)**.

The Company had also provided e-voting facility to the Shareholders, who were present at the EGM through VC/ OAVM and who had not cast their vote on Remote e-voting.

On completion of e-voting during the EGM, I unblocked the results of the Remote e-voting and e-voting done by the Shareholders at the EGM, on the LIPL e-voting system/ platform and after downloading the results, counted the votes.

10. The resolution placed before the shareholders and the consolidated result of the voting on the same through remote e-voting prior to and during the meeting seeking approval of the Equity Shareholders of the Company are marked as **Annexure A**.
11. All the 121 remote/ e-voting responses are valid.
12. Accordingly, the proposed Resolution/s has been approved by requisite majority of the Equity Shareholders as specified under Annexure A.
13. All electronic data and relevant records for e-voting and remote e-voting prior to as well as during the Meeting were handed over to the Mr. Bankim Purohit Company Secretary of the Company for safe keeping.

Thanking you,
Yours faithfully,

Prashant
Kishore Sharma

Digitally signed by
Prashant Kishore Sharma
Date: 2023.10.21
11:12:05 +05'30'

Prashant Sharma
Prashant Sharma & Associates
Practising Company Secretaries
ACS: 21775 CP No.: 7902
3rd Floor, 214 Empire House,
Dr D.N Road, Fort,
Mumbai 400001

Place: Mumbai
Dated: 21st October, 2023

UDIN No. A021775E001405190

Annexure A

ITEM NO. 1: ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO THE CERTAIN QUALIFIED INSTITUTIONAL BUYERS UNDER NON-PROMOTER CATEGORY FOR CASH

	Total Votes	IN FAVOUR OF THE RESOLUTION			AGAINST THE RESOLUTION		
		No of Responses Received	No of Votes Cast	% of Votes Cast	No of Responses Received	No of Votes Cast	% of Votes Cast
Remote E-Voting	95967263	105	95967172	99.99	3	91	.01
E-Voting at the EGM	376905	13	376905	100	0	0	0
Total Voting	96344168	118	96344077	99.99	3	91	.01

Based on the aforesaid results, Special Resolution No. 1 has been passed by the Members through e-voting during the EGM and through remote e-voting with requisite majority.

ITEM NO. 2: ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO THE CERTAIN NON-QUALIFIED INSTITUTIONAL BUYERS UNDER NON-PROMOTER CATEGORY FOR CASH.

	Total Votes	IN FAVOUR OF THE RESOLUTION			AGAINST THE RESOLUTION		
		No of Responses Received	No of Votes Cast	% of Votes Cast	No of Responses Received	No of Votes Cast	% of Votes Cast
Remote E-Voting	95967263	105	95967172	99.99	3	91	.01
E-Voting at the EGM	376905	13	376905	100	0	0	0
Total Voting	96344168	118	96344077	99.99	3	91	.01

Based on the aforesaid results, Special Resolution No. 2 has been passed by the Members through e-voting during the EGM and through remote e-voting with requisite majority.

Thanking you,
Yours faithfully,

Prashant
Kishore
Sharma

Digitally signed by
Prashant Kishore
Sharma
Date: 2023.10.21
11:12:35 +05'30'

Prashant Sharma
Prashant Sharma & Associates
Practising Company Secretaries
ACS: 21775 CP No.: 7902
3rd Floor, 214 Empire House,
Dr D.N Road, Fort,
Mumbai 400001

Place: Mumbai
Dated: 21st October, 2023

UDIN No. A021775E001405190

Sameer
Ramanlal
Kothari

Digitally signed by Sameer Ramanlal Kothari
DN: c=IN, o=Personid, ou=6431,
serialNumber=08a28a1423a205a0c209aa
49a21,
2.5.4.20=6813, email=7278202647, cn=Sameer R
7b378d488426-45cf756a1a0b3405007e0,
serialNumber=490212, cn=Sameer R
serialNumber=421432659f06b09206a14a54
NoSignature, email=Sameer.R.Kothari@prashantsharma.com,
cn=Sameer Ramanlal Kothari
Date: 2023.10.21 11:34:14 +05'30'

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