



HINDUSTAN FOODS LIMITED

A Vanity Case Group Company

A Government Recognised Two 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: December 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: HNDFDS
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Dear Sir/Madam,

Re: Outcome of Board Meeting held on December 20, 2023 under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

This is with reference to the In-principle approval granted by your good office vide BSE letter No. LOD/PREF/TT/FIP/958/2023-24 dated December 12, 2023 and NSE letter No. NSE/LIST/37707 dated December 12, 2023.

Pursuant to the provisions of the SEBI Listing Regulations, We hereby inform you that, the Board of Directors of the Company at their Meeting held on today i.e. December 20, 2023 has considered and approved the followings:

1. Allotment of 56,75,054 Convertible Warrants at a price of Rs. 546.25/- each (including face value of Rs. 2/- each at a premium of Rs. 544.25/- each) by way of Preferential Issue to the certain identified Qualified Institutional Buyers under Non-Promoter category.
2. Allotment of 15,96,027 Convertible Warrants at a price of Rs. 563.90/- each (including face value of Rs. 2/- each at a premium of Rs. 561.90/- each) by way of Preferential Issue to the certain identified Non-Qualified Institutional Buyers under Non-Promoter category.

The requisite details as required in terms of SEBI circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 are provided at **Annexure I**.

The Board Meeting commenced at 05:00 pm and concluded at 05:30 pm.

Kindly take the aforesaid information on your records.

Thanking you,

For HINDUSTAN FOODS LIMITED

Bankim Purohit
Company Secretary
ACS: 21865

Encl: as above





ANNEXURE I

Disclosure of Event and Information pursuant to Regulation 30 of the SEBI Listing Regulations read with SEBI circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.

1. Issuance of Securities to Qualified Institutional Buyers – Non-Promoter Category

Sr. No.	Particulars of Securities	Details of Securities
a)	Type of securities proposed to be issued	Convertible Warrants (“Warrants”)
b)	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)	Preferential Issue in accordance with Chapter V of the SEBI ICDR Regulations and other applicable law.
c)	Total number of securities proposed to be issued or the total amount for which the securities will be issued	Upto 56,75,054 Warrants at a price of Rs. 546.25/- (Rupees Five Hundred Forty- Six and Paise Twenty-Five Only) per Warrant in Cash, for an aggregate consideration of upto Rs. 3,09,99,98,247.50 /- (Rupees Three Hundred Nine Crore Ninety Nine Lakhs Ninety Eight Thousand Two Hundred Forty Seven and Paise Fifty Only)
In case of preferential issue the listed entity shall disclose the following additional details to the stock exchange(s):		
i.	Name of Investors	1. Infinity Holdings – 14,64,530 Warrants 2. Infinity Holding Sidecar I – 14,64,530 Warrants 3. Malabar Select Fund – 9,15,331 Warrants 4. Sixth Sense India Opportunities III – 18,30,663 Warrants
ii.	Post Allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles)	56,75,054 Warrants at a price of Rs. 546.25/- (Rupees Five Hundred Forty- Six and Paise Twenty-Five Only) per Warrant in Cash, for an aggregate consideration of upto Rs. 3,09,99,98,247.50 /- (Rupees Three Hundred Nine Crore Ninety Nine Lakhs Ninety Eight Thousand Two Hundred Forty Seven and Paise Fifty Only)
iii.	Number of Investors	4 (Four)
iv.	in case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument;	On Allotment of Warrants: 25% of the total consideration towards respective Warrants are paid by the respective Allottees prior to the allotment and the balance shall be payable on or before conversion of the Warrants into Equity Shares. Conversion Ratio and Timeline: Each Warrant is convertible into one (1) Equity Share and the conversion can be exercised at any time within a period of 18 months from the date of allotment, in one or more tranches, as the case may be and on such other terms and conditions as applicable. Intimation on conversion of securities: Shall be duly communicated at an appropriate time On lapse of the tenure of the instrument: Shall be duly communicated at an appropriate time
v.	Any cancellation or termination of proposal for issuance of securities Including reasons thereof	Not Applicable
vi.	Lock-In	The Warrants/ Resulting Equity Shares shall be subject to 'lock-in' as prescribed under the applicable provisions of the SEBI (ICDR) Regulations, 2018 as amended.



2. Issuance of Securities to Non-Qualified Institutional Buyers -Non-Promoter Category

Sr. No.	Particulars of Securities	Details of Securities
a)	Type of securities proposed to be issued	Convertible Warrants (“Warrants”)
b)	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)	Preferential Issue in accordance with Chapter V of the SEBI ICDR Regulations and other applicable law.
c)	Total number of securities proposed to be issued or the total amount for which the securities will be issued	Upto 15,96,027 Warrants at a price of Rs. 563.90/- (Rupees Five Hundred Sixty Three and Paise Ninety Only) per Warrant in Cash, for an aggregate consideration of upto Rs. 89,99,99,625.30/- (Rupees Eighty Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Six Hundred Twenty Five and Paise Thirty Only).
In case of preferential issue the listed entity shall disclose the following additional details to the stock exchange(s):		
i.	Name of Investors	1. Bay Capital Holdings Limited – 10,64,018 Warrants 2. Vanaja Sundar Iyer – 5,32,009 Warrants
ii.	Post Allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles)	15,96,027 Warrants at a price of Rs. 563.90/- (Rupees Five Hundred Sixty Three and Paise Ninety Only) per Warrant in Cash, for an aggregate consideration of upto Rs. 89,99,99,625.30/- (Rupees Eighty Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Six Hundred Twenty Five and Paise Thirty Only).
iii.	Number of Investors	2 (Two)
iv.	in case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument;	On Allotment of Warrants: 25% of the total consideration towards respective Warrants are paid by the respective Allottees prior to the allotment and the balance shall be payable on or before conversion of the Warrants into Equity Shares. Conversion Ratio and Timeline: Each Warrant is convertible into one (1) Equity Share and the conversion can be exercised at any time within a period of 18 months from the date of allotment, in one or more tranches, as the case may be and on such other terms and conditions as applicable. Intimation on conversion of securities: Shall be duly communicated at an appropriate time On lapse of the tenure of the instrument: Shall be duly communicated at an appropriate time
v.	Any cancellation or termination of proposal for issuance of securities Including reasons thereof	Not Applicable
vi.	Lock-In	The Warrants/ Resulting Equity Shares shall be subject to 'lock-in' as prescribed under the applicable provisions of the SEBI (ICDR) Regulations, 2018 as amended