



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: February 8, 2024

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.: Monitoring Agency Report for the Quarter ended December 31, 2023

Pursuant to Regulation 32(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Regulation 162A of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018, We are enclosing herewith the Monitoring Agency report for the Quarter ended December 31, 2023, issued by CARE Ratings Limited on dated February 8, 2024, the Monitoring Agency, appointed to monitor the utilization of proceeds of the Preferential issue of 72,71,081 Convertible Warrants of the Company, which was duly reviewed and approved by the Audit Committee in its Meeting held today i.e. **Thursday, February 8, 2024.**

We request you to take the above on record.

Thanking you,

Yours faithfully,

For HINDUSTAN FOODS LIMITED

Bankim Purohit
Company Secretary
ACS 21865

Encl.: As above



No. CARE/HO/RL/2023-24/4127

Mr. Mayank Samdani
Chief Financial Officer
Hindustan Foods Limited
Level two, The Centrium,
Phoenix Market City, LBS Marg,
Kurla (W), Mumbai 400070

February 08, 2024

Dear Sir,

Monitoring Agency Report for the quarter ended December 31, 2023 - in relation to the Convertible Share Warrants Issue of Hindustan Foods Limited ("the Company")

We write in our capacity of Monitoring Agency for the Convertible Share Warrants Issue for the amount aggregating to Rs. 3999.99 million of the Company and refer to our duties cast under 162A of the Securities & Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations.

In this connection, we are enclosing the Monitoring Agency Report for the quarter ended December 31, 2023, as per aforesaid SEBI Regulations and Monitoring Agency Agreement dated September 26, 2023.

Request you to kindly take the same on records.

Thanking you,
Yours faithfully,



Sudarshan Shreenivas

Director

sudarshan.shreenivas@careedge.in

Report of the Monitoring Agency (MA)

Name of the issuer: Hindustan Foods Limited

For quarter ended: December 31, 2023

Name of the Monitoring Agency: CARE Ratings Limited

(a) Deviation from the objects: Nil

(b) Range of Deviation: Not applicable

Declaration:

We declare that this report provides an objective view of the utilization of the issue proceeds in relation to the objects of the issue based on the information provided by the Issuer and information obtained from sources believed by it to be accurate and reliable. The MA does not perform an audit and undertakes no independent verification of any information/ certifications/ statements it receives. This Report is not intended to create any legally binding obligations on the MA which accepts no responsibility, whatsoever, for loss or damage from the use of the said information. The views and opinions expressed herein do not constitute the opinion of MA to deal in any security of the Issuer in any manner whatsoever. Nothing mentioned in this report is intended to or should be construed as creating a fiduciary relationship between the MA and any issuer or between the agency and any user of this report. The MA and its affiliates also do not act as an expert as defined under Section 2(38) of the Companies Act, 2013.

The MA or its affiliates may have credit rating or other commercial transactions with the entity to which the report pertains and may receive separate compensation for its ratings and certain credit related analyses. We confirm that there is no conflict of interest in such relationship/interest while monitoring and reporting the utilization of the issue proceeds by the issuer, or while undertaking credit rating or other commercial transactions with the entity.

We have submitted the report herewith in line with the format prescribed by SEBI, capturing our comments, where applicable. There are certain sections of the report under the title "Comments of the Board of Directors", that shall be captured by the Issuer's Management / Audit Committee of the Board of Directors subsequent to the MA submitting their report to the issuer and before dissemination of the report through stock exchanges. These sections have not been reviewed by the MA, and the MA takes no responsibility for such comments of the issuer's Management/Board.

Sudarshan Shreenivas

Signature:

Name of the Authorized Signatory: Sudarshan Shreenivas

Designation of Authorized person/Signing Authority: Director

1) Issuer Details:

Name of the issuer	: Hindustan Foods Limited
Name of the promoter	: Vanity Case India Private Limited, Mr. Shrinivas V Dempo, Mr. Sameer R Kothari, Ms Asha Kothari, Soiru Dempo Management Holding Private Limited, V S Dempo Holdings Private Limited
Industry/sector to which it belongs	: Contract Manufacturing/FMCG

2) Issue Details

Issue Period	: 18 months from date of allotment
Type of issue (public/rights)	: Preferential issue of Warrants
Type of specified securities	: Warrants convertible into equity shares
IPO Grading, if any	: Not applicable
Issue size (in ` crore)	: Rs. 399.99 crore (Note 1)

Note 1:

The company had offered 72,71,081 Convertible share warrants under the Preferential issue, at Rs.563.90 per Warrant for non-QIB (including premium of Rs. 561.90 per warrant) & Rs. 546.25 per Warrant for QIB per warrant (including premium of Rs. 544.25 per warrant) aggregating to ₹ 399.99 crore.

Particulars	Values
Total Warrants issued Nos @ (Rs.563.90/Warrant for non-QIB & Rs.546.25/Warrant for QIB)	72,71,081 [^]
Total proceeds towards convertible share warrants (in Rs. Crore)	399.99
Total proceeds received from warrants issued (Rs. crore)	99.99*
Total Issue expenses (Rs. Crore)	3.49
Details of expenses incurred related to issue (Rs. crore)	0.00
Net Proceeds available (in Rs. Crore)	99.99

[^] 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 date of allotment of warrants, in one or more tranches, as the case maybe and on such other terms and conditions applicable.

* An amount equivalent to 25% of the warrant issue price is received on subscription of warrants.

3) Details of the arrangement made to ensure the monitoring of issue proceeds:

Particulars	Reply	Source of information / certifications considered by Monitoring Agency for preparation of report	Comments of the Monitoring Agency	Comments of the Board of Directors
Whether all utilization is as per the disclosures in the Offer Document?	Yes	Chartered Accountant certificate*, Bank statement	Yes	No comments
Whether shareholder approval has been obtained in case of material deviations\$ from expenditures disclosed in the Offer Document?	Not Applicable	Not applicable	Not applicable	
Whether the means of finance for the disclosed objects of the issue have changed?	Not Applicable	Not applicable	Not applicable	
Is there any major deviation observed over the earlier monitoring agency reports?	No	Not applicable	Not applicable	
Whether all Government/statutory approvals related to the object(s) have been obtained?	Yes	Chartered Accountant certificate*	Not applicable	
Whether all arrangements pertaining to technical assistance/collaboration are in operation?	Not applicable	Not applicable	Not applicable	
Are there any favourable/unfavourable events affecting the viability of these object(s)?	No	Chartered Accountant certificate*	No	
Is there any other relevant information that may materially affect the decision making of the investors?	None	Not applicable	No	

* Chartered Accountant certificate from Kishor Patel and Associates. Chartered Accountants dated January 24, 2024.

\$ Material Deviation would mean a) deviation in the objects or purposes for which the funds have been raised

b) deviation in the amount of funds actually utilised by more than 10% of the amount projected in the offer documents

a Details of objects to be monitored:

(i) Cost of objects –

Sr. No	Item Head	Source of information / certifications considered by Monitoring Agency for preparation of report	Original cost (as per the Offer Document) in Rs. Crore	Revised Cost in Rs. Crore	Comments of the Monitoring Agency	Comments of the Board of Directors		
						Reason for cost revision	Proposed financing option	Particulars of firm arrangements made
1	Funding Inorganic growth opportunities and strategic acquisition	Form PAS 4*	175.00	-	Nil	No comments		
2	Funding capital expenditure for new green field projects	Form PAS 4		-	Nil			
a.	Greenfield project of the company		50.00					
b.	Greenfield project of the subsidiary company		25.00					
3	Funding capital expenditure for Brown field projects	Form PAS 4		-	Nil			
a.	Brown field project of the company		35.00					
b.	Brown field project of the subsidiary company		15.00					
4	General Corporate purpose	Form PAS 4	96.50	-	Nil			
Total			396.50					

* Private placement offer cum application letter issued pursuant to Section 42(3) of the Companies act, 2013 read with Rule 14 (3) of Companies (Prospectus and Allotment of Securities) Rules, 2014. The above details are verified by Kishor Patel and Associates. Chartered Accountants vide its CA certificate dated January 24, 2024.



(ii) Progress in the objects –

Sr. No	Item Head	Source of information / certifications considered by Monitoring Agency for preparation of report	Amount as proposed in the Offer Document in Rs. Crore (A)	Amount utilised in Rs. Crore			Total Unutilised amount in Rs. Crore as on 31 st December 2023 (C=A-B)	Comments of the Monitoring Agency	Comments of the Board of Directors	
				As at beginning of the quarter in Rs. Crore	During the quarter in Rs. Crore	At the end of the quarter in Rs. Crore (B)			Reasons for idle funds	Proposed course of action
1	Funding Inorganic growth opportunities and strategic acquisition	CA Certificate, Bank Statements	175.00	0.00	10.00	10.00	165.00	Nil	No comments	
2	Funding capital expenditure for new green field projects	CA Certificate		0.00	0.00	0.00	75.00	Nil		
a.	Greenfield project of the company		50.00	0.00	0.00	0.00				
b.	Greenfield project of the subsidiary company		25.00	0.00	0.00	0.00				
3	Funding capital expenditure for Brown field projects	CA Certificate		0.00	0.00	0.00	50.00	Nil		
a.	Brown field project of the company		35.00	0.00	0.00	0.00				
b.	Brown field project of the subsidiary company		15.00	0.00	0.00	0.00				
4	General Corporate purpose	CA Certificate	96.50	0.00	0.00	0.00	96.50	Nil		
Total			396.50	0.00	10.00	10.00	386.50			

The above details are verified by Kishor Patel and Associates. Chartered Accountants vide its CA certificate dated January 24, 2024.



iii) Deployment of unutilised public issue proceeds:

Sr. No.	Type of instrument and name of the entity invested in	Amount invested (Rs. crore)	Maturity date	Earning (Rs. crore)	Return on Investment (%)	Market Value as at the end of quarter
1	Fixed deposit with HDFC bank	89.00	01.03.2025	8.19	7.6%	-
2	Preferential Allotment A/c	0.99	-	-	-	-
	TOTAL	89.99		8.19		

The above details are verified by Kishor Patel and Associates. Chartered Accountants vide its CA certificate dated January 24, 2024.

(iv) Delay in implementation of the object(s)

Objects	Completion Date		Delay (no. of days/ months)	Comments of the Board of Directors	
	As per the offer document	Actual*		Reason of delay	Proposed course of action
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The above details are verified by Kishor Patel and Associates. Chartered Accountants vide its CA certificate dated January 24, 2024.

4) Details of utilization of proceeds stated as General Corporate Purpose (GCP) amount in the offer document: Nil for the quarter Q3FY24.

The above details are verified by Kishor Patel and Associates. Chartered Accountants vide its CA certificate dated January 24, 2024.

