



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: May 14, 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 March 31, 2024

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 March 31, 2024, issued by CARE Ratings Limited on dated May 14, 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.

We request you to take the above on record.

Thanking you,

Yours faithfully,

For HINDUSTAN FOODS LIMITED

Bankim Purohit
Company Secretary and Legal Head
ACS 21865

Encl.: As above



Monitoring Agency Report



No. CARE/HO/GEN/2024-25/1010

**The Board of Directors
Hindustan Foods Limited**

Level two, The Centrium,
Phoenix Market City, LBS Marg,
Kurla (W), Mumbai 400070

May 14, 2024

Dear Sir,

**Monitoring Agency Report for the quarter ended March 31, 2024 - 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. 399.99 crore 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 March 31, 2024 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,

A handwritten signature in blue ink that reads "Raunak".

Mr. Raunak Modi

Assistant Director

Raunak.modi@careedge.in

Report of the Monitoring Agency (MA)

Name of the issuer: Hindustan Foods Limited

For quarter ended: March 31, 2024

Name of the Monitoring Agency: CARE Ratings Limited

(a) Deviation from the objects: Nil

(b) Range of Deviation: Nil

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.



Signature:

Name and designation of the Authorized Signatory: Raunak Modi

Designation of Authorized person/Signing Authority: Assistant 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 share premium of Rs. 561.90 per share) and 546.25 per Warrant for QIB per warrant (including premium of Rs. 544.25 per warrant) aggregating to ₹399.99 crore. The issue was fully subscribed, and the company has allotted 72,71,081 Convertible share warrants to the applicants.

Particulars	Remarks
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 and converted into Equity Shares (Rs. crore)	175.00
Total Issue expenses (Rs. Crore)	3.49
Details of expenses incurred related to issue (in Rs Crore.)	0.00
Net Proceeds available (Rs. Crore)	175.00

[^] 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 i.e. December 20, 2023, in one or more tranches, as the case maybe and on such other terms and conditions applicable.

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

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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	Nil	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*	Nil	
Whether all arrangements pertaining to technical assistance/collaboration are in operation?	Not applicable	Not applicable	Not applicable	
Are there any favorable/unfavorable events affecting the viability of these object(s)?	No	Chartered Accountant certificate*	Nil	
Is there any other relevant information that may materially affect the decision making of the investors?	None	Not applicable	Nil	

* Chartered Accountants certificate from Muchhal and Gupta dated May 03, 2024 bearing UDIN 24142514BKEAIR4049

#Where material deviation may be defined to mean:

a) Deviation in the objects or purposes for which the funds have been raised

b) Deviation in the amount of funds actually utilized by more than 10% of the amount projected in the offer documents.

4) 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*, CA certificate#	175.00	-	Nil	No comments		
2	Funding capital expenditure for new green field projects	Form PAS 4, CA certificate		-	Nil			
a.	Greenfield project of the company		50.00					

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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
b.	Greenfield project of the subsidiary company		25.00			No comments		
3	Funding capital expenditure for Brown field projects	Form PAS 4, CA certificate		-	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, CA certificate	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.

Chartered Accountants certificate from Muchhal and Gupta dated May 03, 2024 bearing UDIN 24142514BKEAIR4049

(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	Amount utilised in Rs. Crore			Unutilised amount as on March 31, 2024 in Rs. crore	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			Reasons for idle funds	Proposed course of action
1	Funding Inorganic growth opportunities and strategic acquisition	CA Certificate*, Bank Statements	175.00	10.00	29.55	39.55	135.45	Nil	No comments	
2	Funding capital expenditure for new green field projects									
a.	Greenfield project of the company	CA Certificate	50.00	0.00	0.00	0.00	50.00	Nil		
b.	Greenfield project of the subsidiary company	CA Certificate, Bank statements	25.00	0.00	6.86	6.86	18.14	Nil		
3	Funding capital expenditure for Brown field projects									

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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	Amount utilised in Rs. Crore			Unutilised amount as on March 31, 2024 in Rs. crore	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			Reasons for idle funds	Proposed course of action
a.	Brown field project of the company	CA Certificate, Bank statements	35.00	0.00	4.45	4.45	30.55	Nil	No comments	
b.	Brown field project of the subsidiary company	CA Certificate, Bank statements	15.00	0.00	1.99	1.99	13.01	Nil		
4	General Corporate purpose	CA Certificate, Bank statements	96.50	0.00	10.77	10.77	85.73	Nil		
Total			396.50	10.00	53.62	63.62	332.88			

*Chartered Accountants certificate from Muchhal and Gupta dated May 03, 2024 bearing UDIN 24142514BKEAIR4049

The company has received net proceeds worth Rs.175 crore till Q4FY24, out of which Rs.63.62 has been utilized and unutilized proceeds worth Rs.111.38 crore is parked in FDs. The balance net proceeds worth Rs.221.50 crore is yet to be received.

(iii) Deployment of unutilized public issue proceeds:

Sr. No.	Type of instrument and name of the entity invested in	Amount invested	Maturity date	Earning	Return on Investment (%)	Market Value as at the end of quarter
1	Fixed deposit with HDFC bank	80.00	28.05.2025	-	7.4%	-
2	Fixed deposit with HDFC bank	31.38	28.05.2025	-	7.4%	-
Total		111.38	-	-	-	-

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

Sr.No.	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
1.	Funding Inorganic growth opportunities and strategic acquisition	December 31, 2026	-	Not applicable	No comments	
2.	Funding capital expenditure for new green field projects	December 31, 2026	-	Not applicable		
a.	Greenfield project of the company					
b.	Greenfield project of the subsidiary company					
3.	Funding capital expenditure for Brown field projects	December 31, 2026	-	Not applicable		
a.	Brown field project of the company		-			
b.	Brown field project of the subsidiary company					
4.	General Corporate purpose	December 31, 2026	-	Not applicable		

5) Details of utilization of proceeds stated as General Corporate Purpose (GCP) amount in the offer document:

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Sr. No	Item Head^	Amount in Rs. Crore	Source of information / certifications considered by Monitoring Agency for preparation of report	Comments of Monitoring Agency	Comments of the Board of Directors
1	Working capital	10.77	CA certificate*, Bank statements	Nil	No comments
	Total				

*Chartered Accountants certificate from Muchhal and Gupta dated May 03, 2024 bearing UDIN 24142514BKEAIR4049

^ Section from the offer document related to GCP:

"The amount stated for the objects above shall not be added to the general corporate purposes (GCP) which shall not exceed Rs.96.50 crore i.e. 24.34% of the net proceeds from the preferential issue and which may be utilized for, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the company, investment in subsidiaries/joint venture /associates of the company, as applicable in such a manner and proportion as may be decided by the Board from time to time and/or any other general purposes as may be permissible under the applicable laws "

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Disclaimers to MA report:

a) This Report is prepared by CARE Ratings Ltd (hereinafter referred to as “**Monitoring Agency/MA**”). The MA has taken utmost care to ensure accuracy and objectivity while developing this Report based on the information provided by the Issuer and information obtained from sources believed by it to be accurate and reliable. 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.

b) This Report has to be seen in its entirety; the selective review of portions of the Report may lead to inaccurate assessments. For the purpose of this Report, MA has relied upon the information provided by the management /officials/ consultants of the Issuer and third-party sources like statutory auditors (or from peer reviewed CA firms) appointed by the Issuer believed by it to be accurate and reliable.

c) Nothing contained in this Report is capable or 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 MA is also not responsible for any errors in transmission and specifically states that it, or its directors, employees do not have any financial liabilities whatsoever to the users of this Report.

d) The MA and its affiliates do not act as a fiduciary. The MA and its affiliates also do not act as an expert to the extent defined under Section 2(38) of the Companies Act, 2013. While the MA has obtained information from sources it believes to be reliable, it does not perform an audit and undertakes no independent verification of any information/ certifications/ statements it receives from auditors (or from peer reviewed CA firms), lawyers, chartered engineers or other experts, and relies on in its reports.

e) The MA or its affiliates may have other commercial transactions with the entity to which the report pertains. As an example, the MA may rate the issuer or any debt instruments / facilities issued or proposed to be issued by the issuer that is subject matter of this report. The MA may receive separate compensation for its ratings and certain credit-related analyses, normally from issuers or underwriters of the instruments, facilities, securities or from obligors.

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