



## 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](mailto:business@thevanitycase.com), **Website:** [www.hindustanfoodslimited.com](http://www.hindustanfoodslimited.com)

**Tel. No.:** +91 22 6980 1700/01, **CIN:** L15139MH1984PLC316003

Date: May 14, 2026

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,

**Sub.: Monitoring Agency Report for the Quarter ended March 31, 2026**

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, 2026, issued by CARE Ratings Limited on dated May 14, 2026 the Monitoring Agency, appointed to monitor the utilization of proceeds of the Preferential issue of 67,39,072 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



No. CARE/HO/GEN/2026-27/1065

**The Board of Directors**  
**Hindustan Foods Limited**  
Level two, The Centrium,  
Phoenix Market City, LBS Marg,  
Kurla (W), Mumbai 400070

May 14, 2026

Dear Sir/Ma'am,

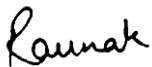
**Monitoring Agency Report for the quarter ended March 31, 2026 - in relation to the preferential issue of convertible equity share warrants of Hindustan Foods Limited ("the Company")**

We write in our capacity of Monitoring Agency for the preferential issue of convertible equity share warrants for the amount aggregating to Rs. 399.99 crore of the Company and refer to our duties cast under Regulation 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, 2026 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,



Raunak Modi  
Assistant Director  
raunak.modi@careedge.in

**Report of the Monitoring Agency**

Name of the issuer: Hindustan Foods Limited

For quarter ended: March 31, 2026

Name of the Monitoring Agency: CARE Ratings Limited

(a) Deviation from the objects: Nil

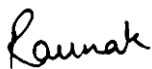
(b) Range of Deviation: N.A.

**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 Monitoring Agency (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 the date of allotment  
Type of issue (public/rights) : Preferential Issue  
Type of specified securities : Warrants convertible to equity shares  
IPO Grading, if any : Not Applicable  
Issue size (in crore) : Rs. 399.99 crore

**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?	No	Chartered Accountant certificate*, Form PAS-4, Management confirmation, Board Resolution dated June 18, 2025, shareholders resolution dated Sept 23, 2025, bank statements	All funds utilized in Q4 FY26 are as per the objects specified in the offer document and revised cost of objects as approved by the board and shareholders. However, it is to be noted that the company had revised the total cost of objects to Rs. 377.50 crore (gross proceeds) from Rs. 399.99 crore vide board resolution dated June 18, 2025 due to cancellation of 5,32,009 warrants owing to non-exercise of conversion option by investor. Subsequently, the cost of objects has been further amended, vide shareholders resolution dated September 23, 2025, by reclassifying Rs. 50.00 crore between objects.	No Comments
Whether shareholder approval has been obtained in case of material deviations# from expenditures disclosed in the Offer Document?	Yes	Form PAS-4, Shareholders resolution dated Sept 23, 2025	The cost of objects has been amended, vide shareholders resolution dated September 23, 2025, by reclassifying Rs. 50.00 crore between objects.	No Comments
Whether the means of finance for the disclosed objects of the issue have changed?	Yes	Chartered Accountant certificate*, Form PAS-4, Management confirmation, Board Resolution dated June 18, 2025, Shareholders resolution dated Sept 23, 2025	The company had revised the total cost of objects to Rs. 377.50 crore (gross proceeds) from Rs. 399.99 crore vide board resolution dated June 18, 2025 due to cancellation of 5,32,009 warrants owing to non-exercise of conversion option by investor. Subsequently, the cost of objects has	No Comments

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
			been further amended, vide shareholders resolution dated September 23, 2025, by reclassifying Rs. 50 crore between objects.	
Is there any major deviation observed over the earlier monitoring agency reports?	No	Previous MA report for the quarter ending December 31, 2025 dated February 10, 2026	There are no deviations observed over the last MA report	No Comments
Whether all Government/statutory approvals related to the object(s) have been obtained?	Yes	Chartered Accountant certificate*, Management confirmation	The MA has relied on the CA Certificate and management confirmation to ascertain this.	No Comments
Whether all arrangements pertaining to technical assistance/collaboration are in operation?	Not applicable	Chartered Accountant certificate*, Management confirmation	Nil	No Comments
Are there any favorable/unfavorable events affecting the viability of these object(s)?	Yes	Chartered Accountant certificate*, Management confirmation	The company cancelled 5,32,009 warrants due to non-exercise of the conversion option by one investor which led to reduction in amount raised by Rs. 22.50 crore (5.6% of gross proceeds), which may impact the viability of the objects.	No Comments
Is there any other relevant information that may materially affect the decision making of the investors?	No	Chartered Accountant certificate*, Management confirmation	Nil	No Comments

\*Chartered Accountants certificate from Muchhal & Gupta Chartered Accountants dated May 12, 2026 bearing UDIN 26142513GENKZR4788

#Where material deviation may be defined to mean:

- Deviation in the objects or purposes for which the funds have been raised
- 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 <sup>^</sup> 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#, Board Resolution Dated June 18,	175.00	108.12	Cost was initially reduced by Rs. 16.875 crore due to cancellation of warrants owing to non-exercise of	No Comments		

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 <sup>^</sup> 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
		2025, Shareholder resolution dated September 23, 2025			conversion option by one of the investors as approved by the board resolution dated June 18, 2025. Cost has been further revised through shareholders resolution dated September 23, 2025 by reclassifying Rs. 50 crore to other objects.			
2	Funding capital expenditure for new green field projects	Form PAS 4*, CA certificate, Shareholder resolution dated September 23, 2025	75.00	105.00	The company has reclassified Rs. 30 crore towards this object as approved by the shareholders resolution dated September 23, 2025	No Comments		
a.	Greenfield project of the company		50.00	60.00		No Comments		
b.	Greenfield project of the subsidiary company		25.00	45.00		No Comments		
3.	Funding capital expenditure for Brown field projects	Form PAS 4*, CA certificate, Shareholder resolution dated September 23, 2025	50.00	70.00	The company has reclassified ₹20 crore towards this object as approved by the shareholders resolution dated September 23, 2025	No Comments		
a.	Brown field project of the company		35.00	45.00		No Comments		
b.	Brown field project of the subsidiary company		15.00	25.00		No Comments		
4.	General Corporate purpose	Form PAS 4*, CA certificate, Board resolution dated June 18, 2025	96.50	90.88	Revision in cost due to cancellation of warrants owing to non-exercise of conversion option by one of the investors as approved by the board resolution dated June 18, 2025.	No Comments		
<b>Total</b>			<b>396.50</b>	<b>374.00</b>				

<sup>^</sup>As per revised cost of objects approved by the board resolution dated June 18, 2025. Further, cost of the object was revised as approved by the shareholders in the meeting (AGM) held on September 23, 2025

\*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 & Gupta Chartered Accountants dated May 12, 2026 bearing UDIN 26142513GENKZR4788

## (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	Revised Cost <sup>^</sup> in Rs. crore	Amount utilised in Rs. Crore			Total unutilised amount in Rs. crore	Comments of the Monitoring Agency	Comments of the Board of Directors	
					As at beginning of the quarter	During the quarter	At the end of the quarter			Reasons for idle funds	Proposed course of action
1	Funding Inorganic growth opportunities and strategic acquisition	CA Certificate*, Bank Statements, Stock exchange filing dated March 23, 2026	175.00	108.12	97.09	6.00	103.09	5.03	In Q4 FY26, the Company utilized ₹6.00 crore towards the acquisition of the business undertaking of M/s. Ultra Beauty Care Private Limited, pursuant to a Business Transfer Agreement (BTA) dated March 23, 2026. The total consideration agreed under the BTA is ₹19.90 crore, of which ₹6.00 crore had been paid as of March 31, 2026.	No Comments	No Comments
2	Funding capital expenditure for new green field projects										
a.	Greenfield project of the company	CA Certificate*, Bank statements, Sample Invoices	50.00	60.00	47.09	5.99	53.08	6.92	During the quarter the company has utilised ₹5.99 crore towards payment to vendors the green field project of the company.	No Comments	No Comments
b.	Greenfield project of the subsidiary company	CA Certificate*, Bank statements	25.00	45.00	24.06	-	24.06	20.94	No utilisation in Q4 FY26	No Comments	No Comments
3.	Funding capital expenditure for Brown field projects										
a.	Brown field project of the company	CA Certificate*, Bank statements, Sample Invoices	35.00	45.00	29.65	12.63	42.28	2.72	During the quarter the company has utilised ₹12.63 crore towards the payments of multiple vendors for the brown-field project of the company.	No Comments	No Comments
b.	Brown field project of the subsidiary company	CA Certificate*, Bank statements, Sample Invoices	15.00	25.00	12.05	12.77	24.82	0.18	During the quarter, the company utilized ₹12.77 crore toward payments to multiple vendors for the brownfield	No Comments	No Comments

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	Revised Cost <sup>^</sup> in Rs. crore	Amount utilised in Rs. Crore			Total unutilised amount in Rs. crore	Comments of the Monitoring Agency	Comments of the Board of Directors	
					As at beginning of the quarter	During the quarter	At the end of the quarter			Reasons for idle funds	Proposed course of action
									project of its subsidiary. The management has considered these expenses as pertaining to the subsidiary based on the shipping address of the subsidiary mentioned on the invoices - Silvassa, Daman and Diu.		
4.	General Corporate purpose	CA Certificate*, Bank statements, Ledger of vendors, sample invoices, Board Resolution dated August 08, 2025	96.50	90.88	57.31	16.94	74.25	16.63	In Q4 FY26 the company used ₹16.94 crore towards the payment to vendors for purchase of raw materials. As per the offer document, the net proceeds can be utilized for general corporate purposes in such a manner and proportion as may be decided by the board. The board has, vide resolution dated August 08, 2025, authorized the management of the company to decide in this regard. As per confirmation received from company's compliance officer, the management is defined as the Managing Director, an Executive Director and Chief Financial Officer, any of whom can singly authorize the expenditure. The MA has received an email from the CFO stating their approval for such expenses incurred under GCP.	No Comments	No Comments
<b>Total</b>			<b>396.50</b>	<b>374.00</b>	<b>267.25</b>	<b>54.33</b>	<b>321.58</b>	<b>52.42</b>			

\* Chartered Accountants certificate from Muchhal & Gupta Chartered Accountants dated May 12, 2026 bearing UDIN 26142513GENKZR4788

<sup>^</sup>As per revised cost of objects approved by the board resolution dated June 18, 2025. Further, the costs of the object were revised as approved by the shareholders in the meeting (AGM) held on September 23, 2025

<sup>1</sup>The company has received total funds of Rs. 377.50 crore till December 31, 2025 (In Q1FY26 the entire amount was received by company). Of this, Rs. 3.50 crore pertains to issue related expenses. Consequently, the net proceeds received amount to Rs. 374.00 crore

Note 1: The company has transferred the issue proceeds from monitoring account (HDFC Bank) to current accounts (maintained with HDFC Bank) for utilization of proceeds rather than utilizing the issue proceeds directly from monitoring account. Accordingly, there are numerous other debits and credits in the said current accounts resulting in the comingling of funds. The MA has relied on management declarations, CA certificate and examined the supporting documents.

(iii) Deployment of unutilized proceeds:

Sr. no.	Type of instrument and name of the entity invested in	Amount invested (₹ crore)	Maturity Date	Earning	ROI (%)	MV as on date
1	Fixed Deposit with HDFC Bank 50301270920426	2.53	29-06-2026	-	4.25%	-
2	Fixed Deposit with HDFC Bank 50301270950100	2.53	29-06-2026	-	4.25%	-
3	Fixed Deposit with HDFC Bank 50301270950702	2.52	29-06-2026	-	4.25%	-
4	Fixed Deposit with HDFC Bank 50301253202854	2.50	28-11-2026	-	6.25%	-
5	Fixed Deposit with HDFC Bank 50301253203475	2.50	28-11-2026	-	6.25%	-
6	Fixed Deposit with HDFC Bank 50301253213655	2.50	28-11-2026	-	6.25%	-
7	Fixed Deposit with HDFC Bank 50301282635980	2.50	22-07-2027	-	6.45%	-
8	Fixed Deposit with HDFC Bank 50301282636701	2.50	22-07-2027	-	6.45%	-
9	Fixed Deposit with HDFC Bank 50301282640504	2.50	22-07-2027	-	6.45%	-
10	Fixed Deposit with HDFC Bank 50301282641292	2.50	22-07-2027	-	6.45%	-
11	Fixed Deposit with HDFC Bank 50301328009810	2.50	28-03-2027	-	6.25%	-
12	Fixed Deposit with HDFC Bank 50301328010834	2.50	28-03-2027	-	6.25%	-
13	Fixed Deposit with HDFC Bank 50301328013142	2.50	28-03-2027	-	6.25%	-
14	Fixed Deposit with HDFC Bank 50301328014020	2.50	28-03-2027	-	6.25%	-
15	Fixed Deposit with HDFC Bank 50301328014632	2.50	28-03-2027	-	6.25%	-
16	Fixed Deposit with HDFC Bank 50301328020799	2.50	28-03-2027	-	6.25%	-
17	Fixed Deposit with HDFC Bank 50301328021533	2.50	28-03-2027	-	6.25%	-
18	Fixed Deposit with HDFC Bank 50301328022842	2.50	28-03-2027	-	6.25%	-
19	Fixed Deposit with HDFC Bank 50301328023374	2.50	28-03-2027	-	6.25%	-
20	Fixed Deposit with HDFC Bank 50301328023921	2.50	28-03-2027	-	6.25%	-
21	Fixed Deposit with HDFC Bank 50301253212451	1.34	28-11-2026	-	6.25%	-
22	Fixed Deposit with HDFC Bank 50301300199947	1.00	04-05-2026	-	4.25%	-
23	Fixed Deposit with HDFC Bank 50301299870405	0.90	03-09-2027	-	6.45%	-
24	Fixed Deposit with HDFC Bank 50301257877580	0.71	03-06-2026	-	4.25%	-
25	Fixed Deposit with HDFC Bank 50301270979782	0.65	29-06-2026	-	4.25%	-
26	Fixed Deposit with HDFC Bank 50301329420008	0.42	31-03-2027	-	6.25%	-
27	Fixed Deposit with HDFC Bank 50301092663084	0.01	31-01-2027	-	6.25%	-
		<b>55.09</b>				
	Less: Accrued Interest	0.96				
	Less: Money pertaining to Issue Expense	1.72				

Sr. no.	Type of instrument and name of the entity invested in	Amount invested (₹ crore)	Maturity Date	Earning	ROI (%)	MV as on date
	<b>Total Unutilised</b>	<b>52.42</b>				

Note: Verified from FD receipts and Chartered Accountants certificate from Muchhal & Gupta Chartered Accountants dated May 12, 2026 bearing UDIN 26142513GENKZR4788

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

Note: Verified via Chartered Accountants certificate from Muchhal & Gupta Chartered Accountants dated May 12, 2026 bearing UDIN 26142513GENKZR4788

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

Sr. No	Item Head <sup>^</sup>	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	Payment to vendors	16.94	CA Certificate*, Bank statements, sample invoices, ledger of vendors, Board Resolution dated August 08, 2025	In Q4FY26 the company has utilized ₹16.94 crore towards the payment to vendors for purchase of raw materials. As per the offer document, the net proceeds can be utilized for general corporate purposes in such a manner and proportion as may be decided by the board. The board has, vide resolution dated August 08, 2025, authorized the management of the company to decide in this regard. As per confirmation received from company's compliance officer, the management is defined as the Managing Director, an Executive Director and Chief Financial Officer, any of whom can singly authorize the expenditure. The MA has received an email from the CFO stating their approval for such expenses incurred under GCP.	No Comments
	<b>Total</b>	<b>16.94</b>			

\* Chartered Accountants certificate from Muchhal & Gupta Chartered Accountants dated May 12, 2026 bearing UDIN 26142513GENKZR4788

<sup>^</sup> 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 ”*

**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 peer reviewed audit firm 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 peer reviewed audit firm, 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.

