



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: September 22, 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: HNFDFS
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Sub: Outcome of the Board Meeting held on September 22, 2023 under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

Dear Sir/Madam,

With reference to above, we hereby inform you that the Board of Directors of Hindustan Foods Limited (the “**Company**”) at their meeting held today i.e. Friday, September 22, 2023 has approved the following:

1. Preferential Allotment of Convertible Warrants to Qualified Institutional Buyers (“QIB Allottees”): Non-Promoter Category

To Issue and Allot 56,75,054 Convertible Warrants (“**Warrants**”), to Qualified Institutional Buyers (“**QIB Allottees**”), on a preferential basis in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018 (“**SEBI ICDR Regulations**”), as amended, and other applicable laws, at a price of Rs. 546.25/- (Rupees Five Hundred Forty Six and Paise Twenty Five Only) per Warrant, each Warrant convertible into 1 Equity Share of face value of Rs. 2/- each fully paid up at a premium of Rs. 544.25/- (Rupees Five Hundred Forty Four and Paise Twenty Five Only), subject to it being in compliance with the minimum price calculated in accordance with Regulation 164 for Preferential Issue contained in Chapter V of the SEBI ICDR Regulations as amended, subject to the approval of regulatory/ statutory authorities and the shareholders of the Company.





2. Preferential Allotment of Convertible Warrants to Non QIB: Non-Promoter Category

To Issue and Allot 15,96,027 Convertible Warrants (“**Warrants**”), to Non QIB Allottees (“**Non QIB Allottee**”), on a preferential basis in accordance with Chapter V of the SEBI ICDR Regulations, as amended, and other applicable laws, at a price of Rs. 563.90/- (Rupees Five Hundred Sixty Three and Paise Ninety Only) per Warrant, each Warrant convertible into 1 Equity Share of face value of Rs. 2/- each fully paid up at a premium of Rs. 561.90/- (Rupees Five Hundred Sixty One and Paise Ninety Only) subject to it being in compliance with the minimum price calculated in accordance with Regulation 164 for Preferential Issue contained in Chapter V of the SEBI ICDR Regulations as amended, subject to the approval of regulatory/ statutory authorities and the shareholders of the Company.

3. The Board, in the aforesaid connection, approved the issue of Notice for convening an Extra Ordinary General Meeting (“**EGM**”) of the Shareholders of the Company to be held on **Friday, October 20, 2023**, to seek necessary approval of the Shareholders for the proposed Preferential Issue.

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 meeting commenced at 04:30 p.m. and concluded at 06:45 p.m.

This is for your information and records.

Thanking you,

Yours faithfully,

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 Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 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.

A. 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
b)	Type of issuance	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/- per Warrant, each convertible into 1 Equity Share of face value of Rs. 2/- each fully paid up at a premium of Rs. 544.25/- in Cash, for an aggregate consideration of upto Rs. 3,09,99,98,247.50/-
In case of preferential issue the listed entity shall disclose the following additional details to the stock exchange(s):		
i.	Name of Investors and their corresponding subscription of No. of Warrants	Infinity Holdings – 14,64,530 Infinity Holding Sidecar I – 14,64,530 Malabar Select Fund – 9,15,331 Sixth Sense India Opportunities III – 18,30,663
ii.	Post Allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors;	Not Applicable
iii.	in case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument;	25% of the Consideration of the Warrant would be payable at the time of application and the balance would be payable at the time of conversion of the Warrants into Equity Shares. Each Warrant is convertible into 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.



B. Issuance of Securities to Non QIBs -Non Promoter Category

Sr. No.	Particulars of Securities	Details of Securities
a)	Type of securities proposed to be issued	Convertible Warrants
b)	Type of issuance	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/- per Warrant, each convertible into 1 Equity Share of face value of Rs. 2/- each fully paid up at a premium of Rs. 561.90/- in Cash, for an aggregate consideration of upto Rs. 89,99,99,625.30/-
In case of preferential issue the listed entity shall disclose the following additional details to the stock exchange(s):		
i.	Name of Investors	Bay Capital Holdings Limited – 10,64,018 Vanaja Sundar Iyer – 5,32,009
ii.	Post Allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors;	Not Applicable
iii.	in case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument;	25% of the Consideration of the Warrant would be payable at the time of application and the balance would be payable at the time of conversion of the Warrants into Equity Shares. Each Warrant is convertible into 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.