



Hindustan Foods Ltd.

Corporate Headquarters & Registered Office : Dempo House, Campal, Panaji, Goa - 403 001.
Ph. : 832 - 2441300, Gram : 'hindfood. Fax : 91 - 832 - 2225098, 2228588,
E-mail : hfl@dempos.com, Website: www.hflgoa.com CIN: L15139GA1984PLC000601

Company Scrip Code: 519126
ISIN Code: INE254N01018

Ref : HFL/07/2018/45

Date : 24th July, 2018.

To,
The General Manager
Department of Corporate Services
The Bombay Stock Exchange Limited
Floor 25, P. J. Towers, Dalal Street,
Mumbai-400 001.
Tel : (022) 2272 1233 / 34

Through Listing Centre

Sub.: Declaration of result of Postal Ballot under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements), 2015('SEBI LODR')

Dear Sir / Madam,

This has reference to our letter dated 15th June, 2018 enclosing the Postal Ballot Notice along with explanatory statement seeking the consent of the members by way of ordinary/ special resolution vide postal ballot/ e-voting with respect to following items of business:

1. To shift Registered Office from Goa to Maharashtra and corresponding amendment in the Memorandum of Association pursuant to the shift of Registered Office.
2. To increase the Authorized Share Capital of the Company to Rs. 21.50 Cr. divided into 1,95,00,000 Equity Shares of Rs. 10/- each and 2,00,000 9% Redeemable Preference shares of Rs. 100/- each.
3. To amend the Memorandum and Articles of Association pursuant to increase in Share Capital.
4. To issue 5, 00,000 Equity Shares (maximum) to the Promoter/ Promoter Group of the Company on preferential basis.

Pursuant to Regulation 44(3) of SEBI (LODR), we would like to inform you that the Resolutions 1, 2, 3 and 4 as mentioned above have been passed by the members of the company with requisite majority.

...2/-

Beena

Factory : Usgao, Ponda, Goa, Phone : 6531755, Fax : 2348009
E-mail : hfladmin@dempos.com / hflaccounts@dempos.com

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The approval is deemed to have been received on the last date of receipt of postal ballot forms i.e. on July 17, 2018.

Please find enclosed the voting results and scrutinizer's report. The same will also be made available on the Company's website at www.hflgoa.com

This is for your information and records.

Thanking you,

Yours faithfully

For **HINDUSTAN FOODS LIMITED**

A handwritten signature in black ink, appearing to read 'Beena', with a long horizontal stroke extending to the right.

Beena M. Mahambrey
Company Secretary
ACS 18806

Encl.: as above



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Details of the voting results of the Postal Ballot including votes cast through e-voting pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the AGM/EGM	Not Applicable (The resolutions were passed through Postal Ballot)
Total number of shareholders as on record date (Cut-off date) on 25-05-2018	6,779
No. of shareholders present in the meeting either in person or through proxy Promoters and Promoter Group Public	Not Applicable Not Applicable
No. of shareholders attended the meeting through Video Conferencing Promoters and Promoter Group Public	Not Applicable Not Applicable

Agenda-wise disclosure:

ITEM NO.1 : Increase in Authorised Share Capital and alteration of Memorandum of Association :

Resolution required: (Ordinary/Special)					Ordinary			
Whether promoter / promoter group are interested in the agenda / resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	7847294	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (If applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	7847294	0	0.0000	0	0	0.0000	0.0000
Public - Institutions	E-voting	7200	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (If applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	7200	0	0.0000	0	0	0.0000	0.0000
Public - Non Institutions	E-voting	5138006	43490	0.8464	43465	25	99.9425	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (If applicable)		9797	0.1907	9497	300	96.9378	3.0622
	Total	5138006	53287	1.0371	52962	325	99.3901	0.6099
Total		12992500*	53287	0.4101	52962	325	99.3901	0.6099

* As on the "cut off" date i.e. May 25, 2018, the issued, subscribed & paid-up share capital of the Company was Rs. 12,99,25,000/- comprising of 1,29,92,500 Equity shares of Rs. 10/- each.



Factory : Usgao, Ponda, Goa, Phone : 6531755, Fax : 2348009

E-mail : hfladmin@dempos.com / hflaccounts@dempos.com

ITEM NO.2: Alteration of Articles of Association :

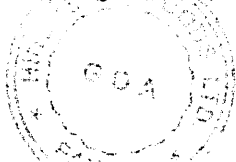
Resolution required: (Ordinary/Special)					Special			
Whether promoter / promoter group are interested in the agenda / resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	7847294	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (If applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	7847294	0	0.0000	0	0	0.0000	0.0000
Public - Institutions	E-voting	7200	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (If applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	7200	0	0.0000	0	0	0.0000	0.0000
Public - Non Institutions	E-voting	5138006	43490	0.8464	43265	225	99.4826	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (If applicable)		9797	0.1907	9597	200	97.9586	2.0414
	Total	5138006	53287	1.0371	52862	425	99.2024	0.7976
Total		12992500*	53287	0.4101	52862	425	99.2024	0.7976

* As on the "cut off date i.e. May 25, 2018, the issued, subscribed & paid-up share capital of the Company was Rs. 12,99,25,000/- comprising of 1,29,92,500 Equity shares of Rs. 10/- each.

ITEM NO.3: Shifting of Registered Office of the Company :

Resolution required: (Ordinary/Special)					Special			
Whether promoter / promoter group are interested in the agenda / resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	7847294	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (If applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	7847294	0	0.0000	0	0	0.0000	0.0000
Public - Institutions	E-voting	7200	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (If applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	7200	0	0.0000	0	0	0.0000	0.0000
Public - Non Institutions	E-voting	5138006	43490	0.8464	43397	93	99.7862	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (If applicable)		9797	0.1907	9697	100	98.9793	1.0207
	Total	5138006	53287	1.0371	53094	193	99.6378	0.3622
Total		12992500*	53287	0.4101	53094	193	99.6378	0.3622

* As on the "cut off date i.e. May 25, 2018, the issued, subscribed & paid-up share capital of the Company was Rs. 12,99,25,000/- comprising of 1,29,92,500 Equity shares of Rs. 10/- each.



Beena

ITEM NO.4: Issue of Equity Shares on Preferential Basis :

Resolution required: (Ordinary/Special)					Special			
Whether promoter / promoter group are interested in the agenda / resolution?					Yes, to the extent of shares allotted to them.			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	7847294	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (If applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	7847294	0	0.0000	0	0	0.0000	0.0000
Public - Institutions	E-voting	7200	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (If applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	7200	0	0.0000	0	0	0.0000	0.0000
Public - Non Institutions	E-voting	5138006	43490	0.8464	43265	225	99.4826	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (If applicable)		9797	0.1907	9097	700	92.8550	7.1450
	Total	5138006	53287	1.0371	52362	925	98.2641	1.7359
Total		12992500*	53287	0.4101	52362	925	98.2641	1.7359

* As on the "cut off" date i.e. May 25, 2018, the issued, subscribed & paid-up share capital of the Company was Rs. 12,99,25,000/- comprising of 1,29,92,500 Equity shares of Rs. 10/- each.

For Hindustan Foods Limited

Beena
Beena M. Mahambrey
Company Secretary
ACS: 18806

24th July, 2018



To,
The Chairperson
Hindustan Foods Limited
Dempo House, Campal,
Panaji-Goa 403001

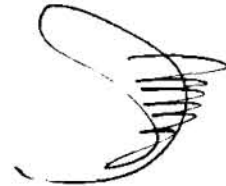
Re.: Report of Scrutinizer on passing of resolution through Postal Ballot and e-Voting

Dear Sir,

I, Sadashiv V. Shet, *Practicing Company Secretary* (having Certificate of Practice No. 2540), was appointed as a Scrutinizer by the Board of Directors of Hindustan Foods Limited ("the Company") for the purpose of conducting the postal ballot voting process for passing of the Special resolution as set out in the Notice of the Postal Ballot dated June 01, 2018 issued by the Company.

I hereby submit my report as under:

1. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and pursuant to the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility also to its Members to enable them to cast their votes electronically in respect of the aforesaid postal ballot.
2. The shareholders holding shares either in physical form or in dematerialized form as on the "cut off" date i.e. Friday, May 25th 2018, were entitled to vote through e-voting and through postal ballot on the Special Resolution as set out in the Notice of Postal Ballot dated 01st June 2018, of the Company. As on the "cut off" date i.e. Friday, May 25th 2018, the issued, subscribed & paid-up share capital of the Company was Rs.145,925,000/- comprising of 12,992,500 Equity shares of Rs. 10/- each and 160,000 9 % Redeemable Non-Convertible Preference Shares of Rs. 100/- each.
3. The Company had completed by 15TH June 2018, the dispatch of the Postal Ballot Forms to all the shareholders of the Company whose names appeared on the Register of Members/List of Beneficiaries as on 25th May 2018, as per following details:
 - a) NSDL had mailed the Postal Ballot Notice along with the Postal Ballot Form electronically to those shareholders who had registered their email ID's with the Company/Depositories; and
 - b) The Company had couriered/posted the Postal Ballot Notice along with the Postal Ballot Form and a self-addressed postage prepaid Business Reply Envelope to the rest of the shareholders.



4. The Company published Newspaper Advertisement on June, 16, 2018. in The Financial Express and The Navhind Times (English Dailies) and The Navprabha (Marathi Daily) regarding dispatch of the Notice of Postal Ballot along with the Postal Ballot Form and containing all the matters required under the Companies Act, 2013 and relevant rules.
5. Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.
6. All postal ballot forms received up to 5:00 p.m. on July 17, 2018, being the last date fixed by the Company for receipt of the forms, were considered for my scrutiny.
7. The postal ballot forms were kept under my safe custody before commencing the scrutiny of the said postal ballot forms.
8. The postal ballot forms were duly opened, scrutinized and the shareholding was matched/confirmed with the Register of Members/List of Beneficiaries of the Company
9. No postal ballot forms were received after 5:00 p.m. on July 17, 2018 till the signing of this report.
10. I did not find any defaced or mutilated ballot paper.
11. A summary of the voting (through physical postal ballot forms and through e-voting) is given below:

ITEM NO. 1: ORDINARY RESOLUTION

Increase in Authorised Share Capital and alteration of Memorandum of Association

i) Voted in favour of the resolution:

Particulars of Postal Ballot Voting	Number of share-holders voted	Number of votes cast by them	% of total number of valid votes cast
Physical	75	9497	-
E-voting	24	43465	-
Total	99	52962	99.3901

Against

Particulars of Postal Ballot Voting	Number of share-holders voted	Number of votes cast by them	% of total number of valid votes cast
Physical	3	300	-
E-voting	1	25	-
Total	4	325	0.6099

Invalid

Particulars of Postal Ballot Voting	Total number of shareholders whose votes were declared invalid	Total number of votes cast by them
Physical	1	200
E-voting	Nil	N.A.
Total	1	200

ITEM NO. 2: SPECIAL RESOLUTION

Alteration of Articles of Association

i) Voted in favour of the resolution:

Particulars of Postal Ballot Voting	Number of share-holders voted	Number of votes cast by them	% of total number of valid votes cast
Physical	76	9597	-
E-voting	23	43265	-
Total	99	52862	99.2024

Against

Particulars of Postal Ballot Voting	Number of share-holders voted	Number of votes cast by them	% of total number of valid votes cast
Physical	2	200	-
E-voting	2	225	-
Total	4	425	0.7976

Invalid

Particulars of Postal Ballot Voting	Total number of shareholders whose votes were declared invalid	Total number of votes cast by them
Physical	1	200
E-voting	Nil	N.A.
Total	1	200




ITEM NO. 3: SPECIAL RESOLUTION**Shifting of Registered Office of the Company****i) Voted in favour of Resolution**

Particulars of Postal Ballot Voting	Number of share-holders voted	Number of votes cast by them	% of total number of valid votes cast
Physical	77	9697	-
E-voting	23	43397	-
Total	100	53094	99.6378

Against

Particulars of Postal Ballot Voting	Number of share-holders voted	Number of votes cast by them	% of total number of valid votes cast
Physical	1	100	-
E-voting	2	93	-
Total	3	193	0.3622

Invalid

Particulars of Postal Ballot Voting	Total number of shareholders whose votes were declared invalid	Total number of votes cast by them
Physical	1	200
E-voting	Nil	N.A.
Total	1	200

ITEM NO. 4: SPECIAL RESOLUTION**Issue of Equity Shares on Preferential Basis****i) Voted in favour of Resolution**

Particulars of Postal Ballot Voting	Number of share-holders voted	Number of votes cast by them	% of total number of valid votes cast
Physical	73	9097	-
E-voting	23	43265	-
Total	96	52362	98.2641



Particulars of Postal Ballot Voting	Number of share-holders voted	Number of votes cast by them	% of total number of valid votes cast
Physical	5	700	-
E-voting	2	225	-
Total	7	925	1.7359

Invalid

Particulars of Postal Ballot Voting	Total number of shareholders whose votes were declared invalid	Total number of votes cast by them
Physical	1	200
E-voting	Nil	N.A.
Total	1	200

The postal ballot forms and other related papers/registers and records were handed over to the Company Secretary for safe keeping.

I report that the Resolution has been passed by the shareholders by the requisite majority.

You may accordingly declare the result of the voting by Postal Ballot and e-Voting.

Thanking you,

Yours faithfully,




(Sadashiv V. Shet)
Practicing Company Secretary
Membership No. 2477
C. P. No. 2540

Date: July 21, 2018

Place: Panaji-Goa.