



HINDUSTAN FOODS LIMITED

A Vanity Case Group Company

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. +91-22-61801700 / 01 CIN: L15139MH1984PLC316003

Company Scrip Code: 519126

Date: 7th January, 2020

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 Online Listing Centre

Dear Sir/ Madam,

Sub: Outcome of Postal Ballot Result pursuant to Regulation 30, 44 and other applicable Regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to our letters dated 11th November, 2019 and 5th December, 2019 in relation to the dispatch of Notice of Postal Ballot to the Members of the Company seeking their approval through Ordinary Resolutions as mentioned in the Notice of Postal Ballot, we enclose herewith the Scrutinizer's combined report dated 7th January, 2020.

Further, pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the details of the voting results in the format specified in the Listing Regulations is also enclosed.

The voting period was closed on 4th January, 2020 and the Scrutinizer has submitted their report and the result of the voting were declared on 7th January, 2020. Based on the Scrutinizer's Report, the Ordinary Resolutions in the aforesaid Notice of Postal Ballot has been passed with the requisite majority by the Members of the Company.

Thanking you,

Yours faithfully,

For **HINDUSTAN FOODS LIMITED**


Bankim Purohit
Company Secretary
ACS: 21865



Encl: as above

Report of Scrutinizer on E-Voting and Postal Ballot Process

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with 22 of the Companies (Management and Administration) Rules, 2014]

To

Board of Directors,

Hindustan Foods Limited

Office No. 03, Level 2, Centrium, Phoenix Market City,
15, Lal Bahadur Shastri Road, Kurla, Mumbai - 400070.

Dear Sirs,

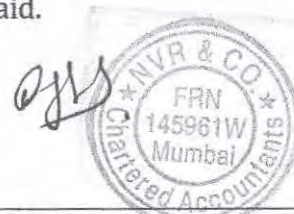
Sub: Scrutinizer's Report on E- Voting and Postal Ballot Process conducted pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ('the Act') read with 22 of the Companies (Management and Administration) Rules, 2014

The Board of Directors of Hindustan Foods Limited ('the Company') have vide resolution passed on 11th November, 2019, decided to provide to the members of the Company, a facility to exercise their voting rights on the resolutions for:

1. Approval for Related Party Transactions With M/s. Sundaram Cosmetics and M/s. Mahak Cosmetics and Credit Private Limited
2. Approval for Related Party Transactions With M/s. Shivom Industries and M/s. Galaxy Healthcare Products

Pursuant to the provisions of Section 108 & 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

I, Vivek Gaggar, Chartered Accountant in Practice having membership no. 162330, and Partner of N V R & Co., Chartered Accountants, Mumbai has been appointed as the Scrutinizer by the Board of Directors of the Company vide resolution passed on 11th November 2019 as required under Section 108 and 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the e-voting process and Postal Ballot process in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as aforesaid.



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Borivali (East), Mumbai - 400 066

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The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and Postal Ballot on the resolutions mentioned above. My responsibility as a Scrutinizer is restricted to ensure that the e-voting process and Postal Ballot process is conducted in a fair and transparent manner and make the Scrutinizers report of the votes cast "in favour" or "against" the resolutions stated above, based on the postal ballots received by the Company & reports generated from the e-voting system provided by the National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities, engaged by the Company.

The notice dated 11th November, 2019 was sent to the shareholders of the Company along with statement setting out material facts under Section 102 of the Companies Act, 2013.

The members of the Company holding shares on the cut-off date i.e. 29th November, 2019 were entitled to vote on the resolutions proposed and as set out in the Notice.

The Company published Newspaper Advertisement on 6th December, 2019 in The Free Press Journal (in English) and the Navshakti (in Marathi) regarding dispatch of Notice of Postal Ballot along with the Postal Ballot Form and containing all the matters required under the Companies Act, 2013 and relevant rules.

In this regard, I submit my report as under:

1. The e-voting period remained open from Friday, 6th December, 2019 (9:00 AM) to Saturday, 4th January, 2020 (5:00 PM).
2. The details containing list of the shareholders who voted for or against each of the resolutions that were put to vote were downloaded from the e-voting website of NSDL.

(<https://www.evoting.nsdl.com/>)

3. I have scrutinized the votes casted through electronic means and through postal ballot process for the purpose of this report.
4. The company dispatched postal ballot forms along with postage prepaid business reply envelope to its members whose name(s) appeared on the Register of Members as on Friday, 29th November, 2019 and whose email ids were not registered for e voting.
5. Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.
6. The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with the Register of Members of the company as on 29th November, 2019 being the cut-off date for dispatch of postal ballot notice.
7. All postal ballot forms received upto the close of working hours i.e. 5:00 P.M. on Saturday, 4th January, 2020, the last date and time fixed by the company for receipt of the forms, were considered for my scrutiny.
8. No postal ballot forms were received after 5:00 pm of 4th January, 2020 till the signing of this report.



9. I did not find any defaced or mutilated ballot paper.
10. The particulars of all the votes casted by postal ballots as well as through e-voting process have been recorded in a register separately maintained for the purpose.

A. A summary of the E-voting and Postal Ballot Process is given below:

Sr No.	Particulars	No. of Postal ballot forms/ e-voting options	No. of shares
1a	Total Postal ballot forms received	35	5,84,344
1b	Total E-voting options received	35	6,53,145
	Total (1a + 1b)	70	12,37,489
2	Less:- Invalid Postal Ballot Forms	9	26,078
3	Net valid postal ballot forms (As per register)	26	5,58,266
4	Net E-voting options	35	6,53,145
5	Total (3 + 4)	61	12,11,411

11. The result of the e-voting is given below:

Sr No.	Particulars of Resolution	Type of Resolution	Votes in Favour (In No.)	Votes in Favour (In %)	Votes in Against (In No.)	Votes in Against (In %)
1	Approval for Related Party Transactions With M/s. Sundaram Cosmetics and M/s. Mahak Cosmetics and Credit Private Limited	Ordinary	6,53,120	99.996%	25	0.004%
2	Approval for Related Party Transactions With M/s. Shivom Industries and M/s. Galaxy Healthcare Products	Ordinary	6,53,120	99.996%	25	0.004%

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12. The result of the Physical Postal ballot process is given below:

Sr No.	Particulars of Resolution	Type of Resolution	Votes in Favour (In No.)	Votes in Favour (In %)	Votes in Against (In No.)	Votes in Against (In %)
1	Approval for Related Party Transactions With M/s. Sundaram Cosmetics and M/s. Mahak Cosmetics and Credit Private Limited	Ordinary	5,58,266	100.00%	0	0%
2	Approval for Related Party Transactions With M/s. Shivom Industries and M/s. Galaxy Healthcare Products	Ordinary	5,58,266	100.00%	0	0%

13. The Combined Result of e-voting and postal ballot process is given below:

Sr No.	Particulars of Resolution	Type of Resolution	Votes in Favour (In No.)	Votes in Favour (In %)	Votes in Against (In No.)	Votes in Against (In %)
1	Approval for Related Party Transactions With M/s. Sundaram Cosmetics and M/s. Mahak Cosmetics and Credit Private Limited	Ordinary	12,11,386	99.998%	25	0.002%
2	Approval for Related Party Transactions With M/s. Shivom Industries and M/s. Galaxy Healthcare Products	Ordinary	12,11,386	99.998%	25	0.002%



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14. The Register, all other papers and relevant records relating to voting shall remain in our custody until the Board of Directors of the Company considers, approves and signs the result of the Postal Ballot.
15. Result: All the resolutions have secured requisite majority of votes, the respective resolutions may be considered to have been passed by the shareholders with requisite majority.
16. The Board of Directors of the Company may accordingly declare the results of voting by Postal ballot and e-Voting.

Thanking You,

Yours faithfully,

For N V R & Co.

Chartered Accountants

Firm Registration Number: - 145961W



Vivek Gaggar

Membership Number: - 162330

Partner

Scrutinizer appointed for the e-voting and postal ballot process by the Board of Directors

UDIN: - 20162330AAAAAC4468

Date: 7th January, 2020

Place: Mumbai





Details of the voting results of the Postal Ballot

Cut-off Date	29 th November, 2019
Total number of shareholders as on record date (Cut-off date) on 29-11-2019	7223
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: Approval for Related Party Transactions with M/s. Sundaram Cosmetics and M/s. Mahak Cosmetics and Credit Private Limited:

Resolution required: (Ordinary/Special)					Ordinary			
Whether promoter / promoter group are interested in the agenda / resolution?					Yes*			
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	8347294	500000	5.9900	500000	0	100.0000	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		500000	5.9900	500000	0	100.0000	0.0000
Public - Institutions	E-voting	2110956	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		0	0.0000	0	0	0.0000	0.0000
Public - Non Institutions	E-voting	3034250	153145	5.0472	153120	25	99.9837	0.0163
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (If applicable)		558266	18.3988	558266	0	100.0000	0.0000
	Total		711411	23.4460	711386	25	99.9965	0.0035
Total		13492500	1211411	8.9784	1211386	25	99.9979	0.0021

*In accordance with the second proviso to section 188(1) of the Companies Act, 2013, the concerned Related Party did not voted for/against the Resolution as mentioned in the Notice of Postal Ballot dated 11th November, 2019.

For HINDUSTAN FOODS LIMITED

Bankim Purohit
BANKIM PUROHIT
COMPANY SECRETARY



VANITYCASE
Integrity Initiative Innovation



ITEM NO.2: Approval for Related Party Transactions With M/s. Shivom Industries and M/s. Galaxy Healthcare Products

Resolution required: (Ordinary/Special)					Ordinary			
Whether promoter / promoter group are interested in the agenda / resolution?					Yes*			
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	8347294	500000	5.9900	500000	0	100.0000	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		500000	0.0000	500000	0	100.0000	0.0000
Public - Institutions	E-voting	2110956	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		0	0.0000	0	0	0.0000	0.0000
Public - Non Institutions	E-voting	3034250	153145	5.0472	153120	25	99.9837	0.0163
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (If applicable)		558266	18.3988	558266	0	100.0000	0.0000
	Total		711411	23.4460	711386	25	99.9965	0.0035
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*In accordance with the second proviso to section 188(1) of the Companies Act, 2013, the concerned Related Party did not voted for/against the Resolution as mentioned in the Notice of Postal Ballot dated 11th November, 2019.

For HINDUSTAN FOODS LIMITED

Bankim Purohit
BANKIM PUROHIT
COMPANY SECRETARY

