



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

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended and applicable Circulars issued by the Ministry of Corporate Affairs, from time to time]

E-VOTING STARTS ON	E-VOTING ENDS ON
Sunday, December 24, 2023 at 9:00 Hours IST	Monday, January 22, 2024 at 17:00 Hours IST

Dear Member(s),

Notice is hereby given, pursuant to the provisions of Section 110 of the Companies Act, 2013 (**"Act"**) read with Rule 22 of Companies (Management and Administration) Rules, 2014 as amended (the **"Rules"**) including any statutory modification or re-enactment thereof for the time being in force, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**), Secretarial Standard- 2 on General Meetings (**"SS-2"**) and any other applicable laws and regulations, if any, seeking approval of the Members of **Hindustan Foods Limited (the "Company")** on the below appended resolution by way of Special Resolution by means of Postal Ballot to vote through remote Electronic Voting (**"E-voting"**).

An Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions, pertaining to the below appended resolution setting out the material facts and the reasons thereof, is annexed herewith for your consideration.

Pursuant to the MCA General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (**"MCA"**) (hereinafter collectively referred to as **"MCA Circulars"**), this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories/RTA. If your e-mail address is not registered with the Company / Depositories / RTA, please follow the process provided in the notes to receive this Postal Ballot Notice. The communication of the assent or dissent of the Members would only take place through the remote E-voting system.

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Rules, as amended; (ii) Regulation 44 of the SEBI Listing Regulations and (iii) MCA Circulars, the Company has provided Remote E-voting facility, to its Members to enable them to cast their votes electronically. For this purpose, the Company has engaged the services of Link Intime India Private Limited (**"LIPL"**) as the agency to provide E-voting facility through their website viz. <https://instavote.linkintime.co.in>. The instructions for Remote E-voting are appended to this Postal Ballot Notice.

Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the Remote E-voting process, not later than 17:00 hours IST on Monday, January 22, 2024. Remote E-voting facility will be blocked by LIPL immediately thereafter and the Members will not be allowed to cast their votes beyond the said date and time.

Please note that there will be no dispatch of physical copies of Notice or Postal Ballot Forms to the Members of the Company, since such requirement is dispensed with as per the abovementioned MCA Circulars and consequently, no physical Ballot Forms will be accepted by the Company.

The Board of Directors of the Company, at its Meeting held on November 8, 2023 appointed Mr. Prashant Sharma, (Membership No.: ACS 21775) of M/s. Prashant Sharma & Associates, Practicing Company Secretaries (COP No. 7902), as the Scrutiniser for conducting the Postal Ballot (E-voting) process in fair and transparent manner in accordance with the provisions of Act and Rule 22 of the Companies (Management and Administration) Rules, 2014.

The Scrutiniser will submit the report to the Chairman of the Company or any other person authorised by him, upon completion of the scrutiny of the Postal Ballot. The results of the Postal Ballot will be announced by any one of the Directors of the Company or a Company Secretary on or before **Wednesday, January 24, 2024** at the Registered Office of the Company on or before 17:00 hours IST. The results of the Postal Ballot shall be posted on the Company's website viz. www.hindustanfoodslimited.com and on LIIPL's website viz. <https://instavote.linkintime.co.in> besides communicating to the BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") (hereinafter collectively referred to as "**Stock Exchanges**"), where the Equity Shares of the Company are listed. The proposed resolution, if approved by requisite majority, shall be deemed to have been passed on the last date of E-voting, i.e. **Monday, January 22, 2024**.

SPECIAL BUSINESS:

ITEM NO. 1: Re-appointment of Mr Neeraj Chandra (DIN: 00444694) as an Independent Director of the Company for the 2nd term of 5 (five) consecutive years:

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("**Act**") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr Neeraj Chandra (DIN: 00444694), who was appointed as an Independent Director and who holds office as an Independent Director upto January 24, 2024 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, being eligible, be and is hereby re- appointed as an Independent Director, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years w.e.f. January 25, 2024 up to January 24, 2029;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors

Place : Mumbai
Date : November 8, 2023

Bankim Purohit
Company Secretary
ACS : 21865

Registered Office:
Office No.3, Level-2, Centrium, Phoenix Market City,
15, LBS Road, Kurla (West), Mumbai 400 070
Website: www.hindustanfoodslimited.com
Email: investorrelations@thevanitycase.com
CIN: L15139MH1984PLC316003

NOTES:

1. The Explanatory Statement, pursuant to Section 102 of the Act read together with Rule 22 of the Companies (Management and Administration) Rules, 2014, in respect of the proposed Special Resolution setting out all the material facts and reasons are enclosed herewith and forms part of this Notice.
2. In terms of Section 110 of the Act read with Rule 22 of Companies (Management and Administration) Rules, 2014 and Regulation 17(11) of the Listing Regulations, the business set out in the Notice above is sought to be passed by Postal Ballot. Accordingly, your approval is sought for the resolution contained in this Notice through remote E-voting.
3. The Postal Ballot Notice is being sent only by e-mail to those Members who have registered their e-mail address with their Depository Participant(s) (“DPs”) or with LIPL, Registrar and Share Transfer Agent (“RTA”) of the Company and whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (“NSDL”)/Central Depository Services (India) Limited (“CDSL”) as on **Friday, December 15, 2023 (“Cut-off date”)** in accordance with the provisions of the Act read with Rules made thereunder and MCA Circulars. In accordance with the MCA Circulars mentioned above, the physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of remote E-voting only.
4. The Cut-off date for reckoning the voting rights of the Members of the Company is **Friday, December 15, 2023 (“Cut-off date”)**. Member(s) holding Equity Shares as on Cut-off date may cast their vote through E-voting only and a person who is not a Member as on the Cut-off date shall treat this Notice for information purpose only. The E-voting period shall commence on **Sunday, December 24, 2023 at 9:00 Hours IST and E-voting period ends on Monday, January 22, 2024 at 17:00 Hours IST.**
5. The Board of Directors at its Meeting held on November 8, 2023 has appointed Mr. Prashant Sharma (Membership No.: ACS 21775) of M/s. Prashant Sharma & Associates, Practicing Company Secretaries (COP No.: 7902), as the Scrutiniser for conducting the Postal Ballot (E-voting) process in fair and transparent manner in accordance with the provisions of Act and Rule 22 of the Companies (Management and Administration) Rules, 2014.
6. The Notice of Postal Ballot is also placed on the website of the Company i.e. www.hindustanfoodslimited.com and the website of LIPL i.e. <https://instavote.linkintime.co.in> and at the relevant sections of the website of the Stock Exchanges on which the Shares of the Company are listed i.e. BSE (www.bseindia.com) and NSE (www.nseindia.com).
7. Resolution passed by the Members through Postal Ballot are deemed to have been passed as if the same has been passed at a General Meeting of the Members.
8. The decision of the Scrutiniser on the validity of the votes cast through remote E-voting and any other matter in this regard shall be final and binding.
9. All relevant documents referred in the Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days between 11.00 Hours IST to 17.00 Hours IST except Saturdays, Sundays and public holidays upto the last date of voting under Postal Ballot i.e. Monday, January 22, 2024.
10. Procedure for registering the e-mail addresses for obtaining the Notice of Postal Ballot and remote E-voting instructions by the Members whose e-mail addresses are not registered with the DPs (in case of Members holding shares in demat form) or with LIPL (in case of Members holding shares in physical form) is provided hereunder.
11. Pursuant to Section 101 of the Act read with relevant Rule made there under, Companies can serve Notice and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the DP(s). Members holding shares in physical form and have not registered their e-mail address can now register the same by clicking the link: www.linkintime.co.in under Investor Services > E-mail/Bank detail Registration - fill in the details, upload the required documents and submit. Members holding shares in demat form are requested to register their e-mail address with their DP(s) only. Members of the Company who have registered their e-mail address are also entitled to receive such communication in physical form, upon request.
12. Any queries/grievances pertaining to the E-voting process you may refer to the Frequently Asked Questions (FAQs) for Members and E-voting user manual for Members available at the Downloads sections of **InstaVote E-voting manual** available at <https://instavote.linkintime.co.in> or contact LIPL at the following toll free no.: Tel: 022 – 4918 6000.

13. Instructions for casting votes by electronic means are mentioned hereunder:

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL
 1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
 2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
 3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
 4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. Link Intime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

A. User ID: Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

Shareholders holding shares in **NSDL form, shall provide ‘D’ above*

▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

▶ &Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.

4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.

2. E-voting page will appear.

3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).

4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

GENERAL INFORMATION:

14. The Scrutiniser shall after the conclusion of Postal Ballot process, will unblock the votes cast through remote E-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 2 (Two) working days of the conclusion of the Postal Ballot, a Scrutiniser’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
15. The Results declared along with the report of the Scrutiniser shall be placed on the website of the Company, viz. www.hindustanfoodslimited.com and also on the website of LIPL www.linkintime.co.in after the declaration of result by the Chairman or a person authorised by him in writing, and shall also be communicated to the Stock Exchanges where the Company’s Equity Shares are listed viz. BSE and NSE.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

16. Members who wish to inspect the documents, as mentioned in the Notice of the Postal Ballot or as required under the law, may write to the Company at investorrelations@thevanitycase.com and the Company shall endeavor to provide inspection of documents by such Member. All the documents referred to in the accompanying Notice and Explanatory Statement, shall be available for inspection through electronic mode, basis the request being sent on investorrelations@thevanitycase.com.

OTHER INFORMATION:

17. Securities and Exchange Board of India (“SEBI”) has mandated that securities of Listed Companies can be transferred only in dematerialised form w.e.f. April 01, 2019. Accordingly, the Company/LIPL has stopped accepting any fresh lodgement of transfer of Shares in physical form. Members holding Shares in physical form are advised to avail of the facility of dematerialisation.
18. Members are requested:
- (i) Intimate to the RTA of the Company immediately, about any change in their address.
 - (ii) Members holding Shares in Demat form are hereby informed that bank particulars registered with their respective DP, with whom they maintain their Demat accounts, will be used by the Company for the payment of dividend, if any. The Company or its Registrar cannot act on any request received directly from the Members holding Shares in Demat form for any change of bank particulars. Such changes are to be intimated only to the DPs of the Members. Members holding Shares in Demat form are requested to intimate any change in their address and / or bank mandate immediately to their DPs and not to the Company’s RTA.
 - (iii) Quote Registered Folio no. or DP ID/Client ID no. in all their correspondence to the Company or approach the RTA of the Company for consolidation of folios. Avail Nomination facility by filing in form SH-13 in accordance with Section 72 of the Act and forward the same to the R&TA, if not done. (Applicable for those holding Shares in physical form). Send all Share transmission/ name deletion lodgements (physical mode)/ correspondence to the RTA of the Company, LIPL.
 - (iv) SEBI has mandated the submission of PAN by every participant in securities market. Members holding Shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their Demat accounts. Members holding Shares in physical form can submit their PAN details to the Company or the Company’s RTA.

By Order of the Board of Directors

Place : Mumbai
Date : November 8, 2023

Bankim Purohit
Company Secretary
ACS : 21865

Registered Office:
Office No.3, Level-2, Centrium, Phoenix Market City,
15, LBS Road, Kurla (West), Mumbai 400 070
Website: www.hindustanfoodslimited.com
Email: investorrelations@thevanitycase.com
CIN: L15139MH1984PLC316003

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE ACT

IN RESPECT OF ITEM NO. 1

Mr Neeraj Chandra (DIN: 00444694) was appointed on January 25, 2019 as an Additional Director in the Category of 'Independent Director'. His appointment as an Independent Director was regularised by the Shareholders in the AGM held on September 26, 2019 for a term of 5 (five) consecutive years from January 25, 2019 till January 24, 2024. His 1st term of Appointment as an Independent Director for 5 (five) consecutive years completes on January 24, 2024.

The Nomination and Remuneration Committee, at its Meeting held on November 8, 2023, after taking into account the performance evaluation and the active participation and valuable contribution rendered to the Company by Mr Neeraj Chandra during his tenure of first term of five years and considering his knowledge, acumen, expertise, experience and substantial contribution, has recommended his re-appointment as an Independent Director for a second term of 5 (five) consecutive years. Based on the recommendation of the Nomination and Remuneration Committee and subject to approval of the Members of the Company, the Board in its Meeting held on November 8, 2023 recommended the re-appointment of Mr Neeraj Chandra, who will be re-appointed as an Independent Director, not liable to retire by rotation, for a second term of 5 (five) consecutive years with effect from January 25, 2024 and up to January 24, 2029. In accordance with the provisions of Section 149 of the Act, an Independent Director shall hold office for a term up to 5 (five) consecutive years on the Board of a Company. Further, in the opinion of the Board, and based on its evaluation, Mr Neeraj Chandra fulfils the conditions specified in the Act, the Rules made thereunder and LODR Regulations for his re-appointment as an Independent Director of the Company and he is Independent of the Management of the Company. A copy of the draft letter for the re-appointment of Mr Neeraj Chandra setting out the terms and conditions is available for electronic inspection without any fee by the Members.

Mr Neeraj Chandra fulfils the requirements of an Independent Director as laid down under Section 149(6) of the Act and Regulation 16 of the LODR Regulations. The Company has received all statutory disclosures/declarations from Mr Neeraj Chandra including:

- (i) consent in writing to act as Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules"),
- (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and
- (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act. The Company has also received a Notice under Section 160 of the Act from a Member, intending to nominate Mr Neeraj Chandra to the office of Independent Director.

In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr Neeraj Chandra has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr Neeraj Chandra has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE and NSE pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. Mr Neeraj Chandra has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). Mr Neeraj Chandra is exempt from the requirement to undertake online proficiency self-assessment test conducted by IICA.

The resolution seeks the approval of Members for the re-appointment of Mr Neeraj Chandra as an Independent Director of the Company up to January 24, 2029 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation. In compliance with the General Circular no. 20/2020 issued by the MCA, this item is considered unavoidable and forms part of this Notice.

The profile and brief information of Mr Neeraj Chandra is provided as Annexure to this Notice.

Mr Neeraj Chandra, being the appointee, is interested in the resolution set out at Item No. 1 of the Notice with regard to his remuneration in the form of sitting fees. Relatives of Mr. Neeraj Chandra may be deemed to be interested in the resolution to the extent of their Shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the **Special Resolution** set out at Item No. 1 of the Notice for approval by the Members.

By Order of the Board of Directors

Place : Mumbai
Date : November 8, 2023

Bankim Purohit
Company Secretary
ACS : 21865

Registered Office:

Office No.3, Level-2, Centrium, Phoenix Market City,
15, LBS Road, Kurla (West), Mumbai 400 070
Website: www.hindustanfoodslimited.com
Email: investorrelations@thevanitycase.com
CIN: L15139MH1984PLC316003

ANNEXURE TO THE NOTICE

1. Particulars and additional information of the Directors seeking appointment / re-appointment pursuant to Regulation 36(3) of the Listing Regulations and in terms of Secretarial Standards on General Meetings (SS-2):

Name of the Director	Mr Neeraj Chandra
Category	Non- Executive, Independent Director
Age	65 years
DIN	00444694
Date of first appointment	January 25, 2019
Profile of the Director	<p>Mr Neeraj Chandra is an alumnus of IIM Ahmedabad and IIT Kanpur. He started his career with Unilever in India, where over 20 plus years he held senior marketing positions in brands and category management across India, Middle East and Asia. In his last role at Unilever, he was responsible for mega brands Lux and Lifebuoy as Regional Brand Director for Asia.</p> <p>Mr Chandra then joined Britannia as Chief Operations Officer where he successfully turn around the businesses over an 8 year period, to a billion dollars.</p> <p>Mr Chandra before joining the Board of your Company, was CEO of EMAMI Limited (Consumer Care division). Over a more than 4 decade long corporate career he has been in leadership positions at Britannia and HUL.</p> <p>He is currently based at Bengaluru where he consults across a range of businesses.</p>
Nature of expertise in specific functional areas	Marketing, Operations & Executive Officer for Consumer Care Products
Qualification	IIM from Ahmedabad and IIT from Kanpur
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	<ul style="list-style-type: none"> • Leadership Experience in well-governed large organisation along with an understanding of organisational systems. • Experience in developing long-term strategies to grow consumer and FMCG business in a sustainable manner. • Experience of having managed organisations with consumer interface in diverse business environment and economic conditions. • Experience of having served in Public Companies in diverse industries to provide high governance standards with an understanding of changing regulatory framework.
Terms and conditions of Appointment/ Re-appointment	Re-appointment of Mr. Neeraj Chandra as an Independent Director w.e.f. from January 25, 2024 till January 24, 2029 for term of 5 (five) consecutive years. [Refer Item No. 1 of the Notice and Explanatory Statement]
Remuneration (including sitting fees, if any) last drawn in financial year 2022-23	Sitting fees: Rs. 3,55,000/-
Remuneration proposed to be paid	Sitting Fees or Commission as approved by the Board of Directors
Directorship held in other Companies (including Foreign and Private Companies)	<ol style="list-style-type: none"> 1. Indian Gas Exchange Limited 2. Innoviti Technologies Private Limited
Membership of the Committees of the Board of other Companies	NIL
Relationship between Directors and other KMPs inter-se	Mr Neeraj Chandra is not related to any of the Directors and other KMP's on the Board of Hindustan Foods Limited.
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	NIL
Number of Shares held in the Company including shareholding as a beneficial owner	NIL
No. of Board Meetings attended during the year 2022-23	5 of 5