



**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: October 15, 2025

|                                                                                                                                                                                                      |                                                                                                                                                                                                              |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| To,<br>The General Manager<br>Department of Corporate Services<br>BSE Limited<br>Floor 25, P. J. Towers, Dalal Street,<br>Mumbai- 400 001<br>Tel: (022) 2272 1233 / 34<br>Company Scrip Code: 519126 | To,<br>The Manager,<br>National Stock Exchange of India Limited,<br>Listing Department,<br>Exchange Plaza, C-1, Block G,<br>Bandra Kurla Complex,<br>Bandra (East), Mumbai 400 070<br>Company Symbol: HNDFDS |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

Dear Sir / Madam,

**Sub: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Summary of the proceedings / Outcome of the Meeting of the Equity Shareholders of Hindustan Foods Limited ("the Company") convened pursuant to the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench ('NCLT') held on October 15, 2025**

We refer to our letter dated September 10, 2025, wherein the Company had submitted the Notice of the Meeting of the Equity Shareholders of Hindustan Foods Limited to be held on October 15, 2025

Pursuant to the Order dated August 20, 2025 in the Company Scheme Application No. C.A.(CAA)/88/MB/2025 ('Order') and in compliance with applicable provisions of the Companies Act, 2013 ('Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), each as amended from time to time, the Meeting of the Equity Shareholders of the Company ('Members') was held on Wednesday, October 15, 2025 at 12:00 Noon (IST) through video conferencing/other audio-visual means ('VC/OAVM') ('Meeting') and the deemed venue was the Registered Office of the Company at Office no. 3, level-2, Centrium, Phoenix Market City, 15, LBS Road, Kurla (West), Mumbai - 400 070, to approve the Scheme of Arrangement between Avalon Cosmetics Private Limited ("ACPL" or "the Demerged Company" or "First Applicant Company") and Vanity Case India Private Limited ("VCIPL"





or “the Transferor Company” or “Second Applicant Company”) and Hindustan Foods Limited (“HFL” or “the Resulting Company” or “the Transferee Company” or “Third Applicant”) and their respective Shareholders (the “Scheme”).

Pursuant to Regulation 30 read with Para A of Part A of Schedule III and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”), we enclose herewith the summary of proceedings of the Meeting of the Equity Shareholders of Hindustan Foods Limited (“the Company”) convened pursuant to the directions of the Hon’ble NCLT held on Wednesday, October 15, 2025 at 12:00 Noon (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM), which is annexed as **Annexure – A**.

You are requested to take the same on records.

Yours faithfully,  
For **HINDUSTAN FOODS LIMITED**

**Bankim Purohit**  
***Company Secretary and Legal Head***  
**ACS 21865**

**Encl: As above**



## Annexure A

**Summary of proceedings of the Meeting of the Equity Shareholders of Hindustan Foods Limited ("the Company") convened pursuant to the directions of the Hon'ble NCLT held on Wednesday, October 15, 2025 at 12:00 Noon (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM)**

The Meeting of the Equity Shareholders of the Company convened pursuant to the Order of NCLT was held on Wednesday, October 15, 2025, at 12:00 Noon (IST) through Video Conference facility ('VC') or Other Audio - Visual Means ('OAVM').

1. The Company Secretary welcomed the Members to the Meeting and briefed them on certain points relating to the participation at the Meeting through VC/OAVM. Pursuant to the direction of the Hon'ble NCLT vide its Order dated 20<sup>th</sup> August, 2025, the present Tribunal Convened Meeting of the Equity Shareholders of the Company for approval of the Scheme, is conducted through Video Conferencing facility and hence the requirement of physical attendance of Shareholders has been dispensed with. Accordingly, there is no requirement for appointment of proxies.
2. The Hon'ble NCLT, vide its Order dated August 20, 2025 had appointed Mr. Shashi Kumar Kalathil as the Chairperson for the Meeting. Accordingly, Mr. Shashi Kumar Kalathil presided over the Meeting as the Chairperson for the Meeting. He informed the Shareholders that the Meeting was convened for Shareholders to consider and if thought fit, approve the Scheme of Arrangement between Avalon Cosmetics Private Limited ("ACPL" or "the Demerged Company" or "First Applicant Company") and Vanity Case India Private Limited ("VCIPL" or "the Transferor Company" or "Second Applicant Company") and Hindustan Foods Limited ("HFL" or "the Resulting Company" or "the Transferee Company" or "Third Applicant Company") and their respective Shareholders (the "Scheme"). The requisite quorum being present, the Chairperson called the Meeting to order.
3. The number of Shareholders as on Cut-off date i.e. October 8, 2025 was 71,101.
4. The Chairperson informed that (a) the Notice of the Meeting, (b) the Statement under Section 102 read with Section 230 to Section 232 of the Companies Act, 2013, the rules framed thereunder, SEBI Listing Regulations, Secretarial Standards and other applicable SEBI Circulars, (c) the Scheme of Arrangement and (d) other relevant documents in connection with the said Scheme and as referred to in the Notice had been dispatched to the Shareholders through electronic means via e-mail to those Equity Shareholders whose email ID's are registered with the Registrar and Transfer Agent / Depositories/Company on Wednesday, September 10, 2025. In addition, the advertisement containing the details of the Meeting, sending of the Notice to the Meeting



and details on e-voting were duly published in newspapers, in accordance with the directions of the NCLT.

5. The Chairperson informed that, the Company had received 8 (Eight) Corporate Representations from Corporate Shareholders for 5,37,05,598 (44.95% of capital) Equity Shares.
6. As per the attendance record the following are details of number of Shareholders present in the Meeting:

| Category                          | Promoter and Promoter group | Public    | Total     |
|-----------------------------------|-----------------------------|-----------|-----------|
| In person                         | 0                           | 0         | 0         |
| Through Video Conferencing        | 7                           | 35        | 42        |
| Through Authorised representative | 2                           | 6         | 8         |
| <b>Total</b>                      | <b>9</b>                    | <b>41</b> | <b>50</b> |

7. The Chairperson introduced the Directors, Company Secretary and Chief Financial Officer. The Chairperson was pleased to note that, as all the Directors were present at the Meeting except Ms. Honey Vazirani, Non-Executive Independent Director. Leave of absence was granted to Ms. Honey Vazirani who conveyed her regret for not attending the Meeting due to her preoccupation and M/s. M S K A & Associates, Statutory Auditors of the Company regret their inability to attend the meeting due to preoccupation and have been granted leave of absence.
8. With the consent of the Members present, the Notice convening the Meeting thereto together with the Explanatory Statements was taken as read.
9. The Chairperson then informed the Members that, pursuant to the provisions of the Companies Act, 2013, the Rules framed thereunder and the SEBI (LODR) Regulations, 2015, the Company had provided voting by electronic means including the remote E-voting facility to the Members of the Company in respect of the resolutions to be passed at the Meeting. The remote E-voting commenced at 9.00 am. (IST) on Sunday, October 12, 2025 and ended at 5.00 pm. (IST) on Tuesday, October 14, 2025 and that the facility of voting was also made available during the Meeting to those Members who had not cast his/her vote earlier through remote E-voting.
10. He further informed that Mr. Prashant Sharma, Advocate, was appointed as the Scrutinizer by the NCLT to scrutinize the votes cast by remote e-voting prior to the Meeting as well as e-voting during the Meeting, in a fair and transparent manner.



11. The Chairperson then briefed the Shareholders regarding the salient features, synergies, need, rationale and benefits of Scheme of Arrangement.
12. The following resolution set out in the Notice convening the Meeting was put up to the Shareholders for voting during the Meeting:

| Item No. | Details of Resolution                                                                                                                                                                                                                                                                                                                                                                                                             | Resolution required |
|----------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|
| 1.       | Approval of the Scheme of Arrangement between Avalon Cosmetics Private Limited ("ACPL" or "the Demerged Company" or "First Applicant Company") and Vanity Case India Private Limited ("VCIPL" or "the Transferor Company" or "Second Applicant Company") and Hindustan Foods Limited ("HFL" or "the Resulting Company" or "the Transferee Company" or "Third Applicant Company") and their respective shareholders (the "Scheme") | Special             |

13. The Chairperson then invited the Members to express their views, ask questions and seek clarifications on the proposed Scheme of Arrangement, if any. The Members were given an opportunity to speak in the order in which they had registered their names. After giving sufficient time to all Members who wished to speak, the management of the Company appropriately responded to the queries raised by them.
14. The Chairperson then presented vote of thanks to the Members for their continued support and for attending and participating in the Meeting through VC/OAVM and stated that E-voting facility was kept open for the next 15 minutes to enable the Members to cast their vote.
15. The Chairperson informed the Members that the combined results of voting (remote E-voting and voting during the Meeting) along with the Scrutinizers' Consolidated Report shall be declared within two working days of the Meeting and would be communicated to the Stock Exchanges where Equity Shares of the Company are listed. The combined results shall also be uploaded on the website of the Company at [www.hindustanfoodslimited.com](http://www.hindustanfoodslimited.com) and at the website of MUFG InTime India Private Limited (Formerly known as Link Intime India Private Limited), Registrar & Transfer Agents ("RTA") of the Company at [www.in.mpms.mufg.com](http://www.in.mpms.mufg.com) simultaneously, and will also be displayed on the Notice Board at the Registered Office of the Company.
16. The Chairperson also presented vote of thanks to the Board Members, KMP's, and the Management team for joining the Meeting virtually through VC/OAVM.



The Meeting concluded at 12:45 pm. after the E-voting facility which was kept open for the next 15 minutes to enable the Members to cast their vote post conclusion of the Meeting.

The above is for your information, records and reference. Please note that this document does not constitute Minutes of the proceedings of the Meeting of the Company.

You are requested to take the same on record.

Thanking you,

Yours faithfully,  
For **HINDUSTAN FOODS LIMITED**

**Bankim Purohit**  
*Company Secretary and Legal Head*  
ACS 21865