



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

27th September, 2018

The General Manager
Department of Corporate Services
BSE Limited
P.J. Towers, Dalal Street,
Mumbai-- 400 001

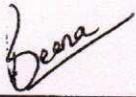
Dear Sir

Sub: Application under Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SERI (LODR) Regulations, 2015) for the proposed Scheme of Arrangement of Hindustan Foods Limited ('the Company' or 'Resulting Company') and Avalon Cosmetics Private Limited ('Demerged Company').

It is hereby certified that the draft scheme of arrangement involving demerger of Contract Manufacturing (Hyderabad) Business of Avalon Cosmetics Private Limited into the Company and their respective shareholders does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 on schemes of arrangement involving listed companies issued by the SEBI, including the following:

Sr. No	Reference	Particulars
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements
2	Regulation 11 of LODR Regulations	Compliance with securities laws
Requirements of circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 on schemes of arrangement involving listed companies issued by the SEBI		
a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges
b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities
c)	Para (I)(A)(4) (a)	Submission of Valuation Report
		...2/-

d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards
e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting

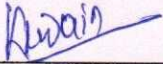


Beena M. Mahambrey
Company Secretary
ACS: 18806

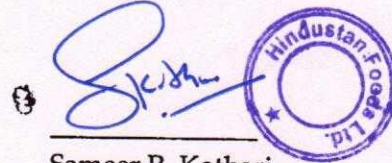


Sameer R. Kothari
Managing Director
DIN : 01361343

Certified that the transactions / accounting treatment provided in the draft scheme of arrangement involving Hindustan Foods Limited, Avalon Cosmetics Private Limited and their respective shareholders are in compliance with all the Accounting Standards applicable to a listed entity.



Kedarnath Swain
Chief Financial Officer



Sameer R. Kothari
Managing Director
DIN : 01361343