



Hindustan Foods Ltd.

CIN: L15139GA1984PLC000601

Registered Office: Dempo House Campal, Panaji, Goa 403001
Tel No: 0832- 2441300/2224556; **Fax No:** 0832-2228588, 2225098;
Website: www.hflgoa.com; **e-mail:** hfl@dempos.com

POSTAL BALLOT NOTICE

Notice to members pursuant to Section 110 of the Companies Act, 2013

Dear Members,

NOTICE is hereby given to the Members of **Hindustan Foods Limited** (the “**Company**”) that the resolution(s) set out in notice are proposed to be passed as ordinary/ special resolution(s) by way of Postal Ballot voting pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the “**Act**”) read with Companies (Management and Administration) Rules, 2014 as amended from time to time (the “**Rules**”) (including any statutory modification(s) or amendment or re-enactment thereof for the time being in force).

Accordingly, the draft ordinary/ special resolutions together with the Statement setting out the material facts in respect of the proposed resolutions as required under Section 102 and 110 of the Act is annexed to this Notice along with Postal Ballot Form for consideration of Members and to enable the Members for sending their assent or dissent in writing by means of Postal Ballot or through e-voting.

The Board of Directors of the Company has appointed Mr. Sadashiv V. Shet, Practicing Company Secretary, (Membership No. FCS. 2477, C.P No 2540), as Scrutinizer for conducting the postal ballot (Physical & E-voting) process in fair and transparent manner in accordance with the provisions of Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014.

Members are requested to carefully read the instructions, while casting their votes electronically or physically through Postal Ballot Form and return the form duly completed in the enclosed self-addressed postage pre-paid Business Reply Envelope so as to reach the Scrutinizer on or before the close of the business hours (i.e. 5:00 PM) of Tuesday, July 17, 2018.

The Scrutinizer will submit the report to the Chairman of the Company, 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 on Tuesday, July 24, 2018 at the Registered Office of the Company at 5.00 pm. The results of the Postal Ballot shall be posted on the Company’s website viz. www.hflgoa.com and on NSDL’s website viz. www.nsdl.co.in besides communicating to the BSE Limited, the only Stock Exchange where the shares of the Company are listed.

In accordance with the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and that of the Rules, the Company has provided e-voting facility to its Members and has engaged National Securities Depository Limited (“NSDL”), an agency authorized by the Ministry of Corporate Affairs (“MCA”) for providing e-voting platform. The procedure for e-voting is explained under the Notes provided with this Postal Ballot Notice.

The resolution shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot Forms and Electronic Votes, if approved by the Members with requisite majority.

- Encl:**
- (i) Resolutions and Explanatory Statements for Approval,
 - (ii) Postal Ballot Form and
 - (iii) Self-addressed postage pre-paid Business Reply Envelope.

**By the Order of the Board
For Hindustan Foods Limited**
Sd/-

**Beena M. Mahambrey
(Company Secretary)
Membership No: 18806**

Place: Goa

Date: June 01, 2018

SPECIAL BUSINESS

Item No 1 - Increase in Authorized Share Capital and alteration of Memorandum of Association

To consider and, if thought fit, to pass with or without modification(s), the following resolutions as **Ordinary Resolution**

“RESOLVED THAT pursuant to the provisions of Section 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and subject to such other rules framed there under, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,30,00,000 (One Crore Thirty Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each and 2,00,000 (Two Lakh) 9% Redeemable Preference shares of Rs. 100/- each to Rs. 21,50,00,000/- (Rupees Twenty One Crores Fifty Lacs Only) divided into 1,95,00,000 (One Crore Ninety Five Lacs) Equity Shares of Rs. 10/- each and 2,00,000 (Two Lakh) 9% Redeemable Preference shares of Rs. 100/- each, by creation of additional 65,00,000 (Sixty Five Lacs) equity shares of Rs. 10/- each ranking pari passu in all respect with the existing equity shares of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of Section 13 read with Section 61, Section 64 and other applicable provisions of the Companies Act, 2013, Clause V of the Memorandum of Association of the Company be and is hereby substituted and read as under :-

V. The Authorised Share Capital of the Company is Rs. 21,50,00,000/- (Rupees Twenty One Crores Fifty Lacs Only) divided into 1,95,00,000 (One Crore Ninety Five Lacs) Equity Shares of Rs. 10/- each and 2,00,000 (Two Lakh) 9% Redeemable Preference shares of Rs. 100/- each

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include a Committee thereof authorized for the purpose) be and is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the shareholders or otherwise and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Item No 2 – Alteration of Articles of Association

To consider and, if thought fit, to pass with or without modification(s), the following resolutions as **Special Resolution**

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013, the existing Article 3 of the Articles of Association of the Company be and is hereby substituted and read as under :-

3. The Authorised Share Capital of the Company is Rs. 21,50,00,000/- (Rupees Twenty One Crores Fifty Lacs Only) divided into 1,95,00,000 (One Crore Ninety Five Lacs) Equity Shares of Rs. 10/- each and 2,00,000 (Two Lakh) 9% Redeemable Preference shares of Rs. 100/- each.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include a Committee thereof authorized for the purpose) be and is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the shareholders or otherwise and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Item No 3 – Shifting the Registered Office of the Company

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

“RESOLVED THAT pursuant to the provisions of the Section 12, 13, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) and the rules made thereunder and subject to the approval of the Central Government, (power delegated to Regional Director) and/or any other authority as may be prescribed from time to

time and subject also to such permission, sanction or approval as may be required under the provisions of the said Act or under any other law for the time being in force or any statutory modification or amendment thereof, consent of the members be and is hereby accorded for shifting of registered office of the Company from Panaji in the State of Goa to Mumbai in the State of Maharashtra and that Clause II of the Memorandum of Association of the Company be substituted by the following clause:

II. The registered office of the Company will be situated in the State of Maharashtra.

“RESOLVED FURTHER THAT upon the aforesaid resolution becoming effective, the Registered Office of the Company be shifted from Dempo House, Campal, Panaji, Goa 403001, to Office No. 03, Level 2, Centrium, Phoenix Market City, 15, Lal Bahadur Shastri Rd, Kurla, Mumbai, Maharashtra 400070.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and for removal of any difficulties the Board of Directors of the Company (herein referred to as the “Board”, which term shall deem to include any committee or any person(s) which the Board may nominate or authorise to exercise its powers, including the powers conferred under this resolution), be and is hereby authorized to take such steps and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper, and to settle any questions or difficulties that may arise in this matter.”

Item No 4 - Issue of Equity Shares on Preferential Basis

To consider and, if thought fit to pass, with or without modification(s) the following resolutions as a **Special Resolution**:

“RESOLVED THAT subject to the approval of members & pursuant to provisions of Section 23, 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) read with Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the “CA 2013”) and in accordance with the Securities And Exchange Board Of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (hereinafter referred to as “SEBI (ICDR) Regulations”), Securities And Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “SEBI (LODR) Regulations”) and other Regulations/Guidelines issued by the Securities and Exchange Board of India (“SEBI”) and other applicable laws, as may be applicable, and subject to all necessary approvals, consents, permission and/or sanctions of the Government of India, Foreign Investment Promotion Board, SEBI and/or any other competent authorities and the enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreement entered into by the Company with Stock Exchanges where the shares of the Company are listed and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions or sanctions and which may be agreed to by the Board of Directors of the Company and subject to such terms and conditions as may be determined by the Board of Directors of the Company (hereinafter referred to as “the Board” which expression shall include any Committee which the Board may constitute to exercise its powers including powers conferred by this Resolution), the consent, authority and approval of the Company be and is hereby accorded to the Board of Directors of the Company to offer, issue and allot, to the following below mentioned Promoter/Promoter Group, on preferential basis, upto maximum of 5,00,000 equity shares of face value of Rs.10/- each at a price being not lower than the minimum price calculated in accordance with the Regulations for Preferential Issue contained in Chapter VII of SEBI (ICDR) Regulations:

Sr. No	Name of Applicant (Proposed Allottee)	No. of Shares proposed to be allotted	Category
1	Shrinivas V. Dempo	4,00,000	Promoter
2	Soiru Dempo Management Holding Private Limited as a Trustee for Soiru Dempo Family Private Trust	1,00,000	Promoter Group
	TOTAL	5,00,000	

“RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue including reduction in the size of the issue and also to vary, alter or modify any of the terms and conditions in the proposal as may be required by the agencies/authorities involved in such issues but subject to such conditions as the Securities and Exchange Board of India (SEBI) and/or such other appropriate authority may impose at the time of their approval and as agreed to by the Board”

“RESOLVED FURTHER THAT the equity shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the existing equity shares of the Company including Dividend”

“RESOLVED FURTHER THAT in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations, the “Relevant Date” for the purpose of calculating the floor price for the issue of Equity Shares is 15 June 2018 which is the date falling 30 days prior to the date of the last date of the passing of Special Resolution through Postal Ballot i.e. 17 July, 2018”

RESOLVED FURTHER THAT the equity shares allotted on preferential basis shall be locked in for such period as prescribed in Regulation 78 of SEBI (ICDR) Regulations;

RESOLVED FURTHER THAT the Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval from any regulatory authority or the Gol, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals.

RESOLVED FURTHER THAT the monies received by the Company from the Subscriber for application of the Equity Shares pursuant to this private placement shall be kept by the Company in a separate bank account opened by the Company and shall be utilized by the Company in accordance with Section 42 of the CA 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue, allotment of the Equity Shares, the Board, all the Directors of the Company and Mrs. Beena M. Mahambrey, Company Secretary, be and are hereby jointly and severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolutions, the Board be and is hereby authorized to engage / appoint Merchant Banker, Scrutinizer, registrars, bankers, and other consultants and advisors to the issue and to remunerate them by way of commission, brokerage, fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required, and as permitted by law.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolutions, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company.”

**By the Order of the Board
For Hindustan Foods Limited**

Sd/-

**Beena M. Mahambrey
(Company Secretary)
Membership No: 18806**

Place: Goa

Date: June 01, 2018

Notes:

- An explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out all the material facts and reasons for the proposed resolutions are enclosed herewith.
- In terms of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014, 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 postal ballot, with an additional option of remote e-voting.
- Only a member who is entitled to vote is entitled to exercise his/her/its vote through postal ballot. Voting rights of every member shall be reckoned on the paid-up value of equity shares whose names shall appear in the Register of Members as on **Friday, May 25, 2018**, and any recipient of this notice who has no voting rights as on the aforesaid date should treat the same as intimation only.
- The Board of Directors of the Company has appointed Mr. Sadashiv V. Shet, Practicing Company Secretary, (Membership No. FCS. 2477, C.P No 2540), as Scrutinizer for conducting the postal ballot (Physical & E-voting) process in fair and transparent manner in accordance with the provisions of Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014.
- In accordance with the provisions of Section 110 of the Act and the postal ballot rules, notice of the postal ballot may be served on the members through electronic means. Members who have registered their email ids with the Depositories or with the Company are being sent this Notice of Postal Ballot by email and the members who have not registered their email ids will be sent the Notice of Postal Ballot along with the Postal Ballot Form by registered post or courier. Shareholders who have received the Postal ballot Notice by email and who wish to vote through Physical Ballot Form can download the Postal Ballot Form from the Company's website www.hflgoa.com or seek duplicate Postal Ballot Form from the registered office of the Company, fill in the relevant details and send it to the Scrutinizer.
- The notice of Postal Ballot is being sent to all the members of the Company, whose names appear on the Register of Members as at close of business hours on Friday, May 25, 2018.
- Resolution passed by the Members through postal ballot is deemed to have been passed as if the same has been passed at a General Meeting of the Members.
- A Postal Ballot Form and a postage prepaid self-addressed business reply envelope are attached to this Notice. The self-addressed envelope bears the address to which duly completed Postal Ballot Form is to be sent by the shareholder.
- The vote on postal ballot cannot be exercised through proxy
- The date of dispatch of the notice of postal ballot will be announced through advertisements in newspapers.
- The Shareholders are requested to carefully read the instructions and the notes and either:
 - a) return the form duly completed in the attached self-addressed pre-paid postage envelope (the "Envelope"); or
 - b) vote by electronic means in the manner set out herein, in each case, so as to ensure that the duly completed and signed ballot forms reach the scrutinizer not later than 5.00 pm on or before Tuesday, July 17, 2018.
- Shareholders are requested to exercise their voting rights by either using the attached postal ballot form or through remote e-voting. No other form or photocopy of the postal ballot form is permitted.
- The Scrutinizer will submit his report to the Chairman of the Board or in his absence to any other Designated Director after completion of scrutiny of postal ballot forms received and the result of the Postal Ballot shall be declared by the Chairman or any other person authorized by him not later than the closing of working hours on Tuesday, July 24, 2018 at the registered office of the company. The results along with the Report will be posted on the website of the Company: www.hflgoa.com and on NSDL's website besides communicating to the Stock Exchange where the shares of the Company are listed. The date specified by the Company for receipt of duly completed Postal Ballot Forms and Electronic Votes shall be considered to be the date of passing the Resolutions, for the purpose of compliance, in terms of the provisions of the Companies Act, 2013.

Hindustan Foods Limited

- The decision of the Scrutinizer on the validity of the votes cast through the postal ballot and remote e-voting and any other matter in this regard shall be final and binding.
- 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 AM to 1.00 PM upto the date of declaration of the result of Postal Ballot i.e. Tuesday, July 24, 2018 .
- Members are requested to notify change in address, if any, in case of shares held in Electronic form to the concerned Depository Participant quoting their Client ID and in case of physical shares to the Registrar and Transfer Agent of the Company quoting their folio numbers.
- **Instructions for casting votes using the Postal Ballot form are furnished on the reverse of the postal ballot form.**

PROCESS FOR MEMBERS OPTING FOR E-VOTING:

- In accordance with the requirement under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 108, Section 110 and other applicable provisions of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide electronic voting ("**e-voting**") as an option to its members to enable them to cast their votes electronically instead of dispatching the Postal Ballot Form by post. The Company has engaged the services of NSDL to provide remote e-voting facility.
- The Board of Directors has appointed Mr. Sadashiv V. Shet, Practicing Company Secretary, (Membership No. FCS. 2477, C.P No 2540) as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner. E-voting is optional.
- The e-voting rights of the shareholders/ beneficial owners shall be reckoned on the equity shares held by them as on the cutoff date *i.e.* Friday, May 25, 2018.
- The instructions and process for voting electronically by the Members are as under:

A. In case of Members receiving E-mail from NSDL:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

- 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 'Shareholders' section.
- A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- Your password details are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
- If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
- Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.**
- Now, you will have to click on "Login" button.**
- After you click on the "Login" button, Home page of e-Voting will open.**

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

- Select “EVEN” of company for which you wish to cast your vote.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- Upon confirmation, the message “Vote cast successfully” will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sadashivshet@gmail.com with a copy marked to evoting@nsdl.co.in.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

B. In case of Members’ receiving Postal Ballot Notice by Post

- Initial password is provided at the bottom of Postal Ballot Form.

EVEN (Remote E-voting Event Number)	USER ID	PASSWORD

- If you are registered with NSDL for E-Voting then you can use your existing User ID and Password for casting your vote.
- Please follow all steps from Sl. No. (iii) to Sl. No. (xiii) as mentioned in (A) above, to cast vote except Sl. No. (v)

C. Member cannot exercise his / her vote by proxy on Postal Ballot.

D. The Scrutinizer’s decision on the validity or otherwise of Postal Ballot / E-Voting will be final.

- E. Members may also note that the Postal Ballot Notice will also be available on the Company’s Website viz. www.hflgoa.com for downloading.
- F. In case you have any queries or issues regarding E-Voting, you may refer the Frequently Asked Questions [“FAQs”] and E-Voting manual for shareholder available at downloads section of <https://www.evoting.nsdl.com/> or contact NSDL at the toll free No. 1800-222-990.

Other Instructions

- The e-voting period begins at 9 AM on Sunday, June 17, 2018 and ends on at 5.00 PM on Tuesday, July 17, 2018. During this period, the members of the Company holding shares either in physical form or in dematerialised form as on the cut-off date (record date) of Friday, May 25, 2018 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

- Once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently.
- The voting rights of members shall be in proportion to their share of the paid-up equity share capital of the Company.
- The scrutinizer shall, after the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against if any, forthwith to the Chairman of the Company.
- The results shall be declared not later than the close of working hours on Tuesday, July 24 2018 at the registered office of the Company at Dempo House Campal, Panaji, Goa 403001. The results declared along with the Scrutinizer's report shall also be placed on the Company's website www.hflgoa.com. The date of declaration of the results will be treated as the date of passing of the special resolution.
- Voting will be provided to the members through e-voting/postal ballot. A member can opt for only one mode of voting, *i.e.* either through e-voting or through postal ballot. If a member casts votes by both modes, then voting done through e-voting shall prevail and the voting through postal ballot mode shall be treated as invalid.

Contact Details :

• **Company**

Name: Hindustan Foods Limited
Address: Dempo House, Campal, Panaji, Goa 403001
CIN: L15139GA1984PLC000601
Email: hfl@dempos.com

1. **Registrar and Transfer Agent**

Name: Link Intime India Private Limited
Address: C-101, 247 Park, L.B S Marg, Vikhroli (West), Mumbai 400083
Tel: (022) 49186000
Email: mumbai@linkintime.co.in

2. **E-voting Agency**

Name: National Securities Depository Limited (NSDL)
Tel: (022) 24994200
Email: evoting@nsdl.co.in

3. **Scrutinizer**

Name: Mr. Sadashiv V. Shet
Practicing C.S:Membership No. FCS. 2477, C.P No 2540
Email: sadashivshet@gmail.com

EXPLANATORY STATEMENT TO SPECIAL BUSINESS
(Pursuant to Section 102 of the Companies Act, 2013, ("ACT"))

ITEM NO. 1 & 2

The Issue of Equity Shares referred to in Resolution at Item No. 4, will result in the increase in Paid-up Share Capital of the Company. The current Authorised Share Capital of the Company is not sufficient to accommodate the enhanced capital on issuance of shares. The Company therefore, proposes to increase its Authorised Share Capital from Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,30,00,000 (One Crore Thirty Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each and 2,00,000 (Two Lakh) 9% Redeemable Preference shares of Rs. 100/- each to Rs. 21,50,00,000/- (Rupees Twenty One Crores Fifty Lacs Only) divided into 1,95,00,000 (One Crore Ninety Five Lacs) Equity Shares of Rs. 10/- each and 2,00,000 (Two Lakh) 9% Redeemable Preference shares of Rs. 100/- each, by creation of additional 65,00,000 (Sixty Five Lacs) equity shares of Rs. 10/- each ranking pari passu in all respect with the existing equity shares of the Company.

As per section 61(1) and other applicable provisions of the Companies Act, 2013, the consent of shareholders is required for increasing the Authorized Share Capital of the Company. Consequent to increase in the Authorised Share Capital, it is necessary to change the existing capital clause of the Memorandum of Association and Articles of Association of the Company.

Therefore, the Board recommends the proposed resolution for your approval.

ITEM NO. 3

The Registered Office of the Company is at present situated in the State of Goa. However, the key managerial persons responsible for the management of the company are majorly based in Mumbai. Thus, the Board felt that for efficient running of the business, shifting of registered office of the Company from the state of Goa to the state of Maharashtra would be beneficial for efficient administration and management control.

The shifting of the registered office as aforesaid is in the best interests of the company, its shareholders and all concerned. The proposed shifting of registered office will enable the Company to explore benefits of synergy and provide the ability to run the business and affairs more conveniently and efficiently. Thus in order to exercise better administrative and economic control which will reduce overheads, eliminate duplication of records and enable the Company to rationalize and streamline its operations as well as management of affairs of its business, and further to avail of the better office infrastructure, the Board of Directors of the Company at its meeting held on Thursday, May 24, 2018 has proposed to shift the registered office of the Company from the State of Goa to the State of Maharashtra. Such change will enable the management to undertake better administration and easier supervision of the statutory records. The proposed shifting will in no way be detrimental to the interest(s) of any member of the public, employees or other associates of the Company in any manner whatsoever.

The shifting of the Registered Office as aforesaid is in the best interest of the Company, its members and all concerned. The proposed shifting of the office is not prejudicial to the interest of any party.

In terms of the provisions contained in Section 13 of the Companies Act, 2013 the alteration of the clause of Memorandum of Association pertaining to shifting of registered office of the Company from one state to another state requires approval of the members by special resolution and further requires confirmation by the Central Government (power delegated to Regional Director).

Also, as per Section 12 of the Companies Act, 2013, the registered office of the Company may be shifted outside the local limits of any city, town or village on the authority of the special resolution passed by the Company. Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22(16)(c) of the Companies (Management and Administration) Rules, 2014, such special resolution is required to be passed by way of postal ballot.

A copy of the Memorandum of Association of the Company together with the proposed alterations as set out in the Resolution at Item No. 1 of the Notice is available for inspection by members at the Registered Office of the

Company during business hours on any working days i.e. from Monday to Friday during 10:00 a.m. to 12.00 noon upto the date of declaration of result of postal ballot at the Registered Office of the Company.

None of the Directors or Key Managerial Person (KMP) of the Company or their relatives, are in any way, concerned or interested, financial or otherwise, in the resolution set out in No.1, 2 & 3 except to the extent of their shareholding in the company, if any.

ITEM NO. 4

The Company proposes to raise additional capital up to an aggregate sum of Rs. 15,00,00,000/- (Rupees Fifteen Crores), for which such number of fully paid-up equity shares having face value of Rs.10/- each of the Company ("Equity Shares") is proposed to be issued to (1) Shrinivas V. Dempo and (2) Soiru Dempo Management Holding Private Limited as a Trustee for Soiru Dempo Family Private Trust, being Promoter/Promoter group, pursuant to a preferential allotment ("Preferential Allotment"). The proposed issue of capital is subject to the applicable regulations issued by the Securities and Exchange Board of India and any other government / regulatory approvals as may be required in this regard.

Approval of the members by way of special resolution is required inter alia in terms of Sections 42 and 62(1)(c) of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (collectively, the "**CA 2013**") as well as the Securities and Exchange Board of India, as amended (Issue of Capital and Disclosure Requirement) Regulations, 2009 ("**ICDR Regulations**").

In terms of the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and as per Regulation 73 of the ICDR Regulations, the relevant disclosures / details are given below:

- **OBJECTS OF THE ISSUE:** The Company proposes to raise additional funds through issue to equity shares on preferential basis. The proceeds of the issue are proposed inter alia, to be utilized towards meeting the Capital expenditure for expansion of current business operations by acquiring or constructing operational units, repayment of unsecured loans, to meet long term working capital requirements and other general corporate purposes. The Board of Directors of the Company, at its meeting held on Thursday, May 24, 2018 has decided to issue and allot, upto maximum of 5,00,000 equity shares of face value of Rs.10/- (Rupees Ten Only) each at a price being not lower than the minimum price calculated in accordance with Regulation 76 or 76A of SEBI (ICDR) Regulation, as amended.
- **PROPOSAL OF THE PROMOTERS / DIRECTORS / KEY MANAGEMENT PERSONNEL TO SUBSCRIBE TO THE OFFER:** None of the Promoter/Director / Persons in Promoter/ Promoter Group / Key Management Persons are subscribing to the offer except the following :

Name of Applicant (Proposed Allottee)	Category	Maximum No. of Equity Shares proposed to be allotted
Shrinivas V. Dempo	Promoter	4,00,000
Soiru Dempo Management Holding Private Limited as a Trustee for Soiru Dempo Family Private Trust	Promoter Group	1,00,000

- **NO CHANGE IN CONTROL:** The existing promoters of the company will continue to be in control of the company and there will not be any changes in the management/control of the company as a result of the proposed preferential allotment.

• **SHAREHOLDING PATTERN BEFORE AND AFTER THE PROPOSED PREFERENTIAL ISSUE :**

Category	Pre-Issue Equity Holdings		Preferential Allotment of equity shares	Post-Issue Equity Holdings *	
	No. of Shares	% of Share Holding		No. of Shares	% of Share Holding
1) Promoter Holdings					
a. Indian Promoters					
Vanity Case India Private Limited	7847294	60.40	0	7847294	58.16
Shrinivas V. Dempo	0	0	400000	400000	2.96
Soiru Dempo Management Holding Private Limited as a Trustee for Soiru Dempo Family Private Trust	0	0	100000	100000	0.74
b. Foreign Promoters	0	0		0	0.00
Sub-total	7847294	60.40	500000	8347294	61.86
2) Non-Promoters Holding					
a. Resident Indians (Individuals)	2145747	16.51	0	2145747	15.90
b. Bodies Corporate	2155446	16.59	0	2155446	15.98
c. NRI/FI/FII/NRR/OCB/FPI	103079	0.80	0	103079	0.76
d. Others	625500	4.81	0	625500	4.64
Clearing Members	37246	0.29	0	37246	0.28
HUF	78188	0.60	0	78188	0.58
Sub-Total	5145206	39.60	0	5145206	38.14
Total	12992500	100.00	500000	13492500	100.00

* The above shareholding is prepared based on the shareholding of the Company as on March 31, 2018 and on assumption that entire 5,00,000 equity shares may be allotted

- **LOCK-IN PERIOD** The equity shares allotted will be subject to applicable lock in, for such period as prescribed in Regulation 78 of SEBI (ICDR) Regulations. The entire pre preferential holding of the allottees, if any shall be locked in from the Relevant Date upto a period of six months from the date of trading approval granted by the Stock Exchange.
- **TRANSFERRABILITY PERIOD:** The equity shares allotted on preferential basis shall be non-transferrable from the date of allotment till trading approval is granted by all the recognized stock as prescribed in Regulation 79(2) of SEBI (ICDR) Regulations.
- **PROPOSED TIME WITHIN WHICH ALLOTMENT SHALL BE COMPLETED:** As required under the ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 days from the date of such approval(s), as the case may be.

- **CERTIFICATE FROM AUDITORS** : The Statutory Auditors' Certificate, as mandated under Regulation 73(2) of the SEBI (ICDR) Regulations, certifying that the proposed preferential issue is being made in accordance with the requirement of SEBI (ICDR) Regulations, will be available for inspection at the Registered Office of the Company on all working days between 11.00 a.m. to 1.00 p.m. upto the last day of receipt of Postal Ballot Form by the Company
- **IDENTITY OF NATURAL PERSONS WHO ARE THE ULTIMATE BENEFICIAL OWNERS OF THE SHARES PROPOSED TO BE ALLOTTED AND/OR WHO ULTIMATELY CONTROL THE PROPOSED ALLOTTEE AND THE PERCENTAGE OF POST PREFERENTIAL ISSUE CAPITAL THAT MAY BE HELD BY THE ALLOTTEE:**

Identity of Proposed allottees	Category	Pre-Holding		No. of equity shares proposed to be issued	Post- Holding (*)		Beneficial Ownership (Natural Person)
		Shares	%		Shares	%	
Shrinivas V. Dempo	Promoter	0	0.00	4,00,000	4,00,000	2.96	-
Soiru Dempo Management Holding Private Limited as a Trustee for Soiru Dempo Family Private Trust	Promoter Group	0	0.00	1,00,000	1,00,000	0.74	Krishnakumari Soiru Dempo, Yatish Soiru Dempo, Akshaya Yatish Dempo, Rajesh Soiru Dempo, Bhakti Rajesh Dempo, Rajveer Rajesh Dempo, Yuvraj Rajesh Dempo, Venkatesh Yatish Dempo, Narayani Yatish Dempo, Soiru Dempo Management Holding Private Limited shall be the legal owner of the proposed shares to be allotted being the Trustee. Members of Soiru Dempo Management Holding Private Limited are Krishnakumari Soiru Dempo, Yatish Soiru Dempo and Rajesh Soiru Dempo

* On assumption that entire 5,00,000 equity shares shall be allotted.

- **PERSONS TO WHOM ALLOTMENT ON PREFERENTIAL BASIS HAVE BEEN MADE DURING THE YEAR** : During the year, the company has not made any preferential allotment to any person.
- **PRICING:** The equity shares will be issued on preferential basis at a price being not lower than the minimum price calculated in accordance with Regulation 76 or 76A of SEBI (ICDR) Regulation, as amended for Preferential Issue. The company shall recompute the price of the equity shares in terms of the provision of SEBI (ICDR) Regulations where it is required to do so. The amount payable on re-computation of price if not paid within the time stipulated as per the provisions of SEBI(ICDR) Regulations, the equity shares so issued shall continue to be locked in till the time such amount is paid by the allottees.

- **RELEVANT DATE:** In accordance with Regulation 71 and 73(4) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the 'Relevant Date' for determination of the Issue Price of equity shares, shall be the date falling thirty (30) days prior to the date of the last date of voting of Postal Ballot i.e 17 July, 2018 to approve the proposed offer or in the case where the Relevant Date falls on Weekend/Holiday, the day preceding the Weekend/Holiday will be reckoned to be the Relevant Date;
- **OTHER DISCLOSURES :**
 - The Promoter and members of the Promoter Group have not sold Equity Shares of the Company in the 6 months preceding the Relevant Date.
 - None of the Company, the Promoter or the Directors have been declared as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.
 - The Company is in compliance with the conditions of continuous listing of equity shares as specified in the listing agreement with the Stock Exchange(s) where the Equity Shares of the Company are listed.

Documents for Inspection

Certificate from the Statutory Auditors confirming that the proposed issue of equity shares is being made in accordance with the SEBI (ICDR) Regulations, 2009 and the Certificate of minimum issue price under SEBI (ICDR) Regulations obtained will be made available for inspection at the Corporate Office of the Company between 11:00 a.m. and 01.00 p.m. on any working day except Saturdays from June, 15, 2018 up to the last date for voting under Postal Ballot.

The Board accordingly recommends the Special Resolution set out at Item No. 4 for approval of the Members.

None of the Directors or Key Managerial Person (KMP) of the Company or their relatives is in any way, concerned or interested, financial or otherwise, in the above referred Resolution except Mr. Shrinivas V. Dempo, Mr. Rajesh S. Dempo, being the Director / Relative of the company to the extent the allotment to be made under this resolution.

**By the Order of the Board
For Hindustan Foods Limited**

Sd/-

**Beena M. Mahambrey
(Company Secretary)
Membership No: 18806**

Place: Goa

Date: June 01, 2018

Enclosures :

- (i) Postal Ballot Form and
- (ii) Self-addressed postage pre-paid Business Reply Envelope.



Hindustan Foods Ltd.

CIN:L15139GA1984PLC000601

Registered Office: Dempo House Campal, Panaji, Goa 403001
Tel No: 0832- 2441300/2224556; **Fax No:** 0832-2228588, 2225098;
Website: www.hflgoa.com; **e-mail:** hfl@dempos.com

POSTAL BALLOT FORM

(Please read carefully the instructions printed overleaf before completing this Form)

1	Name(s) of Shareholder(s) (Including Joint holders, if any)	:	
2	Registered Address of the Sole/ First named shareholder	:	
3	Registered Folio No./DP ID*/Client ID* (* appl to holders holding shares in demat mode)	:	
4	Number of Shares held	:	

I/We hereby exercise my/our vote(s) in respect of the Special Resolutions/ Ordinary Resolution to be passed through Postal Ballot for the business stated in the Notice dated 1st June 2018 by conveying my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

Item	Description of the Resolution	No. of Shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
Ordinary Resolution				
1.	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 and to amend Memorandum of Association			
Special Resolution				
2.	To amend Articles of Association pursuant to increase in Share Capital.			
3.	To shift Registered Office from Goa to Maharashtra and corresponding amendment in the Memorandum of Association pursuant to the shift of Registered Office.			
4.	To issue 5,00,000 Equity Shares (maximum) to the Promoter/ Promoter Group of the Company on preferential basis.			

Signature :

Place : _____ **Name :** _____

Date : _____ **Email Id :** _____

ELECTRONIC VOTING PARTICULARS

EVEN (Remote E-voting Event Number)	USER ID	PASSWORD

(Please see overleaf for instructions)

INSTRUCTIONS

- 1) A Shareholder desiring to exercise vote by Postal Ballot, may complete this Postal Ballot Form and send it to Scrutinizer in the attached self-addressed envelope, Postage will be borne and paid by the Company. However, envelope containing Postal Ballot sent by Courier or Registered Post at the expense of the Registered Shareholder will be accepted.
- 2) The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
- 3) The Postal Ballot Form should be completed and signed by the shareholder. In case of joint holding, this Form should be completed and signed (as per the specimen signature registered with the Company) by the first name shareholder and in his/her absence, by the next named shareholder.
- 4) Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected
- 5) The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
- 6) A Shareholder may request for a duplicate Postal Ballot Form, if so required. The Postal Ballot Form can also be downloaded from the Company's website viz www.hflgoa.com
- 7) Duly completed Postal Ballot Form should reach the Scrutinizer not later than the closure of working hours i.e. at 5.00 PM on 17th July 2018. All Postal Ballot Form received after this date, will be strictly treated as if reply from such Shareholder has not been received.
- 8) In case of shares held by Company, Trust, Societies, etc the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution / POA preferably with attested specimen signature(s) of the duly authorized person(s) giving requisite authority to the person voting on the Postal Ballot Form.
- 9) Voting rights of every member shall be reckoned on the paid-up value of equity shares whose names shall appear in the Register of Members as on 25th May 2018.
- 10) Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope as any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
- 11) The Postal Ballot shall not be exercised by the Proxy.
- 12) Shareholders can opt for only one mode of voting, i.e. either by postal ballot or e-voting. In case Shareholders cast their votes through both the modes, voting by e-voting mode shall prevail and votes cast through postal ballot form will be invalid.