

Sadashiv V. Shet

B.A., B.Com., L.L.B., F.C.S
Company Secretary

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To,
The Chairperson
Hindustan Foods Limited
Dempo House, Campal,
Panaji-Goa 403001

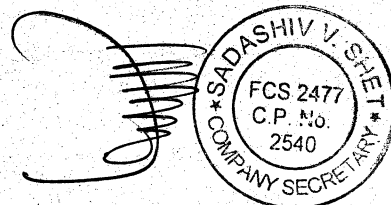
Re.: Report of Scrutinizer on passing of resolution through Postal Ballot and e-Voting

Dear Sir,

I, Sadashiv V. Shet, *Practicing Company Secretary* (having Certificate of Practice No. 2540), was appointed as a Scrutinizer by the Board of Directors of Hindustan Foods Limited ("the Company") for the purpose of conducting the postal ballot voting process for passing of the Ordinary/Special resolutions as set out in the Notice of the Postal Ballot dated September 19, 2016 issued by the Company.

I hereby submit my report as under:

1. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and pursuant to the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility also to its Members to enable them to cast their votes electronically in respect of the aforesaid postal ballot.
2. The Company had completed by October 10, 2016, the dispatch of the Postal Ballot Forms to all the shareholders of the Company whose names appeared on the Register of Members/List of Beneficiaries as on September 23, 2016 as per following details:
 - a) NSDL had mailed the Postal Ballot Notice along with the Postal Ballot Form electronically to those shareholders who had registered their email ID's with the Company/Depositories; and
 - b) The Company had couriered/posted the Postal Ballot Notice along with the Postal Ballot Form and a self-addressed postage prepaid Business Reply Envelope to the rest of the shareholders.
3. The Company published Newspaper Advertisement in The Financial Express and The Navhind Times (English Dailies) and The Navprabha (Marathi Daily) regarding dispatch of the Notice of Postal Ballot along with the Postal Ballot Form and containing all the matters required under the Companies Act, 2013 and relevant rules on October 11, 2016.
4. Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.



5. All postal ballot forms received up to 5:00 p.m. on November 10, 2016, being the last date fixed by the Company for receipt of the forms, were considered for my scrutiny.
6. The postal ballot forms were kept under my safe custody before commencing the scrutiny of the said postal ballot forms.
7. The postal ballot forms were duly opened, scrutinized and the shareholding was matched/confirmed with the Register of Members/List of Beneficiaries of the Company
8. No postal ballot forms were received after 5:00 p.m. on November 10, 2016 till the signing of this report.
9. I did not find any defaced or mutilated ballot paper.
10. A summary of the voting (through physical postal ballot forms and through e-voting) is given below:

ITEM NO. 1:

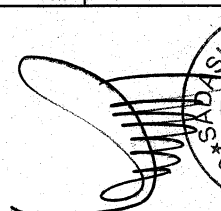
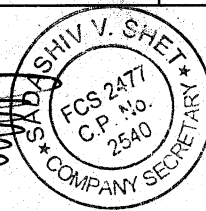
Increase in Authorised Share Capital of the Company to Rs. 15 Crores divided into 1,30,00,000 Equity Shares of Rs. 10/- each and 2,00,000 9% Redeemable Preference Shares of Rs. 100/- each.

Mode of Voting	Number of Shareholders voted	Number of Votes/Shares polled	Number of Votes/Shares in favour of the resolution	Number of Votes/Shares against the resolution	% of Votes/Shares - in favour	% of Votes/Shares - against	Neutral/ Abstained/ Invalid votes
		(1)	(2)	(3)	(4)=[(2)/(1)] * 100	(5)=[(3)/(1)] * 100	(6)
e-Voting	22	86440	86440	0	100.000	0.000	0
Postal Ballot Form	92	3737399	3737299	100	99.997	0.003	100
Total	114	3823839	3823739	100	99.997	0.003	100

ITEM NO. 2:

Amendment of the Memorandum and Articles of Association of the Company pursuant to increase in Share Capital.

Mode of Voting	Number of Shareholders voted	Number of Votes/Shares polled	Number of Votes/Shares in favour of the resolution	Number of Votes/Shares against the resolution	% of Votes/Shares - in favour	% of Votes/Shares - against	Neutral/ Abstained/ Invalid votes
		(1)	(2)	(3)	(4)=[(2)/(1)] * 100	(5)=[(3)/(1)] * 100	(6)
e-Voting	22	86440	86440	0	100.000	0.000	0
Postal Ballot Form	88	3737049	3736949	100	99.997	0.003	450
Total	110	3823489	3823389	100	99.997	0.003	450

ITEM NO. 3:

Issue of Equity Shares on Preferential basis.

Mode of Voting	Number of Shareholders voted	Number of Votes/Shares polled	Number of Votes/Shares in favour of the resolution	Number of Votes/Shares against the resolution	% of Votes/Shares - in favour	% of Votes/Shares - against	Neutral/ Abstained/ Invalid votes
		(1)	(2)	(3)	(4)=[(2)/(1)] * 100	(5)=[(3)/(1)] * 100	(6)
e-Voting	22	86440	86440	0	100.000	0.000	0
Postal Ballot Form	85	3735789	3733939	1850	99.950	0.050	1710
Total	107	3822229	3820379	1850	99.952	0.048	1710

ITEM NO. 4:

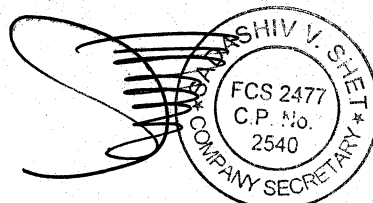
Increase in borrowing power in terms of Section 180(1)(c) of the Companies Act, 2013 and to facilitate mortgage / creation of a charge on the assets of the Company in terms of Section 180(1)(a) of the Companies Act, 2013.

Mode of Voting	Number of Shareholders voted	Number of Votes/Shares polled	Number of Votes/Shares in favour of the resolution	Number of Votes/Shares against the resolution	% of Votes/Shares - in favour	% of Votes/Shares - against	Neutral/ Abstained/ Invalid votes
		(1)	(2)	(3)	(4)=[(2)/(1)] * 100	(5)=[(3)/(1)] * 100	(6)
e-Voting	22	86440	86440	0	100.000	0.000	0
Postal Ballot Form	87	3736949	3735349	1600	99.957	0.043	550
Total	109	3823389	3821789	1600	99.958	0.042	550

ITEM NO. 5:

Alteration in main object and amendment to the Memorandum of Association of the Company.

Mode of Voting	Number of Shareholders voted	Number of Votes/Shares polled	Number of Votes/Shares in favour of the resolution	Number of Votes/Shares against the resolution	% of Votes/Shares - in favour	% of Votes/Shares - against	Neutral/ Abstained/ Invalid votes
		(1)	(2)	(3)	(4)=[(2)/(1)] * 100	(5)=[(3)/(1)] * 100	(6)
e-Voting	22	86440	86440	0	100.000	0.000	0
Postal Ballot Form	86	3736849	3736849	0	100.000	0.000	650
Total	108	3823289	3823289	0	100.000	0.000	650



ITEM NO. 6:

Alteration and amendment to Articles of Association of the Company to enable the Board of Directors to appoint Nominee Directors.

Mode of Voting	Number of Shareholders voted	Number of Votes/Shares polled	Number of Votes/Shares in favour of the resolution	Number of Votes/Shares against the resolution	% of Votes/Shares - in favour	% of Votes/Shares - against	Neutral/ Abstained/ Invalid votes
		(1)	(2)	(3)	(4)=[(2)/(1)] * 100	(5)=[(3)/(1)] * 100	(6)
e-Voting	22	86440	86440	0	100.000	0.000	0
Postal Ballot Form	84	3736149	3734649	1500	99.960	0.040	1350
Total	106	3822589	3821089	1500	99.961	0.039	1350

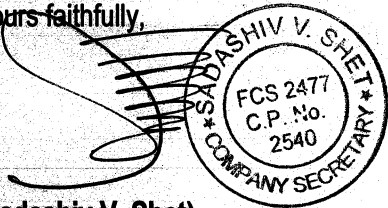
The postal ballot forms and other related papers/registers and records were handed over to the Company Secretary for safe keeping.

I report that all the Resolutions have been passed by the Shareholders by the requisite majority.

You may accordingly declare the result of the voting by Postal Ballot and e-Voting.

Thanking you,

Yours faithfully,



(Sadashiv V. Shet)
Practicing Company Secretary
Membership No. 2477
C. P. No. 2540

Date: November 14, 2016
Place: Panaji-Goa.