



Hindustan Foods Limited

A Vanity Case Group Company

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. +91-22-61801700 / 01 CIN: L15139MH1984PLC316003

Company Scrip Code: 519126

Date: 26th September, 2019

The General Manager
Department of Corporate Services
BSE Limited
Floor 25, P. J. Towers, Dalal Street,
Mumbai-400 001.
Tel : (022) 2272 1233 / 34

Through Listing Centre

Dear Sir /Madam,

Sub: Proceedings of 34th Annual General Meeting of the Members of the Company held on 26th September, 2019

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, enclosed herewith is the summary of the proceedings of the 34th Annual General Meeting of the Members of the Company held on Thursday, 26th September, 2019 at 11.30 a.m. at Hrezzo, Neelkanth Corporate Park, 1, Nathani Road, Vidyavihar Society, Vidyavihar, Mumbai 400 086.

You are requested to take the same on record.

Yours faithfully,
for HINDUSTAN FOODS LIMITED


Bankim Purohit
Company Secretary
ACS 21865



Encl.: As above



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SUMMARY OF PROCEEDINGS OF 34TH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY

The 34th Annual General Meeting of the Members of the Company was held on 26th September, 2019 at 11.30 am, at Hrezza, Neelkanth Corporate Park, 1, Nathani Road, Vidyavihar Society, Vidyavihar, Mumbai 400 086.

1. The meeting was chaired by Mr. Srinivas V Dempo, Chairman of the Company. The Chairman welcomed the Members present at the 34th Annual General Meeting of the Members of the Company.
2. The number of shareholders as on record date 20th September, 2019 was 7,170.
3. The Chairman informed that the Company had received 3 (Three) Corporate Representations from corporate shareholders for 85,74,536 (63.55% of capital) Equity Shares and 2 (Two) valid proxies from Members holding 1,186 Equity Shares and the proxies received were duly entered in the Register of Proxies.
4. 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	1	50	51
Through Authorised representative	2	1	3
Through Proxy	Nil	2	2
Total	3	53	56

5. The Chairman called the meeting to order as requisite quorum was present. The Chairman introduced the Directors, Company Secretary and Management Committee Members Leave of absence was granted to Mr. Sandeep Mehta, Additional Director (Independent Director) and Mr. Sudin Usgaonkar, Independent Director.
6. Leave of absence was also granted to the Statutory Auditors M/s. MSKA & Associates, Chartered Accountants and Mr. Sadashiv Seth, Practicing Company Secretary and Secretarial Auditors of the Company, due to their preoccupation.
7. The Chairman also informed the Members that Mr. Sudin Usgaonkar, Independent Director of the Company, had decided not to offer himself for re-appointment at the 34th AGM, after serving for about 20 years on the Board of the Company. Accordingly, Mr. Sudin Usgaonkar, shall be retiring from his position of an Independent Director of the Company post conclusion of the 34th Annual General Meeting. The Chairman express his gratitude for Mr. Usgaonkar who has served on the Board for nearly 2 decades and wished him the best in his future endeavors.
8. The Notice of the 34th Annual General Meeting along with the copies of the Audited Financial Statements for the financial year ended March 31, 2019 together with the Directors' and Auditors' Reports were dispatched to all the Members through permitted modes within the statutory timeline. With the consent of the Members present at the Meeting, the Notice of the 34th AGM was taken as read.



9. The Chairman further informed the Members present that there were no qualifications or observations or adverse remarks in the Report of the Statutory Auditor on the Audited Financial Statements of the Company for the financial year ended March 31, 2019 and in the Report of the Secretarial Auditor, and hence the said Reports were taken as read, with the consent of the Members present.
10. The Chairman then informed the Members that pursuant to the provisions of the Companies Act, 2013, the Rules framed thereunder and the Listing Regulations, the Company had provided 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. on Monday, 23rd September, 2019 and ended at 5.00 pm. on Wednesday, 25th September, 2019. The Chairman informed the Members that the facility for voting by poll through Ballot was made available at the Meeting for Members who had not cast their vote through remote e-voting.
11. The Chairman then informed the Members that, the Board of Directors of the Company had appointed Mr. Vivek Gagar, Practising Chartered Accountant, as the Scrutiniser for the purpose of scrutinising the process of remote e-voting and voting at the venue at the AGM in fair and transparent manner.
12. Thereafter, the Chairman delivered his speech, highlighting Business and Financial Performance, future outlook, Corporate Governance and Ethical management etc. The printed copy of the Chairman's Speech was also distributed to the Members who attended the Meeting.
13. Thereafter, the following resolutions as set out in the Notice convening the 34th Annual General Meeting were proposed and seconded by the Members:

Item No.	Description	Resolution required
1.	<i>Adoption of Audited Financial Statements, Directors' Report & Auditors' Report for the financial year ended 31st March, 2019</i>	Ordinary
2.	<i>Re-appointment of Mr. Nikhil Vora (DIN: 05014606) as Director, who retires by rotation.</i>	Ordinary
3.	<i>Appointment of Mr. Neeraj Chandra (DIN: 00444694) as an Independent Director of the Company</i>	Ordinary
4.	<i>Appointment of Mr. Sarvjit Singh Bedi (DIN: 07710419) as a Non-executive Director of the Company</i>	Ordinary
5.	<i>Appointment of Mr. Sandeep Mehta (DIN: 00031380) as an Independent of the Company</i>	Ordinary
6.	<i>Remuneration payable to Mr. Sameer R Kothari (DIN: 01361343) Managing Director of the Company</i>	Special
7.	<i>To ratify and revise the Remuneration payable to Mr. Ganesh T Argekar (DIN:06865379), Whole-time Director designated as Executive Director</i>	Special
8.	<i>Increase in borrowing power in terms of Section 180 (1) (c) of the Companies Act, 2013 and authorizing the Board to borrow moneys in excess of Paid-up Share Capital, Free Reserves and Securities Premium of the Company upto Rs. 500 Crores;</i>	Special
9.	<i>Authorizing the Board under Section 180 (1) (a) of the Companies Act, 2013 to create/ modify charge on the movable/ immovable assets including undertakings of the Company, both present and future, to secure borrowings.</i>	Special



14. All items as set out above were transacted through remote e-voting and voting at the venue of the 34th Annual General meeting through physical ballot.
15. On the invitation of the Chairman, Members addressed the Meeting and sought clarifications on the Company's accounts and businesses. The Chairman responded to the queries of the Members and provided clarifications.
16. The Chairman informed the members that the combined results of voting (remote evoting and voting at the venue of AGM) along with the Scrutinizers' Consolidated Report shall be declared within 48 hours of the Meeting and would be communicated to the Stock Exchange where equity shares of the Company are listed. The combined results shall also be uploaded on the website of the Company (www.hindustanfoodslimited.com) and National Securities Depository Limited (www.evoting.nsdl.com) simultaneously, and displayed on the notice board of the Registered Office of the Company.

The Meeting concluded at 1 pm. after the Members present at the Meeting cast their votes in the Ballot box.

The above is for your information, records and reference. Please note that this document does not constitute minutes of the proceedings of the Annual General 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
ACS 21865

