Extract of Annual Return as on the Financial Year ended on 31st March, 2020.

I. REGISTRATION AND OTHER DETAILS

i.	Corporate Identity Number (CIN) of the Company	L15139MH1984PLC316003
ii.	Registration Date	31st December,1984
iii.	Name of the Company	Hindustan Foods Limited
iv.	Category / Sub-Category of the Company	Public Company limited by shares / Indian Non – Government Company
٧.	Address of the Registered office and contact details	Office No. 03, Level 02, Centrium, Phoenix Market City, 15, Lal Bahadur Shastri Road, Kurla, Mumbai, Maharashtra-400070. Tel: +91-22-61801700
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Private Limited C-101, 247 Park, L.B.S. Marg, Vikroli West, Mumbai – 400 083 E-Mail: rnt.helpdesk@linkintime.co.in, Tel: +91 22 49186270 Fax: +91 22 49186060

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

SI. No.	Name and Description of main products	NIC Code of the Product	% to total turnover of the company
1.	Contract Manufacturing of Milk & Cereal based baby food, Extruded Snacks, Instant Porridge and Extruded Cereal Products, Tea and Coffee	10794	43%
2.	Contract Manufacture of Leather Footwear	15201	8%
3.	Contract Manufacturing of Pest Control Product	20211	14%
4.	Contract Manufacturing of Detergent	20233	35%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES 41

SI. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section of Companies Act, 2013
1.	Vanity Case (India) Pvt. Ltd. S-15, Jairam Complex, Nevginagar, Panaji–Goa - 403001	U74999GA2012PTC006961	Holding	42.37%	2(46)
2.	ATC Beverages Private Limited Office No.3, Level 1, Centrium, Phoenix Market City, 15, LBS Marg, Kurla (West), Mumbai - 400070	U01554MH2004PTC339661	Associate	44.43%	2(6)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of shareholders	Number of shares held on 1st April, 2019				Number of shares held on 31st March, 2020				% change during the
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	year
A. Promoters									
1. Indian									
Individuals/HUF	4,00,000	0	4,00,000	2.9646	41,93,500	0	41,93,500	19.7825	948.3750
Bodies Corporate	78,47,294	0	78,47,294	58.1604	89,81,593	0	89,81,593	42.3698	14.4546
Any Other (specify) Promoter Trust	1,00,000	0	1,00,000	0.7411	1,00,000	0	1,00,000	0.4717	0
Sub-Total (A)(1)	83,47,294	0	83,47,294	61.8661	1,32,75,093	0	1,32,75,093	62.6240	59.0346
2. Foreign									
Individuals (Non- Resident Individuals/ Foreign Individuals)	0	0	0	0	0	0	0	0	0
Bodies Corporate	0	0	0	0	0	0	0	0	0
Institutions	0	0	0	0	0	0	0	0	0
Any Other (specify)	0	0	0	0	0	0	0	0	0
Sub-Total (A)(2)	0	0	0	0	0	0	0	0	0

Category of shareholders	Number	of shares h	eld on 1 st Ap	ril, 2019	Number	of shares he	eld on 31st Marc	h, 2020	% change during the
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	year
Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	83,47,294	0	83,47,294	61.8661	1,32,75,093	0	1,32,75,093	62.6240	59.0346
B. Public shareholding									
1. Institutions									
Alternate Investment Funds	25,5,995	0	2,55,995	1.8973	15,62,280	0	15,62,280	7.3699	510.2775
Foreign Portfolio Investors	13,40,590	0	13,40,590	9.9358	14,02,344	0	14,02,344	6.6154	4.6064
Financial Institutions/ Banks	0	300	300	0.0022	0	300	300	0.0014	0
Insurance Companies	0	6,900	6,900	0.0511	0	6,900	6,900	0.0326	0
Provident Funds/	0	0,300	0,900	0.0311	0	0,300	0,300	0.0320	0
Pension Funds	-		-						
Any Other (specify)	0	0	0	0	0	0	0	0	0
Sub-Total (B)(1)	15,96,585	7,200	16,03,785	11.8864	29,64,624	7200	29,71,824	14.0193	85.3006
2. Central Government/ State	0	0	0	0	0	0	0	0	0
Government(s)	0		0	0		0	0	0	0
Sub-Total (B)(2)	0	0	0	0	0	0	0	0	0
3. Non-institutions Individuals –									
i. Individual share-holders holding nominal share capital up to Rs. 1 lakh. ii. Individual share-holders holding nominal share	11,33,873 4,13,047	6,50,756	17,84,629 4,13,047	13.2268 3.0613	11,93,385 3,32,783	5,99,860	17,93,245 3,32,783	8.4595 1.5699	0.4827
capital in excess of Rs. 1 lakh.									
Trust Employee	9,737	0	9,737	0.0721	0	0	0	0	-100
Any Other (specify) Trusts	0	0	0	0.0000	12,309	0	12,309	0.0581	100
Hindu Undivided Family	78,609	0	78,609	0.5826	60,135	0	60,135	0.2837	-23.5011
Partnership Firm	0	0	0	0	7,41,097	0	7,41,097	3.4961	100
Non Resident Indians	42,427	69,000	11,1,427	0.8258	41,264	1,04,100	1,08,364	0.5112	-2.7488
Directors & their	6,25,007	0	6,25,007	4.6322	6,01,833	0	6,01,833	2.8391	-3.7077 73.0716
Relatives	21,728 4,85,187	0 12,050	21,728 4,97,237	0.1610 3.6853	5,851 12,83,564	0 12,050	5,851 12,95,614	0.0276 6.1119	-73.0716 160.5626
Clearing Member Bodies Corporate	4,00,107	12,050	4,91,231	3.0003	12,03,304	12,050	12,95,014	0.1119	100.3020
Sub-Total (B)(3)	28,09,615	7,31,806	35,41,421	26.2473	42,70,388	6,80,773	49,51,161	23.3567	39.8071
Total Public Shareholding (B)= (B)(1)+(B)(2))+(B)(3)	44,06,200	7,39,006	51,45,206	38.1337	72,35,012	7,87,973	79,22,985	37.3760	53.9877
C. Shares held by Custo-dians for GDR's & ADR's	0	0,	0	0	0	0	0	0	0
GRAND TOTAL (A)+(B)+(C)	1,27,53,494	7,39,006	1,34,92,500	100.0000	2,05,10,105	6,87,973	2,11,98,078	100.0000	57.1100

Reason for change in the total numbers of shares:

- 1. During the year, Board of Directors had allotted 27,77,779 Convertible warrants on Private Placement basis on 18th April, 2019. The Share warrants were convertible into Equity Shares of Rs. 10/- each at a premium of Rs.350/- per equity. During the Year, the Warrant Holders exercise their option to convert the entire Convertible Warrants into equivalent Equity Shares of the Company and Company received the balance 75% of the funds from all the warrant holders. The Share Allotment Committee of your Board in their meeting held on 16th January,2020 allotted 27,77,779 Equity Shares of Rs.10/- each to the warrant holders on conversion of the convertible warrants into Equity Shares of Rs.10/- each .
- 2. In accordance of the Order dated 25th November, 2019 of the Hon'ble NCLT, Mumbai Bench in the matter of Scheme of Arrangement between Avalon Cosmetics Private Limited ('Demerged Company') and your Company ('Resulting Company'), the Share Allotment Committee of your Board in its meeting held on 16th January, 2020 has issued and allotted 49,27,799 Equity Shares of Rs.10/- each of your Company to the eligible Shareholders of the Demerged Company who were holding shares of the Demerged Company as on the Record Date i.e. 15th January, 2020..

ii) Shareholding of Promoters

Shareholder's name	Number of shares held on 1 st April, 2019			Nun	nber of share 31st March,	% change in share holding during the year	
	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
Vanity Case India Pvt. Ltd.	7847294	58.1604	0	8981593	42.3698	0	14.4546
Shrinivas Vasudeva Dempo	400000	2.9646	0	400000	1.8870	0	0
Soiru Dempo Management Holding Private Limited	100000	0.7412	0	100000	0.4717	0	0
Asha Ramanlal Kothari	0	0	0	1896750	8.9477	0	100
Sameer Ramanlal Kothari	0	0 0 0		1896750	8.9477	0	100
TOTAL	8347294	61.8662	0	13275093	62.6240	0	59.0346

iii) Change in Promoters' Shareholding

Sr. No.	Shareholder's name		ding at the ril, 2019	Cumulative Shareholding during / at the end of the year (31st March, 2020)		
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company	
1.	Vanity Case India Pvt. Ltd.					
	At the beginning of the year	78,47,294	58.1604	78,47,294	58.1604	
	16.01.2020 – Pursuant to Scheme of Arrangement	11,34,299	5.35	89,81,593	42.3698	
	At the end of the year			89,81,593	42.3698	
2.	Asha Ramanlal Kothari					
	At the beginning of the year	0	0	0	0	
	16.01.2020 – Pursuant to Scheme of Arrangement	18,96,750	8.9477	18,96,750	8.9477	
	At the end of the year			18,96,750	8.9477	
3.	Sameer Ramanlal Kothari					
	At the beginning of the year	0	0	0	0	
	16.01.2020 – Pursuant to Scheme of Arrangement	18,96,750	8.9477	18,96,750	8.9477	
	At the end of the year			18,96,750	8.9477	
	TOTAL		_	1,27,75,093	60.2652	

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Top Ten Shareholders		ng as on 1st 2019	Shareholding as on 31st M	March, 2020
	No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
Jwalamukhi Investment Holdings	1340000	9.9314	1340000	6.3213
Infinity Consumer Holdings	0	0.0000	1024675	4.8338
Sixth Sense India Opportunities II	0	0.0000	833334	3.9312
Westbridge AIF I	217263	1.6103	627242	2.9590
Vora Chaitali Nikhil	550000	4.0763	525000	2.4766
Amruta Adukia	0	0.0000	472225	2.2277
Sandeep Gupta	0	0.0000	263925	1.2450
Convergent Finance LLP	0	0.0000	183620	0.8662
Nepean Long Term Opportunities Fund	38732	0.2871	101704	0.4798
Nalini Kalra#	50000	0.3706	46800	0.2208
Miral Keyur Desai#	34500	0.2557	34500	0.1628
Jaswant A. Sarvaiya#	50000	0.3706	983	0.0046
Vinod Raichand Shah#	36606	0.2713	20095	0.0948
Mangal Keshav Financial Services#	31000	0.2298		
Sixth Sense India Opportunities#	409190	3.0327	0	0

#Ceased to be in the list of Top 10 shareholders as on 31.03.2020. The same is reflected above since the shareholder was one of the Top 10 shareholders as on 01.04.2019

v) Shareholding of Directors and Key Managerial Personnel

For each of the Directors and KMP	Shareholding at the beginning of the year (1st April, 2019)		Date	Increase/ Decrease in Share-	Reason	Cumulative Shareholding during / at the end of the year (31st March, 2020)	
	No. of Shares	% of total Shares of the company		holding		No. of Shares	% of total Shares of the company
Ganesh Tukaram Argekar	50000	0.3848	-	-	-	50000	0.2359
Shrinivas Dempo	400000	2.9646				400000	1.8870
Sameer Kothari	0	0	16.01.2020	1896750	Pursuant to Scheme of Arrangement	1896750	8.9477
Nikhil Vora				7		7	0.0000
Harsha Raghavan	0	0	-	1826	-	1826	0.0088
Mayank Samdani	25000	0.1853	-	-	-	25000	0.1179
Bankim Purohit##	45	0.0003	-	-	-	45	0.0002
Kedarnath Swain*	2250	0.0167	-	-	-	2250	0.0106
Beena Mahambrey#	2550	0.0189				2550	0.0120
TOTAL			-	18,98,583	-		

CS upto 18.04.2019 ## CS with effect from 19.04.2019

^{*} CFO upto 11.11.2019 ** CFO with effect from 12.11.2019

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(In Rs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year i) Principal Amount ii) Interest due but not paid iii) Interest accrued but no due	97,73,65,428.03 - 1,18,55,820.00	90,02,019.85	- - -	98,63,67,447.88 - 1,18,55,820.00
Total (i+ii+iii)	98,92,21,248.03	90,02,019.85	-	99,82,23,267.88
Change in Indebtedness during the financial year - Addition - Reduction	96,18,96,217 -319295464.7	1,34,63,980	-	97,53,60,196.80 (31,92,95,464.68)
Net Change	64,26,00,752	1,34,63,980	-	65,60,64,732
Indebtedness at the end of the financial year i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due	1,61,95,88,000 - 1,22,34,000	2,24,66,000 - -	- - -	1,64,20,54,000 - 1,22,34,000.00
Total (i+ii+iii)	1,63,18,22,000	2,24,66,000	-	1,65,42,88,000

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL A. Remuneration to Managing Director, Whole-time Directors and/or Manager

(in Rs)

Particulars of Remuneration	Name of MD/\	NTD/Manager	Total Amount		
	Sameer R. Kothari	Ganesh T. Argekar			
Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perguisites v/o 17(2) Income tay Act, 1061	74,00,000	34,00,000	1,08,00,000		
(b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-				
Stock Option	-	Nil	Nil		
Sweat Equity	-	Nil	Nil		
Commission - as % of profit - others, specify Sitting Fees	- - 21,000	Nil Nil Nil	Nil Nil 21,000		
Others, please specify - Retirement benefits	-	-	-		
Total (A)	74,21,000	34,00,000	1,08,21,000		
Ceiling as per the Act	10% of the net p	10% of the net profits of the Company – 3,58,00,000			

B. Remuneration to other Directors

(in Rs)

Particulars of Remuneration		N	ame of Direct	tors		Total Amount
Independent Directors	Shashi K. Kalathil	Honey Vazirani	Neeraj Chandra	Sandeep Mehta	** Sudin M. Usgaonkar	
Fee for attending board/committee meetings Commission Others, please specify	1,95,000 - -	1,77,000 - -	1,26,000 - -	85,000 - -	16,000 - -	5,99,000 - -
Total (1)	1,95,000	1,77,000	1,26,000	85,000	16,000	5,99,000
Other Non-Executive Directors	Shrinivas V. Dempo	Nikhil K. Vora	Sarvjit Singh Bedi#	Harsha Raghavan#	* Rajesh S. Dempo	
Fee for attending board/committee meetings Commission Others, please specify	1,41,000 - -	1,40,000 - -	- - -	- - -	- - -	2,81,000 - -
Total (2)	1,41,000	1,40,000	0	0	0	2,81,000
Total (B)=(1+2)						8,80,000
Total Managerial Remuneration (A+B)						1,17,01,000
Ceiling as per the Act	Total managerial remuneration payable to its directors, including managing director and wh time director, and its manager in respect of ar financial year shall not exceed 11% of the net profit of the Company – 3,94,00,000 Two of the net profits of the company, if there i managing or whole-time director or manager 36,00,000					etor and whole- espect of any 6 of the net 0 ny, if there is a

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

(Rs. In Lakhs)

Particulars of Remuneration	Key Managerial Personnel		Total Amount
	Bankim Purohit Company Secretary	Mayank Samdani Chief Financial Officer	
Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	14.86 - -	20.74	35.60 - -
Stock Option	Nil	Nil	Nil
Sweat Equity	Nil	Nil	Nil
Commission - as % of profit - others, specify	Nil Nil	Nil Nil	Nil Nil
Others, please specify - Retirement benefits			
Total	14.86	20.74	35.60

^{*} Mr. Rajesh S. Dempo, resigned on 16.04.2019

** Adv. Sudin M. Usgaonkar, ceased to be a Director from 26.09.2019

Mr. Sarvijit Singh Bedi appointed on 18th April, 2019 and Mr. Harsha Raghvan appointed on 11.11.2019 are not paid any sitting fees or remuneration.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

Туре		Description	Details of Penalty/Punish- ment/Compounding fees imposed		Appeal made, if any (give Details)			
A. COMPANY								
Penalty Punishment Compounding	- - -	- - -	- - -	- - -	- - -			
B. DIRECTORS								
Penalty Punishment Compounding	- - -	- - -	- - -	- - -	- - -			
C. OTHER OFFICERS IN DEFAULT								
Penalty Punishment Compounding	- - -	- - -	- - -	- - -	- - -			