



HINDUSTAN FOODS LIMITED

Registered Office: Office No. 3, Level 2, Centrium, Phoenix Market City, 15, Lal Bahadur Shastri Road, Kurla [W], Mumbai 400 070, Maharashtra, India, Phones: +91 22 6180 1700/01,

E-mail: investorrelations@thevanitycase.com, **Website:** www.hindustanfoodslimited.com

CIN: L15139MH1984PLC316003

NOTICE OF POSTAL BALLOT

Notice is hereby given, pursuant to the provisions of Section 110 of the Companies Act, 2013 ("Act") read with Rule 22 of Companies (Management and Administration) Rules, 2014 as amended (the "Rules") including any statutory modification or re-enactment thereof for the time being in force and any other applicable provisions, if any, seeking approval of the members of **Hindustan Foods Limited (the "Company")** on the below appended resolutions by way of an Ordinary Resolution by means of Postal Ballot including an option to vote through remote electronic voting (e-voting).

An Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions, pertaining to the below appended resolution setting out the material facts and the reasons thereof, along with the Postal Ballot Form is annexed herewith for your consideration.

The Board of Directors of the Company, at its meeting held on 11th November, 2019 appointed Mr. Vivek Gaggar, Practicing Chartered Accountant, and partner of M/s. NVR & Co., Firm No. 145961W (Membership No. 162330, as the 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 have an option to vote either by Postal Ballot or through e-voting. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions, 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) on Saturday, 4th January, 2020. Postal Ballot Form, if sent by courier or by registered post or speed post at the expenses of the Member(s) will be accepted.

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 or a Company Secretary on or before Wednesday, 8th January, 2020 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.hindustanfoodslimited.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. Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section "General information and instructions relating to e-voting". References to Postal Ballot(s) in this Postal Ballot Notice include votes received electronically.

The resolutions 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.

SPECIAL BUSINESS:

ITEM NO 1 – APPROVAL FOR RELATED PARTY TRANSACTIONS WITH M/S. SUNDARAM COSMETICS AND M/S. MAHAK COSMETICS AND CREDIT PRIVATE LIMITED

To consider, and if thought fit, to pass the following Resolution as **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 188 (1) of the Companies Act, 2013 and the rules and regulations including Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, read with Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI(LODR)") and other applicable provisions and rules thereto (including any statutory modifications(s) or re-enactment thereof for the time being in force), subject to approvals, if any the approval of the Shareholders of the Company be and is hereby accorded to authorize the Board of Directors of the Company to enter into and execute the Conveyance/Sale deed with M/s. Sundaram Cosmetics ('Related Party') and M/s. Mahak Cosmetics and Credit Private Limited ('Related Party'), related parties of the Company within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of SEBI (LODR) for acquisition of immovable property at NA Land, Industrial Plot at Danudyog Sahakari Sangh Limited, Industrial Estate, Silvassa, Silvassa Pipariya, from M/s. Sundaram Cosmetics and Survey No.452, Hissa 3, Village Masat of the Union Territory of Dadra and Nagar Haveli, Masat, from M/s. Mahak Cosmetics and Credit Private Limited for a total consideration upto a maximum of ₹ 1.11 crores and ₹ 0.81 crores respectively.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution; sign and execute necessary documents and papers on an ongoing basis and to do and perform all such acts, deeds and things as may be necessary or in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings in this regard.



RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.”

ITEM NO 2 - APPROVAL FOR RELATED PARTY TRANSACTIONS WITH M/S. SHIVOM INDUSTRIES AND M/S. GALAXY HEALTHCARE PRODUCTS

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

“**RESOLVED THAT** pursuant to the provisions of Section 188(1) of the Companies Act, 2013, Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, read with Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI(LODR)’) and other applicable provisions and rules thereto (including any statutory modifications(s) or re-enactment thereof for the time being in force, if any), subject approvals, if any, the approval of the Shareholders of the Company, be and is hereby accorded to authorize the Board of Directors of the Company, to severally do or cause to be done all such acts, matters, deeds and things in connection with entering into a Business Transfer Agreement with M/s. Shivom Industries and M/s. Galaxy Healthcare Products (‘Related Parties’), related parties of the Company within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of SEBI (LODR) for purchase of Silvassa (Pipariya) Business Undertaking from M/s. Shivom Industries and Silvassa (Masat) Business Undertaking from M/s. Galaxy Healthcare Products, together with all its assets (including the building located at: a) NA Land, Industrial Plot at Danudyog Sahakari Sangh Limited, Industrial Estate Silvassa, Union territory of Dadra and Nagar Haveli and b) Survey No.452, Hissa 3, Village Masat of the Union Territory of Dadra and Nagar Haveli and liabilities, including but not limited to contracts, properties, permits, licenses and employees on a slump sale basis.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution, sign and execute necessary documents and papers on an ongoing basis and to do and perform all such acts, deeds and things as may be necessary or in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.”

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

**Sd/-
Bankim Purohit
(Company Secretary)
Membership No: 21865**

Place : Mumbai
Date : 11th November, 2019

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the proposed Ordinary Resolutions setting out all the material facts and reasons are enclosed herewith and forms part of this notice.
2. 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/ by way of remote e-voting.
3. The Cut-off date for reckoning the voting rights of the members of the Company is **Friday, 29th November, 2019 (“Cut-off date”)**. Member(s) holding equity shares as on Cut-off date may cast their vote through Postal Ballot or through e-voting only and a person who is not a member as on the Cut-off date shall treat this notice for information purpose only.
4. The Board of Directors at its meeting held on 11th November, 2019 has appointed Mr. Vivek Gaggar, Practicing Chartered Accountant, and partner of M/s. NVR & Co., Firm No. 145961W, as the 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.
5. 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.hindustanfoodslimited.com or he/she may send an e-mail to investorrelations@thevanitycase.com i.e. email address of the Company, they shall forward the same along with postage prepaid self-addressed business reply envelope to the member, fill in the relevant details and send it to the Scrutinizer.



6. 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.
7. 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.
8. The vote on postal ballot cannot be exercised through proxy.
9. 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"). The signed ballot forms should reach the scrutinizer not later than 5.00 pm on or before Saturday, 4th January, 2020; or
 - b) vote by electronic means in the manner set out herein not later than 5.00 pm on or before Saturday, 4th January, 2020.
10. The Scrutinizer will submit his report to the Chairman of the Board or in his absence to any other Designated Director or a Company Secretary of the Company 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 Wednesday, 08th January, 2020 at the Registered Office of the Company. The results along with the Report will be posted on the website of the Company: www.hindustanfoodslimited.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.
11. 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.
12. 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 last date of voting under Postal Ballot i.e. Saturday, 4th January, 2020.
13. 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.
14. Any queries/grievances pertaining to: a. Voting by Postal Ballot can be addressed to Mr. Bankim Purohit, Company Secretary by sending an e-mail at investorrelations@thevanitycase.com; b. The e-voting process you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.
15. 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:

- (a) 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.
- (b) The voting period begins on Friday, 6th December, 2019 (9:00 AM IST) and ends on Saturday, 4th January, 2020 (5:00 PM IST). During this period equity shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 29th November, 2019 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- (c) Once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently.
- (d) The voting rights of members shall be in proportion to their share of the paid-up equity share capital of the Company.
- (e) 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.
- (f) 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 Wednesday, 8th January, 2020 at the Registered Office of the Company at Unit No 03, Level 02, Centrium, Phoenix Market City, Kurla (West), Mumbai 400070. The results declared along with the Scrutinizer's report shall also be placed on the Company's website www.hindustanfoodslimited.com.
- (g) 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.nsd.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?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. 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.nsd.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.

4. 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*** |

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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.
 - c) How to retrieve your ‘initial password’?
 - (i) 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’.
 - (ii) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) 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.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) 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.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. 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?

1. 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.
2. 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.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. 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 vivek.gaggar@nvrndco.com with a copy marked to evoting@nsdl.co.in.
2. 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.
3. 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:

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

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

- (ii) If you are registered with NSDL for E-Voting then you can use your existing User ID and Password for casting your vote.
 (iii) 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. Members may also note that the Postal Ballot Notice will also be available on the Company's Website viz. www.hindustanfoodslimited.com for downloading.
 E. 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.

Contact Details:

| | | |
|----|------------------------------|---|
| 1. | Company | Name: Hindustan Foods Limited Address: Unit No 03, Level 02, Centrium, Phoenix Market City, Kurla (West), Mumbai -70 CIN: L15139MH1984PLC316003 Email: investorrelations@thevanitycase.com |
| 2. | 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: evoting@linkintime.co.in |
| 3. | E-voting Agency | Name: National Securities Depository Limited (NSDL) Tel: 1800-222-990 Email: evoting@nsdl.co.in |
| 4. | Scrutinizer | Name: Mr. Vivek Gaggar Practicing C.A: Membership No162330 Email:vivek.gaggar@nvrndco.com |



EXPLANATORY STATEMENT TO SPECIAL BUSINESS

(Pursuant to Section 102 of the Companies Act, 2013, ("ACT"))

ITEM NO. 1

The Board has authorized the Company to set up a manufacturing unit in Silvassa for a market leading MNC brand for home care brands. The Board has further authorized the Company to acquire the land from one of the Promoter group entities and make further investments in those sites. The Company is contemplating acquisition of land parcels from M/s Sundaram Cosmetics and M/s. Mahak Cosmetics Private Limited, the details of the same is mentioned in the table given below. M/s Sundaram Cosmetics and M/s. Mahak Cosmetics and Credit Private Limited are 'related party' within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations, 2015"), hence the contracts, agreements, arrangements and transactions of Company with M/s Sundaram Cosmetics and M/s. Mahak Cosmetics and Credit Private Limited fall under the category of a related party transaction of the Company in terms of the provisions of Section 188 of the Companies Act, 2013, rules framed thereunder and Regulation 23 of the Listing Regulations, 2015.

As per the proviso to Section 188(1) the Related Party Transactions as mentioned in clause (a) to (g) of the said Section require a Company to obtain prior approval of the Board of Directors and subsequently the Shareholders of the Company by way of Ordinary Resolution in case the value of the Related Party Transactions exceeds the stipulated thresholds prescribed in Rule 15(3) of the said Rules.

Accordingly, the Board of Directors of the Company based on the recommendations of the Audit Committee, considered this at its meeting held on Monday, 11th November, 2019, and recommended this to Shareholders for their approval. The particulars of the Related Party Transactions, which are required to be stated in the Explanatory Statement, as per Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, particulars of the transactions with M/s Sundaram Cosmetics and M/s. Mahak Cosmetics and Credit Private Limited are as follows:

| 1 | Name of the related party | M/s. Sundaram Cosmetics | M/s. Mahak Cosmetics and Credit Private Limited |
|---|--|--|--|
| 2 | Nature of relationship | Mr. Sameer Kothari, Managing Director of the Company is a partner of the Related Party | Mr. Sameer Kothari, Managing Director of the Company is also a Director of the Related Party |
| 3 | Nature, Duration of The Contract and Particulars of The Contract or Arrangement and Material terms, monetary value and particulars of the contract or arrangement; | Conveyance/ Sale deed for acquisition of land parcel with approx. built-up area of 2300 Sq. Mtrs. at NA Land, Industrial Plot at Danudyog Sahakari Sangh Limited, Industrial Estate, Silvassa, Silvassa Pipariya for a total consideration of ₹ 1.11 crs. will be entered, subject to approval of the shareholders of the Company. Duration: NA Apart from this, the transfer, stamp duty and other charges as applicable under the laws will have to be borne by the Company. | Conveyance/ Sale deed for acquisition of land parcel with approx. built-up area of 2500 Sq. Mtrs. at Survey No.452, Hissa 3, Village Masat of the Union Territory of Dadra and Nagar Haveli Masat for a total consideration of ₹ 0.81 crs., will be entered, subject to approval of the shareholders of the Company. Duration: NA Apart from this, the transfer, stamp duty and other charges as applicable under the laws will have to be borne by the Company. |
| 4 | The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract | The pricing is commensurate with the market value of the property. | The pricing is commensurate with the market value of the property. |
| 5 | Any other information relevant or important for the members to take a decision on the proposed resolution | The total quantum of related party transactions with M/s. Sundaram Cosmetics for the financial year ended 31st March, 2020 amounted to ₹ 1.11 Crores. | The total quantum of related party transactions with M/s. Mahak Cosmetics and Credit Private Limited for the financial year ended 31st March, 2020 amounted to ₹ 0.81 Crores. |



None of the Directors or Key Managerial Personnel of the Company including their relatives, other than those mentioned hereinabove, are concerned or interested in the resolution. However, in accordance with the second proviso to Section 188(1) of the Companies Act, 2013, the resolution above, being a resolution for approval of related party transaction, all related parties (including the above) shall not vote to approve such resolution.

The Board recommends the Ordinary Resolution in Item No. 1 for the approval of the Members of the Company.

ITEM NO. 2

The Board has authorized the Company to set up a manufacturing unit in Silvassa for a market leading MNC brand for home care brands. The Company is contemplating purchase of Silvassa (Pipariya) Business Undertaking from M/s. Shivom Industries and Silvassa (Masat) Business Undertaking from M/s. Galaxy Healthcare Products, together with all its assets, the details of the same is mentioned in the table given below. M/s. Shivom Industries and M/s. Galaxy Healthcare Products are 'related party' within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations, 2015"), hence the contracts, agreements, arrangements and transactions of the Company with M/s. Shivom Industries and M/s. Galaxy Healthcare Products fall under the category of a related party transaction of the Company in terms of the provisions of Section 188 of the Companies Act, 2013, rules framed thereunder and Regulation 23 of the Listing Regulations, 2015.

As per the proviso to Section 188(1) the Related Party Transactions as mentioned in clause (a) to (g) of the said Section require a Company to obtain prior approval of the Board of Directors and subsequently the Shareholders of the Company by way of Ordinary Resolution in case the value of the Related Party Transactions exceeds the stipulated thresholds prescribed in Rule 15(3) of the said Rules.

Accordingly, the Board of Directors of the Company based on the recommendations of the Audit Committee, considered this at its meeting held on Monday, 11th November, 2019 and recommended this to Shareholders for their approval. The particulars of the Related Party Transactions, which are required to be stated in the Explanatory Statement, as per Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, particulars of the transactions with M/s Shivom Industries and M/s. Galaxy Healthcare Products are as follows:

| 1 | Name of the related party | M/s. Shivom Industries | M/s. Galaxy Healthcare Products |
|---|--|--|---|
| 2 | Nature of relationship | Mr. Sameer Kothari, Managing Director of the Company is a Partner of the Related Party | Mr. Sameer Kothari, Managing Director of the Company is a Partner of the Related Party |
| 3 | Nature, Duration of The Contract and Particulars of The Contract or Arrangement and Material terms, monetary value and particulars of the contract or arrangement; | Business Transfer Agreement for acquisition of Silvassa (Pipariya) Business undertaking for a total consideration of ₹ 3.90 crs., will be entered, subject to approval of the shareholders of the Company. Duration: NA Apart from this, the transfer, stamp duty and other charges as applicable under the laws will have to be borne by the Company. | Business Transfer Agreement for acquisition of Silvassa (Masat) Business undertaking for a total consideration of ₹ 3.20 crs., will be entered, subject to approval of the shareholders of the Company. Duration: NA Apart from this, the transfer, stamp duty and other charges as applicable under the laws will have to be borne by the Company. |
| 4 | The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract | The pricing is commensurate with the enterprise value of the business to be acquired. | The pricing is commensurate with the enterprise value of the business to be acquired. |
| 5 | Any other information relevant or important for the members to take a decision on the proposed resolution | NA | NA |

None of the Directors or Key Managerial Personnel of the Company including their relatives, other than those mentioned hereinabove, are concerned or interested in the resolution. However, in accordance with the second proviso to Section 188(1) of the Companies Act, 2013, the resolution above, being a resolution for approval of related party transaction, all related parties (including the above) shall not vote to approve such resolution.



The Board recommends the Ordinary Resolution in Item No. 2 for the approval of the Members of the Company.

Documents for Inspection

The contracts, agreements, reports, arrangements and relevant documents referred to in the Postal Ballot Notice and the Explanatory Statement will be available for inspection for members at the Corporate Office of the Company between 11:00 a.m. and 01.00 p.m. on any working day except Saturdays from Friday, 6th December, 2019 up to the last date for voting under Postal Ballot i.e Saturday, 4th January, 2020.

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

Place : Mumbai
Date : 11th November, 2019

Registered Office:
Office No.3, Level-2,
Centrium, Phoenix Market City,
15, LBS Marg, Kurla (West)
Mumbai 400 070

Enclosures:

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

**Sd/-
Bankim Purohit
(Company Secretary)
Membership No: 21865**



HINDUSTAN FOODS LIMITED

Registered Office: Office No. 3, Level 2, Centrium, Phoenix Market City, 15, Lal Bahadur Shastri Road, Kurla [W], Mumbai 400 070, Maharashtra, India, Phones: +91 22 6180 1700/01,

E-mail: investorrelations@thevanitycase.com, **Website:** www.hindustanfoodslimited.com

CIN: L15139MH1984PLC316003

POSTAL BALLOT FORM

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

Serial No.:

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 as on :
29th November, 2019

I/We hereby exercise my/our vote(s) in respect of the Ordinary Resolutions to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated 11th November, 2019 by conveying my/our Assent (For) or Dissent (Against) to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

| Item No. | Description of the Resolutions | No. of Shares | I/We assent to the Resolution (For) | I/We dissent to the Resolution (Against) |
|----------------------------|--|---------------|-------------------------------------|--|
| Ordinary Resolution | | | | |
| 1. | Approval for Related Party Transactions With M/s. Sundaram Cosmetics and M/s. Mahak Cosmetics and Credit Private Limited | | | |
| 2. | Approval for Related Party Transactions With M/s. Shivom Industries and M/s. Galaxy Healthcare Products | | | |

Place :

Date :

Signature of the Member

Important Notice: Please complete and return this Postal Ballot Form to the Scrutinizer by using the enclosed postage pre-paid self-addressed Business Reply Envelope. Last date for Receipt of this Postal Ballot Form by the Scrutinizer is Saturday, 4th January, 2020.

ELECTRONIC VOTING PARTICULARS (Please visit <https://www.evoting.nsdl.com> to cast your vote online)

| EVENT (E-Voting Even Number) | USER ID | PASSWORD |
|---------------------------------|---------|----------|
| | | |

Note: Detailed instructions for e-voting are furnished in the Postal Ballot Notice.



INSTRUCTIONS

- 1) The voting rights for the Equity Shares are one vote per Equity Share, registered in the name of the Members. Voting period commences at 09:00 am IST on Friday, 6th December, 2019 and ends at 05:00 pm IST on Saturday, 4th January, 2020.
- 2) Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name(s) of the Member(s) on the **cut-off date** i.e **Friday, 29th November, 2019**. A person who is not a Member on the relevant date should treat this notice for information purpose only.
- 3) A Member desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature, to the Scrutinizer in the attached postage pre-paid self-addressed Business Reply Envelope. However, envelopes containing Postal Ballot Form, if sent by courier, registered post or speed post at the expense of the Member, will also be accepted.
- 4) Alternatively, a Member may vote through electronic mode as per the instructions for e-voting provided in the Postal Ballot Notice sent herewith.
- 5) The Members can opt only one mode of voting i.e either by Physical Ballot or e-voting. In case Members cast their vote by Physical Ballot and e-voting, the voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
- 6) The self-addressed Business Reply Envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company, and the address to which the same needs to be dispatched.
- 7) The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company). Voting rights in a Postal Ballot cannot be exercised by a Proxy. In case of joint holding, this Form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member. Holders of Power Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA and enclosing an attested copy of the POA.
- 8) In case of Equity Shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/other authority and attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
- 9) Consent must be accorded by placing a tick mark in the column, 'I/We assent to the Resolution', or dissent must be accorded by placing a tick mark in the column, 'I/We dissent to the Resolution'. Form bearing tick mark in both the columns will be treated as invalid. A Member need not use all of his/her votes nor does he/she need to cast his/her votes in the same way.
- 10) The votes of a Member will be considered invalid on any of the following grounds-
 - a) If a form other than the Postal Ballot Form issued by the Company is used.
 - b) If the Postal Ballot Form has not been signed by or on behalf of the Member.
 - c) If the Member's signature does not tally with the specimen signature with the Company.
 - d) If the Member has marked his/her/its vote both for 'Assent' and also for 'Dissent' to the 'Resolution', in such manner that the aggregate Equity Shares voted for 'Assent' and 'Dissent' exceeded total number of Shares held.
 - e) If the Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
 - f) If the Postal Ballot Form is incomplete and incorrectly filled.
 - g) If the Postal Ballot Form is received torn or defaced or mutilated or in a manner such that it is difficult for the Scrutinizer to identify either the Member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or neither Assent or Dissent is mentioned or if the signature could not be verified, or one or more of the above grounds.
 - h) Any competent authority has given directions in writing to the Company to freeze the voting rights of the Member.
- 11) Duly completed Postal Ballot Form should reach the Scrutinizer not later than by 05:00 pm IST on Saturday, 4th January, 2020. Postal Ballot Form received after that date will be strictly treated as if reply from such Member has not been received. The Members are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
- 12) A Member may request for duplicate Postal Ballot Form from the Registrar and Share Transfer Agent, **Unit: Hindustan Foods Limited**, Link Intime India Private Limited, C 101, 247 Park, LBS Road, Vikhroli (West), Mumbai- 400083 or from the Registered Office or download the same from the Company's website www.hindustanfoodslimited.com.
- 13) Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed postage prepaid self-addressed Business Reply Envelopes as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would be able to act on the same.
- 14) The Scrutinizer's decision on the validity of Postal Ballot Form shall be final.
- 15) Any query in relation to the Resolutions proposed to be passed by Postal Ballot may be sent to investorrelations@thevanitycase.com.
- 16) The result of voting on the Resolutions will be declared on or before Wednesday, 8th January, 2020 at the Registered Office and will also be displayed on the website of the Company www.hindustanfoodslimited.com, besides being communicated to the Stock Exchange, Depositories and Registered and Share Transfer Agents.