

Extract of Annual Return as on the financial year ended on 31st March, 2019.

[Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

i.	Corporate Identity Number (CIN) of the Company	L15139MH1984PLC316003
ii.	Registration Date	31 st December, 1984
iii.	Name of the Company	Hindustan Foods Limited
iv.	Category / Sub-Category of the Company	Public Company limited by shares
v.	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

Sl. 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	10794	9.40%
2.	Contract Manufacture of Leather Footwear	15201	31.13%
3.	Contract Manufacturing of Pest Control Product	20211	52.41%
4.	Contract Manufacturing of Tea	10799	7.05%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES 41

Sl. 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	61.87%	2(46)

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 1 st April, 2018				Number of shares held on 31 st March, 2019				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Promoters									
1. Indian									
Individuals/HUF	Nil	Nil	Nil	Nil	400000	Nil	400000	2.9646	2.9646
Bodies Corporate	7847294	Nil	7847294	60.3986	7847294	Nil	7847294	58.1604	(2.2382)
Any Other (specify)	Nil	Nil	Nil	Nil	100000	Nil	100000	0.7411	0.7411
Sub-Total (A)(1)	7847294	Nil	7847294	60.3986	8347294	Nil	8347294	61.8661	1.4675
2. Foreign									
Individuals (Non-Resident Individuals/ Foreign Individuals)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Bodies Corporate	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Institutions	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Any Other (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-Total (A)(2)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	7847294	Nil	7847294	60.3986	8347294	Nil	8347294	61.8661	1.4675
B. Public shareholding									
1. Institutions									
Alternate Investment Funds	Nil	Nil	Nil	Nil	255995	Nil	255995	1.8973	1.8973
Foreign Portfolio Investors	Nil	Nil	Nil	Nil	1340590	Nil	1340590	9.9358	9.9358
Financial Institutions/ Banks	Nil	300	300	0.0023	Nil	300	300	0.0022	(0.0001)
Insurance Companies	Nil	6900	6900	0.0531	Nil	6900	6900	0.0511	(0.0020)
Qualified Foreign Investors	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Any Other (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-Total (B)(1)	Nil	7200	7200	0.0554	1596585	7200	1603785	11.8864	11.8310
2. Central Government/ State Government(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-Total (B)(2)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
3. Non-institutions									
Bodies Corporate	2140896	14550	2155446	16.5899	485187	12050	497237	3.6852	(12.9047)

Category of shareholders	Number of shares held on 1 st April, 2018				Number of shares held on 31 st March, 2019				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
Individuals –									
i. Individual share-holders holding nominal share capital up to Rs. 2 lakhs.	921852	720806	1642658	12.6431	1133873	650756	1784629	13.2268	0.5837
ii. Individual share-holders holding nominal share capital in excess of Rs. 2 lakhs	503089	Nil	503089	3.8721	413047	Nil	413047	3.0613	0.8108
Employee Trusts	Nil	Nil	Nil	Nil	9737	Nil	9737	0.0721	0.0721
Any Other (specify)									
i. Clearing Member	37246	Nil	37246	0.2867	21728	Nil	21728	0.1610	(0.1257)
ii. Non Resident Indian	24679	71200	95879	0.7379	42427	69000	111427	0.8258	0.0879
iv. Directors & their relatives	625500	Nil	625500	4.8143	625007	Nil	625007	4.6322	(0.1821)
v. Hindu Undivided Family	78188	Nil	78188	0.6018	78609	Nil	78609	0.5826	(0.0192)
Sub-Total (B)(3)	4331450	806556	5138006	39.5459	2809615	731806	3541421	26.2473	(11.6772)
Total Public Shareholding (B)= (B)(1)+(B)(2) +(B)(3)	4331450	813756	5145206	39.6014	4406200	739006	5145206	38.1337	0.1538
C. Shares held by Custodians for GDR's & ADR's	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
GRAND TOTAL (A)+(B)+(C)	12178744	813756	12992500	100.0000	12753494	739006	13492500	100.0000	1.6213

ii) Shareholding of Promoters

Shareholder's name	Number of shares held on 1 st April, 2018			Number of shares held on 31 st March, 2019			% 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	60.3986	Nil	8347294	61.8661	Nil	1.4675
TOTAL	7847294	60.3986	Nil	8347294	61.8661	Nil	1.4675

iii) Change in Promoters' Shareholding

Shareholder's name	Shareholding at the beginning of the year (1 st April, 2018)		Date	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during / at the end of the year (31 st March, 2019)	
	No. of Shares	% of total Shares of the company				No. of Shares	% of total Shares of the company
Vanity Case (India) Pvt. Ltd.	7847294	60.3986	-	-	-	8347294	61.8661
TOTAL	7847294	60.3986				8347294	61.8661

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

Top Ten Shareholders	Shareholding as on 1 st April, 2018		Shareholding as on 31 st March, 2019	
	No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
Jwalamukhi Investment Holdings	-	-	1340000	9.9314
Vora Chaitali Nikhil	550000	4.2332	550000	4.0763
Sixth Sense India Opportunities	2000000	15.3935	409190	3.0327
Westbridge AIF I	-	-	217263	1.6103
Nalini Kalra	50000	0.3848	50000	0.3706
Jaswant A. Sarvaiya	50000	0.3848	50000	0.3706
Nepean Long Term Opportunities	-	-	38732	0.2871
Vinod Raichand Shah	38750	0.2982	36606	0.2713
Miral Keyur Desai	37500	0.2886	34500	0.2557
Mangal Keshav Financial Services	-	-	31000	0.2298

v) Shareholding of Directors and Key Managerial Personnel

For each of the Directors and KMP	Shareholding at the beginning of the year (1 st April, 2018)		Date	Increase/Decrease in Shareholding	Reason	Cumulative Shareholding during / at the end of the year (31 st March, 2019)	
	No. of Shares	% of total Shares of the company				No. of Shares	% of total Shares of the company
Beena M. Mahambrey	2550	0.0019	-	-	-	2550	0.0019
Ganesh Tukaram Argekar	50000	0.3848	-	-	-	50000	0.3848
Kedarnath Swain	2250	0.0017	-	-	-	2250	0.0017
TOTAL	54800	0.3884	-	-	-	54800	0.3884

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	32,01,91,629	81,50,976	-	32,83,42,605
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but no due	61,94,787	-	-	61,94,787
Total (i+ii+iii)	32,63,86,416	81,50,976		33,45,37,392
Change in Indebtedness during the financial year				
Addition	38,32,35,676	4,50,268	-	38,36,85,944
Reduction	(4,16,46,402)	-	-	4,16,46,402
Net Change	34,15,89,274	4,50,268	-	34,20,39,542
Indebtedness at the end of the financial year				
i) Principal Amount	65,61,19,870	86,01,244	-	66,47,21,115
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	1,18,55,820	-	-	1,18,55,820
Total (i+ii+iii)	66,79,75,690	86,01,244	-	6,76,57,6934

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/WTD/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	-	17,00,000	17,00,000
(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	-	Nil	Nil
- others, specify...	-	Nil	Nil
Sitting Fees	1,05,000	Nil	1,05,000
Others, please specify			
- Retirement benefits	-	-	-
Total (A)	1,05,000	17,00,000	18,05,000
Ceiling as per the Act	5% of the net profits of the Company		

B. Remuneration to other Directors

(in Rs)

Particulars of Remuneration	Name of Directors				Total Amount
	Sudin M. Usgaonkar	Shashi K. Kalathil	Honey Vazirani	Neeraj Chandra *	
Independent Directors					
Fee for attending board/committee meetings	18,000	1,16,500	1,16,500	15,000	2,66,000
Commission	-	-	-	-	-
Others, please specify	-	-	-	-	-
Total (1)	18,000	1,16,500	1,16,500	15,000	2,66,000
Other Non-Executive Directors	Shrinivas V. Dempo	Rajesh S. Dempo	Nikhil K. Vora		
Fee for attending board/committee meetings	49,000	34,000	90,000		1,73,000
Commission	-	-	-		-
Others, please specify	-	-	-		-
Total (2)	49,000	34,000	90,000		1,73,000
Total (B)=(1+2)					4,39,000
Total Managerial Remuneration (A+B)					22,44,000
Ceiling as per the Act	1% of the net profits of the Company				

* Appointed with effect from 25.01.2019

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

(in Rs)

Particulars of Remuneration	Key Managerial Personnel			Total Amount
	CEO	Company Secretary	CFO	
Gross salary				
(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	12.20	10.78	22.98
(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	Nil
Sweat Equity	-	Nil	Nil	Nil
Commission				
- as % of profit	-	Nil	Nil	Nil
- others, specify...	-	Nil	Nil	Nil
Others, please specify				
- Retirement benefits	-	---	---	---
Total	-	12.20	10.78	22.98

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority [RD/NCLT/COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-