



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: 11th November, 2019

To,
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.: Outcome of Board Meeting

Pursuant to the Regulation 30 read with Part A of Schedule III and 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that, the Board of Directors of the Company at its meeting held on today i.e. Monday, 11th November, 2019, have:

- 1) Approved the Un-Audited Standalone & Consolidated Financial Results of the Company for the Quarter and Half Year ended 30th September, 2019. Copy of the same is enclosed along with the Limited Review Report of the Auditors thereon;
- 2) Related Party Transactions under Section 188 of the Companies Act, 2013 read with the Companies (Meetings of the Board and its Powers) Rules, 2014 and Regulation 23 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with requisite majority, subject to approval of the Shareholders of the Company.

The details of the said transactions are annexed herewith as “Annexure A” to this outcome.

- 3) Approved the Notice of the Postal Ballot for the approval of the Shareholders of the Company for passing the necessary resolutions under Section 188 of the Companies Act, 2013 by way of Postal Ballot for the transactions as mentioned in “Annexure A”.



- 4) The Board of Directors, Based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Harsha Raghavan (DIN: 01761512) as an Additional Director (Non-Independent, Non-Executive Director) on the Board of Directors of the Company, with effect from 11th November, 2019, to hold office upto the Next Annual General Meeting of the Company.

Mr. Harsha Raghavan is not related to any of the Directors of the Company.

A brief profile of Mr. Harsha Raghavan is annexed herewith as “**Annexure B**” to this outcome.

- 5) Based on the recommendation of the Nomination and Remuneration Committee and approval & recommendation of Audit Committee, approved the appointment of Mr. Mayank Samdani, Group CFO as Chief Financial Officer (Key Managerial Personnel) of the Company w.e.f 12th November, 2019 in place of Mr. Kedar Swain, who ceased to be Chief Financial Officer of the Company w.e.f. 11th November, 2019, However, Mr. Kedar Swain will continue to work as a part of Mr. Mayank’s Team.

A brief profile of Mr. Mayank Samdani is annexed herewith as “**Annexure C**” to this outcome.

The results will be published in the newspapers in terms of Regulation 47(1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in due course.

The Board meeting commenced at 12:00 Noon and concluded at 01:45 p.m.

We request you to take the above on record.

Thanking you,

Yours faithfully

For **HINDUSTAN FOODS LIMITED**



Bankim Purohit
Company Secretary
ACS: 21865



Encl. as above

Independent Auditor's Review Report on unaudited standalone quarterly and year to date financial results of the Company pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To
The Board of Directors
Hindustan Foods Limited

1. We have reviewed the accompanying statement of unaudited standalone financial results of Hindustan Foods Limited ('the Company') for the quarter ended September 30, 2019 and the year to-date results for the period April 01, 2019 to September 30, 2019 ('the Statement') attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('the Regulation'). Attention is drawn to the fact that the figures for the net cash inflow for the corresponding year to-date period April 01, 2018 to September 30, 2018, as reported in these unaudited standalone financial results have been approved by the Company's Board of Directors but have not been subjected to review.
2. This Statement, which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Ind AS 34 'Interim Financial Reporting', prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other recognized accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether standalone financial results are free of material misstatements. A review consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.



MSKA

& Associates

Chartered Accountants

4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement of unaudited standalone financial results prepared in accordance with the recognition and measurement principles laid down in Ind AS 34, prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other recognized accounting principles generally accepted in India has not disclosed the information required to be disclosed in terms of the Regulation including the manner in which it is to be disclosed, or that it contains any material misstatement.

For MSKA & Associates

Chartered Accountants

ICAI Firm Registration No.105047W

Amrish Vaidya

Partner

Membership No.: 101739

UDIN: 19101739AAAAEZ4065



Place: Mumbai

Date: November 11, 2019

HINDUSTAN FOODS LIMITED

Regd. Office : Level - 2 , Centrium, Phoenix Market City, 15 LBS Marg, Kurla, Mumbai -70

CIN : L15139MH1984PLC316003, Website : www.hindustanfoodslimited.com, E-mail : investorrelations@thevanitycase.com

STATEMENT OF UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND SIX MONTHS ENDED SEPTEMBER 30, 2019

(Rs. In Lakhs)							
Sr. No.	PARTICULARS	Three Months ended on 30.09.2019 (Unaudited)	Three Months ended on 30.06.2019 (Unaudited)	Three Months ended on 30.09.2018 (Unaudited)	Six Months ended on 30.09.2019 (Unaudited)	Corresponding Six Months ended in the previous year 30.09.2018 (Unaudited)	For the year ended 31.03.2019 (Audited)
I	Revenue from operations	11,351.98	7,767.05	5,274.46	19,119.03	9,692.04	23,660.12
II	Other income	15.69	6.02	12.24	21.71	12.64	62.40
III	Total income (I+II)	11,367.67	7,773.07	5,286.70	19,140.74	9,704.68	23,722.52
IV	Expenses						
	(a) Cost of material consumed	8,808.32	5,527.10	3,088.20	14,335.42	5,770.03	14,901.18
	(b) Purchase of stock-in-trade	42.96	-	19.85	42.96	20.32	37.09
	(c) Changes in inventories of finished goods, stock-in-trade and work-in-progress	(389.83)	(264.23)	(95.24)	(654.06)	(360.37)	(796.63)
	(d) Employee benefits expense	456.35	408.15	289.00	864.50	566.97	1,377.25
	(e) Finance costs	174.43	167.98	85.25	342.41	141.23	394.79
	(f) Depreciation and amortization expense	139.28	121.00	65.86	260.28	125.88	313.24
	(g) Manufacturing and operating costs	1,151.19	1,053.88	1,135.85	2,205.07	2,170.56	4,632.20
	(h) Other expenses	383.79	347.25	342.99	731.04	605.56	1,472.40
	Total expenses (IV)	10,766.49	7,361.13	4,931.76	18,127.62	9,040.18	22,331.52
V	Profit before tax (III- IV)	601.18	411.94	354.94	1,013.12	664.50	1,391.00
VI	Tax expense						
	(a) Current tax	84.08	87.72	70.84	171.80	128.43	293.04
	Less: MAT credit entitlement	(63.90)	(67.41)	(31.28)	(131.31)	(39.20)	(34.62)
	(b) Deferred tax (excluding MAT credit entitlement)	141.75	89.23	61.79	230.98	82.35	112.55
	Total tax expense (VI)	161.93	109.54	101.35	271.47	171.58	370.97
VII	Profit for the period/year (V-VI)	439.25	302.40	253.59	741.65	492.92	1,020.03
VIII	Other comprehensive income (OCI)						
	Other comprehensive income not to be reclassified to profit or loss :						
	Re-measurement gains on defined benefit plans	(3.67)	(3.68)	(0.84)	(7.35)	(1.62)	(11.41)
	Income tax effect on above	1.03	1.07	0.36	2.10	0.54	3.32
	Total other comprehensive income (VIII)	(2.64)	(2.61)	(0.48)	(5.25)	(1.08)	(8.09)
IX	Total comprehensive income for the period/year (VII+VIII)	436.61	299.79	253.11	736.40	491.84	1,011.94
X	Paid-up equity share capital (face value of Rs.10/- each)	1,349.25	1,349.25	1,349.25	1,349.25	1,349.25	1,349.25
XI	Other equity						4,929.57
XII	Earnings per share (of Rs. 10/- each):						
	(a) Basic	3.26	2.24	1.93	5.50	3.74	7.65
	(b) Diluted	2.70	1.92	1.93	4.63	3.74	7.65



HINDUSTAN FOODS LIMITED
STATEMENT OF STANDALONE ASSETS AND LIABILITIES FOR THE PERIOD ENDED SEPTEMBER 30, 2019

(Rs. In Lakhs)

Sr. No.	Particulars	September 30, 2019 (Unaudited)	March 31, 2019 (Audited)
I	ASSETS		
1	Non-current assets		
	Property, plant and equipment	8,161.90	7,249.11
	Capital work-in-progress	5,949.93	34.05
	Intangible assets	154.70	176.34
	Financial assets		
	Investments	281.55	-
	Loans	94.12	40.06
	Other financial assets	24.29	23.47
	Non-current tax assets (net)	70.40	31.70
	Other non-current assets	1,999.13	1,036.41
	Total non-current assets	16,736.02	8,591.14
2	Current assets		
	Inventories	4,761.77	3,482.88
	Financial assets		
	Trade receivables	3,790.63	3,545.80
	Cash and cash equivalents	248.07	425.19
	Bank balances other than cash and cash equivalents	802.02	13.95
	Loans	268.40	125.00
	Other financial assets	653.89	371.27
	Other current assets	2,626.15	1,744.16
	Total current assets	13,150.93	9,708.25
	Total assets	29,886.95	18,299.39
II	EQUITY AND LIABILITIES		
1	Equity		
	Equity share capital	1,349.25	1,349.25
	Other equity	8,165.98	4,929.57
	Total equity	9,515.23	6,278.82
2	Liabilities		
	Non-current liabilities		
	Financial liabilities		
	Borrowings	10,007.74	4,779.97
	Other financial liabilities	1,477.16	81.52
	Employee benefits obligation	77.81	40.75
	Deferred tax liabilities (net)	150.61	50.89
	Other non current liabilities	84.66	84.67
	Total non current liabilities	11,797.98	5,037.80
3	Current liabilities		
	Financial liabilities		
	Borrowings	1,706.15	1,520.09
	Trade payables		
	(i) outstanding dues of micro enterprises and small enterprises	0.17	0.17
	(ii) outstanding dues of creditors other than micro enterprises and small enterprises	5,807.45	4,428.82
	Other financial liabilities	951.79	709.07
	Other current liabilities	59.69	114.14
	Employee benefits obligation	48.49	65.38
	Current income tax (net)	-	145.10
	Total current liabilities	8,573.74	6,982.77
	Total liabilities	20,371.72	12,020.57
	Total equity and liabilities	29,886.95	18,299.39



HINDUSTAN FOODS LIMITED
STATEMENT OF STANDALONE CASH FLOW FOR THE PERIOD ENDED SEPTEMBER 30, 2019

(Rs. In Lakhs)

	Six Months ended on 30.09.2019 (Unaudited)	Corresponding Six Months ended in the previous year 30.09.2018 (Unaudited)	For the year ended 31.03.2019 (Audited)
Cash flow from operating activities			
Profit before tax	1,013.12	664.50	1,391.00
Adjustments for:			
Depreciation and amortization expenses	260.28	125.88	313.24
Interest on borrowing	330.79	138.98	386.29
Interest on redeemable non cumulative non convertible preference shares	2.45	2.25	4.50
Other finance charge	9.17	-	4.00
Interest income	(12.99)	(12.64)	(19.90)
Interest income on loans given	(8.52)	-	-
Bad debts written-off	7.22	-	-
Gain on sale of property, plant and equipment	-	-	(4.00)
Provision for doubtful debts	3.00	-	7.48
Other receivable written off	-	59.00	119.00
Re-measurement gains on defined benefit plans reclassified to OCI	(7.35)	(1.62)	(11.41)
Unrealised foreign exchange translation (gain)/loss	(4.07)	21.31	2.98
Operating profit before working capital changes	1,593.10	997.66	2,193.18
Changes in working capital			
(Increase) in inventories	(1,278.89)	(127.64)	(970.27)
(Increase)/ decrease in trade receivables	(256.84)	174.89	(650.33)
(Increase) in other assets	(882.00)	(441.19)	(1040.49)
(Increase) in financial assets	(317.65)	(50.42)	(185.60)
(Decrease)/ increase in trade payables	1,384.39	(207.08)	276.16
(Decrease)/ increase in other liabilities	(55.63)	199.21	54.25
Increase in financial liabilities	1,390.35	14.21	240.10
Increase in provisions	20.17	7.61	45.01
Cash (used in)/ generated from operations	1,597.00	567.25	(37.99)
Income tax paid	(352.26)	(51.50)	(263.00)
Net cash flows from operating activities (A)	1,244.74	515.75	(300.99)
Cash flow from investing activities			
Interest received	5.09	9.40	19.93
Payment for property, plant and equipment and intangible assets (net)	(7,921.34)	(1,523.78)	(4059.18)
Bank balances other than cash and cash equivalent	(791.49)	2.54	(3.39)
Payment for acquisition of business	-	(349.42)	(349.42)
Loans given to associate	(143.30)	-	-
Investment in equity shares of associate	(281.55)	-	-
Net cash flow from investing activities (B)	(9,132.59)	(1,861.26)	(4,392.06)
Cash flow from financing activities			
Proceeds from issue of share warrants	2,500.00	-	-
Proceeds from issue of equity shares	-	1,500.00	1,500.00
Share issues expenses paid	-	(27.90)	(57.51)
Proceeds from long-term borrowings	5,310.47	-	2,148.47
Proceeds from short-term borrowings	186.05	613.75	1,206.79
Interest paid	(285.79)	(141.30)	(329.68)
Net cash flow from financing activities (C)	7,710.73	1,944.55	4,468.07
Net increase/ (decrease) in cash and cash equivalents (A+B+C)	(177.12)	599.04	(224.97)
Cash and cash equivalents at the beginning of the period	425.19	650.16	650.16
Cash and cash equivalents at the end of the period	248.07	1,249.20	425.19



Notes to the standalone financial results:

- 1) The Standalone Financial Results for the quarter and six months ended September 30, 2019 have been duly reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on November 11, 2019 and have been subjected to a Limited Review by the Statutory Auditors of the Company.
- 2) The Company's operations predominantly relate to contract manufacturing and other manufacturing for sale under the Company's own brand name. The Chief Operating Decision Maker (CODM) reviews the operations of the Company as contract manufacturing and other manufacturing for sale under the Company's own brand name. Since, the quantitative threshold as per para 13 of Ind AS 108 on Segment Reporting are not met for "other manufacturing for sale under Company's own brand name", no separate segment information has been furnished herewith.

Summary of segment information as at and for the quarter and six months ended September 30, 2019 is as follows:

Particulars	(Rs. in Lakhs)					
	Three Months ended on 30.09.2019 (Unaudited)	Three Months ended on 30.06.2019 (Unaudited)	Three Months ended on 30.09.2018 (Unaudited)	Six Months ended on 30.09.2019 (Unaudited)	Corresponding Six Months ended in the previous year 30.09.2018 (Unaudited)	For the year ended 31.03.2019 (Audited)
Segment revenue						
Contract Manufacturing	11,351.68	7,766.62	-	19,118.30	-	23,657.84
Others	0.30	0.43	-	0.73	-	2.28
Inter- segment revenue	-	-	-	-	-	-
Total revenue	11,351.98	7,767.05	-	19,119.03	-	23,660.12
Segment result						
Contract Manufacturing	785.28	589.48	-	1,374.76	-	1,808.76
Others	(12.31)	(12.17)	-	(24.48)	-	(31.06)
Add/ (Less)						
Finance cost	(174.43)	(167.98)	-	(342.41)	-	(394.79)
Provision for tax	(161.93)	(109.54)	-	(271.47)	-	(370.97)
Net profit	436.61	299.79	-	736.40	-	1,011.94
Segment assets						
Contract Manufacturing	29,745.50	20,784.00	-	29,745.50	-	18,132.73
Others	141.45	154.05	-	141.45	-	166.66
Unallocated asset	-	-	-	-	-	-
Total assets	29,886.95	20,938.05	-	29,886.95	-	18,299.39
Segment liabilities						
Contract Manufacturing	20,371.72	11,859.44	-	20,371.72	-	12,020.57
Others	-	-	-	-	-	-
Unallocated liability	-	-	-	-	-	-
Total liabilities	20,371.72	11,859.44	-	20,371.72	-	12,020.57
Net capital employed	9,515.23	9,078.61	-	9,515.23	-	6,278.82

- 3) The Company is awaiting approval from National Company Law Tribunal for the scheme of arrangement for demerger of Contract Manufacturing (Hyderabad) Business of Avalon Cosmetics Private Limited, having its registered office at Mumbai into Hindustan Foods Limited.
- 4) Effective April 1, 2019, the Company has adopted Ind AS 116 using the modified retrospective method. The impact of adoption of Ind-AS 116 is not material on the profit of the Company for the quarter and six months ended September 30, 2019.
- 5) The Government of India, on September 20, 2019, vide the Taxation Laws (Amendment) Ordinance 2019, inserted a new Section 115BAA in the Income Tax Act, 1961, which provides an option to the Company for paying Income Tax at reduced rates as per the provisions/conditions defined in the said section. The Company has not chosen to avail this concessional tax rate.

For HINDUSTAN FOODS LIMITED


SAMEER R. KOTHARI
 Managing Director
 DIN : 01361343



Place : Mumbai
 Date : 11 November 2019



Independent Auditor's Review Report on consolidated unaudited quarterly and year to date financial results of the Company and its Associate pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To
The Board of Directors
Hindustan Foods Limited

1. We have reviewed the accompanying statement of consolidated unaudited financial results of Hindustan Foods Limited ('the Company') and its share of the net loss after tax and total comprehensive loss of its associate for the quarter ended September 30, 2019 and the year to-date results for the period from April 01, 2019 to September 30, 2019 ('the Statement'), being submitted by the Company pursuant to the requirements of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('the Regulation'). Attention is drawn to the fact that the figures for the net cash inflow for the corresponding year to-date period April 01, 2018 to September 30, 2018, as reported in these unaudited consolidated financial results have been approved by the Company's Board of Directors but have not been subjected to review.
2. This Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 'Interim Financial Reporting' ('Ind AS 34'), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other recognized accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the consolidated financial results are free of material misstatement. A review consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.



4. The Statement includes the results of the following entities:

Sr. No	Name of the Company	Relationship with the Company
1	ATC Beverages Private Limited	Associate

5. Based on our review conducted and procedures performed as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with the recognition and measurement principles laid down in Ind AS 34, prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other recognized accounting principles generally accepted in India has not disclosed the information required to be disclosed in terms of the Regulation including the manner in which it is to be disclosed, or that it contains any material misstatement.
6. The consolidated unaudited financial results include the Company's share of net loss after tax of Rs.16,62,326 for the period from August 1, 2019 to September 30, 2019, as considered in the consolidated unaudited financial results, in respect of an associates, based on their interim financial information which have not been reviewed by their auditors. According to the information and explanations given to us by the Management, these interim financial results are not material to the Company.

Our conclusion on the Statement is not modified in respect of the above matter.

For MSKA & Associates

Chartered Accountants

ICAI Firm Registration No.105047W



Amrish Vaidya

Partner

Membership No.: 101739

UDIN: 19101739AAAAFA2224



Place: Mumbai

Date: November 11, 2019

HINDUSTAN FOODS LIMITED

Regd. Office : Level - 2 , Centrium, Phoenix Market City, 15 LBS Marg, Kuria, Mumbai -70

CIN : L15139MH1984PLC316003, Website : www.hindustanfoodslimited.com, E-mail : investorrelations@thevanitycase.com

STATEMENT OF UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND SIX MONTHS ENDED SEPTEMBER 30, 2019

(Rs. In Lakhs)							
Sr. No.	PARTICULARS	Three Months ended on 30.09.2019 (Unaudited)	Three Months ended on 30.06.2019 (Unaudited)	Three Months ended on 30.09.2018 (Unaudited)	Six Months ended on 30.09.2019 (Unaudited)	Corresponding Six Months ended in the previous year 30.09.2018 (Unaudited)	For the year ended 31.03.2019 (Audited)
I	Revenue from operations	11,351.98	7,767.05	5,274.46	19,119.03	9,692.04	23,660.12
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III	Total income (I+II)	11,367.67	7,773.07	5,286.70	19,140.74	9,704.68	23,722.52
IV	Expenses						
	(a) Cost of material consumed	8,808.32	5,527.10	3,088.20	14,335.42	5,770.03	14,901.18
	(b) Purchase of stock-in-trade	42.96	-	19.85	42.96	20.32	37.09
	(c) Changes in inventories of finished goods, stock-in-trade and work-in-progress	(389.83)	(264.23)	(95.24)	(654.06)	(360.37)	(796.63)
	(d) Employee benefits expense	456.35	408.15	289.00	864.50	566.97	1,377.25
	(e) Finance costs	174.43	167.98	85.25	342.41	141.23	394.79
	(f) Depreciation and amortization expense	139.28	121.00	65.86	260.28	125.88	313.24
	(g) Manufacturing and operating costs	1,151.19	1,053.88	1,135.85	2,205.07	2,170.56	4,632.20
	(h) Other expenses	383.79	347.25	342.99	731.04	605.56	1,472.40
	Total expenses (IV)	10,766.49	7,361.13	4,931.76	18,127.62	9,040.18	22,331.52
V	Profit before share of net loss of investment accounted for using equity method and tax (III- IV)	601.18	411.94	354.94	1,013.12	664.50	1,391.00
VI	Share in loss from associate (refer note 6)	(16.62)	-	-	(16.62)	-	-
VII	Profit before tax (V+VI)	584.56	411.94	354.94	996.50	664.50	1,391.00
VIII	Tax expense						
	(a) Current tax	84.08	87.72	70.84	171.80	128.43	293.04
	Less: MAT credit entitlement	(63.90)	(67.41)	(31.28)	(131.31)	(39.20)	(34.62)
	(b) Deferred tax (excluding MAT credit entitlement)	141.75	89.23	61.79	230.98	82.35	112.55
	Total tax expense (VIII)	161.93	109.54	101.35	271.47	171.58	370.97
IX	Profit for the period/ year (VII-VIII)	422.63	302.40	253.59	725.03	492.92	1,020.03
X	Other comprehensive income (OCI)						
	Other comprehensive income not to be reclassified to profit or loss :						
	Re-measurement gains on defined benefit plans	(3.67)	(3.68)	(0.84)	(7.35)	(1.62)	(11.41)
	Income tax effect on above	1.03	1.07	0.36	2.10	0.54	3.32
	Total other comprehensive income (X)	(2.64)	(2.61)	(0.48)	(5.25)	(1.08)	(8.09)
XI	Total comprehensive income for the period/year (IX+X)	419.99	299.79	253.11	719.78	491.84	1,011.94
XII	Paid-up equity share capital (face value of Rs.10/- each)	1,349.25	1,349.25	1,349.25	1,349.25	1,349.25	1,349.25
XIII	Other equity						4,929.57
XIV	Earnings per share (of Rs. 10/- each):						
	(a) Basic	3.13	2.24	1.93	5.37	3.74	7.65
	(b) Diluted	2.60	1.92	1.93	4.53	3.74	7.65



HINDUSTAN FOODS LIMITED
STATEMENT OF CONSOLIDATED ASSETS AND LIABILITIES FOR THE PERIOD ENDED SEPTEMBER 30, 2019

		(Rs. In Lakhs)	
Sr. No.	Particulars	September 30, 2019 (Unaudited)	March 31, 2019 (Audited)
I	ASSETS		
1	Non-current assets		
	Property, plant and equipment	8,161.90	7,249.11
	Capital work-in-progress	5,949.93	34.05
	Intangible assets	154.70	176.34
	Financial assets		
	Investments	264.93	-
	Loans	94.12	40.06
	Other financial assets	24.29	23.47
	Non-current tax assets (net)	70.40	31.70
	Other non-current assets	1,999.13	1,036.41
	Total non-current assets	16,719.40	8,591.14
2	Current assets		
	Inventories	4,761.77	3,482.88
	Financial assets		
	Trade receivables	3,790.63	3,545.80
	Cash and cash equivalents	248.07	425.19
	Bank balances other than cash and cash equivalents	802.02	13.95
	Loans	268.40	125.00
	Other financial assets	653.89	371.27
	Other current assets	2,626.15	1,744.16
	Total current assets	13,150.93	9,708.25
	Total assets	29,870.33	18,299.39
II	EQUITY AND LIABILITIES		
1	Equity		
	Equity share capital	1,349.25	1,349.25
	Other equity	8,149.36	4,929.57
	Total equity	9,498.61	6,278.82
2	Liabilities		
	Non-current liabilities		
	Financial liabilities		
	Borrowings	10,007.74	4,779.97
	Other financial liabilities	1,477.16	81.52
	Employee benefits obligation	77.81	40.75
	Deferred tax liabilities (net)	150.61	50.89
	Other non current liabilities	84.66	84.67
	Total non current liabilities	11,797.98	5,037.80
3	Current liabilities		
	Financial liabilities		
	Borrowings	1,706.15	1,520.09
	Trade payables		
	(i) outstanding dues of micro enterprises and small enterprises	0.17	0.17
	(ii) outstanding dues of creditors other than micro enterprises and small enterprises	5,807.45	4,428.82
	Other financial liabilities	951.79	709.07
	Other current liabilities	59.69	114.14
	Employee benefits obligation	48.49	65.38
	Current income tax (net)	-	145.10
	Total current liabilities	8,573.74	6,982.77
	Total liabilities	20,371.72	12,020.57
	Total equity and liabilities	29,870.33	18,299.39



HINDUSTAN FOODS LIMITED
STATEMENT OF CONSOLIDATED CASH FLOW FOR THE PERIOD ENDED SEPTEMBER 30, 2019

(Rs. In Lakhs)

	Six Months ended on 30.09.2019 (Unaudited)	Corresponding Six Months ended in the previous year 30.09.2018 (Unaudited)	For the year ended 31.03.2019 (Audited)
Cash flow from operating activities			
Profit before tax	996.50	664.50	1,391.00
Adjustments for:			
Depreciation and amortization expenses	260.28	125.88	313.24
Interest on borrowing	330.79	138.98	386.29
Interest on redeemable non cumulative non convertible preference shares	2.45	2.25	4.50
Other finance charge	9.17	-	4.00
Interest income	(12.99)	(12.64)	(19.90)
Interest income on loans given	(8.52)	-	-
Bad debts written-off	7.22	-	-
Gain on sale of property, plant and equipment	-	-	(4.00)
Provision for doubtful debts	3.00	-	7.48
Other receivable written off	-	59.00	119.00
Re-measurement gains on defined benefit plans reclassified to OCI	(7.35)	(1.62)	(11.41)
Share of loss from associate	16.62	-	-
Unrealised foreign exchange translation (gain)/loss	(4.07)	21.31	2.98
Operating profit before working capital changes	1,593.10	997.66	2,193.18
Changes in working capital			
(Increase) in inventories	(1,278.89)	(127.64)	(970.27)
(Increase)/ decrease in trade receivables	(256.84)	174.89	(650.33)
(Increase) in other assets	(882.00)	(441.19)	(1040.49)
(Increase) in financial assets	(317.65)	(50.42)	(185.60)
(Decrease)/ increase in trade payables	1,384.39	(207.08)	276.16
(Decrease)/ increase in other liabilities	(55.63)	199.21	54.25
Increase in financial liabilities	1,390.35	14.21	240.10
Increase in provisions	20.17	7.61	45.01
Cash (used in)/ generated from operations	1,597.00	567.25	(37.99)
Income tax paid	(352.26)	(51.50)	(263.00)
Net cash flows from operating activities (A)	1,244.74	515.75	(300.99)
Cash flow from investing activities			
Interest received	5.09	9.40	19.93
Payment for property, plant and equipment and intangible assets (net)	(7,921.34)	(1,523.78)	(4059.18)
Bank balances other than cash and cash equivalent	(791.49)	2.54	(3.39)
Payment for acquisition of business	-	(349.42)	(349.42)
Loans given to associate	(143.30)	-	-
Investment in equity shares of associate	(281.55)	-	-
Net cash flow from investing activities (B)	(9,132.59)	(1,861.26)	(4,392.06)
Cash flow from financing activities			
Proceeds from issue of share warrants	2,500.00	-	-
Proceeds from issue of equity shares	-	1,500.00	1,500.00
Share issues expenses paid	-	(27.90)	(57.51)
Proceeds from long-term borrowings	5,310.47	-	2,148.47
Proceeds from short-term borrowings	186.05	613.75	1,206.79
Interest paid	(285.79)	(141.30)	(329.68)
Net cash flow from financing activities (C)	7,710.73	1,944.55	4,468.07
Net increase/ (decrease) in cash and cash equivalents (A+B+C)	(177.12)	599.04	(224.97)
Cash and cash equivalents at the beginning of the period	425.19	650.16	650.16
Cash and cash equivalents at the end of the period	248.07	1,249.20	425.19



Notes to the consolidated financial results:

- 1) The Consolidated Financial Results for the quarter and six months ended September 30, 2019 have been duly reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on November 11, 2019 and have been subjected to a Limited Review by the Statutory Auditors of the Company.
- 2) The Company's operations predominantly relate to contract manufacturing and other manufacturing for sale under the Company's own brand name. The Chief Operating Decision Maker (CODM) reviews the operations of the Company as contract manufacturing and other manufacturing for sale under the Company's own brand name. Since, the quantitative threshold as per para 13 of Ind AS 108 on Segment Reporting are not met for "other manufacturing for sale under Company's own brand name", no separate segment information has been furnished herewith.

Summary of segment information as at and for the quarter and six months ended September 30, 2019 is as follows:

(Rs. In Lakhs)						
Particulars	Three Months ended on 30.09.2019 (Unaudited)	Three Months ended on 30.06.2019 (Unaudited)	Three Months ended on 30.09.2018 (Unaudited)	Six Months ended on 30.09.2019 (Unaudited)	Corresponding Six Months ended in the previous year 30.09.2018 (Unaudited)	For the year ended 31.03.2019 (Audited)
Segment revenue						
Contract Manufacturing	11,351.68	7,766.62	-	19,118.30	-	23,657.84
Others	0.30	0.43	-	0.73	-	2.28
Inter-segment revenue	-	-	-	-	-	-
Total revenue	11,351.98	7,767.05	-	19,119.03	-	23,660.12
Segment result						
Contract Manufacturing	785.28	589.48	-	1,374.76	-	1,808.76
Others	(12.31)	(12.17)	-	(24.48)	-	(31.06)
Add/ (Less)						
Finance cost	(174.43)	(167.98)	-	(342.41)	-	(394.79)
Share in loss from associate (refer note 6)	(16.62)	-	-	(16.62)	-	-
Provision for tax	(161.93)	(109.54)	-	(271.47)	-	(370.97)
Net profit	419.99	299.79	-	719.78	-	1,011.94
Segment assets						
Contract Manufacturing	29,728.88	20,784.00	-	29,728.88	-	18,132.73
Others	141.45	154.05	-	141.45	-	166.66
Unallocated asset	-	-	-	-	-	-
Total assets	29,870.33	20,938.05	-	29,870.33	-	18,299.39
Segment liabilities						
Contract Manufacturing	20,371.72	11,859.44	-	20,371.72	-	12,020.57
Others	-	-	-	-	-	-
Unallocated liability	-	-	-	-	-	-
Total liabilities	20,371.72	11,859.44	-	20,371.72	-	12,020.57
Net capital employed	9,498.61	9,078.61	-	9,498.61	-	6,278.82

- 3) The Company is awaiting approval from National Company Law Tribunal for the scheme of arrangement for demerger of Contract Manufacturing (Hyderabad) Business of Avalon Cosmetics Private Limited, having its registered office at Mumbai into Hindustan Foods Limited.
- 4) Effective April 1, 2019, the Company has adopted Ind AS 116 using the modified retrospective method. The impact of adoption of Ind-AS 116 is not material on the profit of the Company for the quarter ended September 30, 2019.
- 5) The Government of India, on September 20, 2019, vide the Taxation Laws (Amendment) Ordinance 2019, inserted a new Section 115BAA in the Income Tax Act, 1961, which provides an option to the Company for paying Income Tax at reduced rates as per the provisions/conditions defined in the said section. The Company has not chosen to avail this concessional tax rate.
- 6) The Company has acquired additional shares in ATC Beverages Private Limited to increase its stake from 8.46% to 36.04% dated August 01, 2019. As a result, the Company has consolidated the results of ATC Beverages Private Limited using the equity method as per Ind AS 28- Investments in Associates and Joint Ventures. These are the first unaudited consolidated financial results prepared by the Company and hence the results for the quarter and six months ended September 30, 2019 and year ended March 31, 2019 are not comparable.

For HINDUSTAN FOODS LIMITED

[Signature]

SAMEER R. KOTHARI
Managing Director
DIN : 01361343



Place : Mumbai
Date : 11 November 2019



ANNEXURE A

Disclosure of events under Regulation 30 (2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 read with of Part A of Schedule III

Sr. No.	Particulars	Remarks												
1	Name of the target entity, details in brief such as size, turnover etc.	<p>M/s. Galaxy Healthcare Products and M/s. Shivom Industries are partnership firms incorporated under the Partnership Act, 1932.</p> <p>Brief details of the size, turnover of target entities above are as follows: -</p> <p style="text-align: right;">(Rs. In crores)</p> <table border="1"> <thead> <tr> <th>Particulars</th><th>Partnership Capital (Rs. in crs)</th><th>Turnover (Rs. in crs)</th></tr> </thead> <tbody> <tr> <td></td><td>As at March 31, 2019</td><td>As at March 31, 2019</td></tr> <tr> <td>Galaxy Healthcare Products</td><td>0.42</td><td>4.72</td></tr> <tr> <td>Shivom Industries</td><td>3.14</td><td>30.88</td></tr> </tbody> </table>	Particulars	Partnership Capital (Rs. in crs)	Turnover (Rs. in crs)		As at March 31, 2019	As at March 31, 2019	Galaxy Healthcare Products	0.42	4.72	Shivom Industries	3.14	30.88
Particulars	Partnership Capital (Rs. in crs)	Turnover (Rs. in crs)												
	As at March 31, 2019	As at March 31, 2019												
Galaxy Healthcare Products	0.42	4.72												
Shivom Industries	3.14	30.88												
2	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arms length"	<p>M/s. Shivom Industries is a related party viz-a-vis the Company i.e. Hindustan Foods Limited, since Mr. Sameer Kothari, Managing Director of the Company is also a partner in M/s. Shivom Industries.</p> <p>M/s. Galaxy Healthcare Products is a related party viz-a-vis the Company i.e. Hindustan Foods Limited, since Mr. Sameer Kothari, Managing Director of the Company is also a partner in M/s. Galaxy Healthcare Products.</p> <p>HFL 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 (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 for a total consideration of 3.90 crs and 3.20 crs respectively. The above transactions have been entered into by the Company at 'arms length'</p> <p>Further, the Company is contemplating the acquisition of land parcel Survey No.452, Hissa 3, Village Masat of the Union Territory of Dadra and Nagar Haveli by HFL from Mahak Cosmetics and Credit Private Limited and land parcel NA Land, Industrial Plot at Danudyog Sahakari Sangh Limited, Industrial Estate Silvassa, Union territory of Dadra and Nagar Haveli from M/s. Sundaram Cosmetics for a total consideration of up to a maximum of Rs. 1.11 crores and Rs. 0.81 crores respectively.</p>												



		<p>M/s. Sundaram Cosmetics is a related party viz-a-vis the Company, since Mr. Sameer Kothari, Managing Director of the Company is also a partner in M/s. Shivom Industries.</p> <p>M/s. Mahak Cosmetics and Credit Private Limited is a related party viz-a-vis the Company, since Mr. Sameer Kothari, Managing Director of the Company is also a Director in M/s. Mahak Cosmetics and Credit Private Limited.</p> <p>The above transactions have been entered into by the Company at 'arms length'</p>
3	Industry to which the entity being acquired belongs	FMCG manufacturing
4	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	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 existing factory from one of the Promoter group entity and make further investments in those sites. The total investment in the project is expected to be around Rs. 30.00 crores and the Company expects its commercial production to commence from Q1FY21.
5	Brief details of any governmental or regulatory approvals required for the acquisition	No governmental or prior regulatory approvals are required for the acquisition.
6	Indicative time period for completion of the acquisition	The transactions with above mentioned entities are expected to be completed by end of March 2020.
7	Nature of consideration - whether cash consideration or share swap and details of the same	Cash Consideration
8	Cost of acquisition or the price at which the shares are acquired	<p>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 for a total consideration of 3.90 crs and 3.20 crs respectively.</p> <p>The acquisition of land parcel Survey No.452, Hissa 3, Village Masat of the Union Territory of Dadra and Nagar Haveli by HFL from Mahak Cosmetics and Credit Private Limited and land parcel NA Land, Industrial Plot at Danudyog Sahakari Sangh Limited, Industrial Estate Silvassa, Union territory of Dadra and Nagar Haveli from M/s.</p>



		Sundaram Cosmetics for a total consideration of up to a maximum of Rs. 1.11 crores and Rs. 0.81 crores respectively.																
9	Percentage of shareholding / control acquired and/ or number of shares acquired	Not applicable																
10	Brief details about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	<p>Silvassa (Pipariya) Business Undertaking of M/s. Shivom Industries and Silvassa (Masat) Business Undertaking of M/s. Galaxy Healthcare Products are engaged in the business of contract manufacturing of various FMCG products.</p> <p>Brief details of the turnover of M/s. Shivom Industries for last 3 years is as follows: -</p> <p style="text-align: right;">(Rs. In crores)</p> <table><tr><th>Financial Year</th><th>Amounts</th></tr><tr><td>2016-17</td><td>14.08</td></tr><tr><td>2017-18</td><td>18.95</td></tr><tr><td>2018-19</td><td>30.88</td></tr></table> <p>Brief details of the turnover of M/s. Galaxy Healthcare Products for last 3 years is as follows: -</p> <p style="text-align: right;">(Rs. In crores)</p> <table><tr><th>Financial Year</th><th>Amounts</th></tr><tr><td>2016-17</td><td>0.42</td></tr><tr><td>2017-18</td><td>1.26</td></tr><tr><td>2018-19</td><td>4.72</td></tr></table>	Financial Year	Amounts	2016-17	14.08	2017-18	18.95	2018-19	30.88	Financial Year	Amounts	2016-17	0.42	2017-18	1.26	2018-19	4.72
Financial Year	Amounts																	
2016-17	14.08																	
2017-18	18.95																	
2018-19	30.88																	
Financial Year	Amounts																	
2016-17	0.42																	
2017-18	1.26																	
2018-19	4.72																	



ANNEXURE B

Disclosure Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Brief Profile of Mr. Harsha Raghavan appointed as an Additional Director (Non-Independent, Non-Executive):

Reason for Change:	Appointment of Mr. Harsha Raghavan
Date of Appointment:	11 th November, 2019
Brief profile:	<ul style="list-style-type: none">i. Name: Mr. Harsha Raghavanii. Date of Birth: 10/10/1971iii. Qualification: MBA and M. S., Industrial Engineering (Stanford Graduate School of Business) and Bachelor of Art, Computer Science and Economics (U.C. Berkeley)iv. Designation: Non-Independent, Non-Executivev. Membership No.: N.A
Experience	<p>Mr. Raghavan has around 23 years of investment experience across India, US and Europe. Wide network of relationships across corporate groups, banks and government. Overall experience investing > \$3.0 billion across multiple continents. Track record of value creation through intensive engagement with portfolio companies. Mr. Raghavan Founded Fairfax's investment activities in India as CEO of Fairbridge Capital and Director of Fairfax India with responsibility for all capital allocation decisions in India.</p> <p>Mr. Raghavan is renowned for ability to transform businesses and has also served as the interim CEO of Bangalore International Airport to oversee major capex program and rebuild management team Work Experience. Mr. Raghavan has qualified in Master of Business Administration, from Stanford Graduate School of Business, M. S., Industrial Engineering, Stanford University and Bachelor of Art, Computer Science and Economics, U.C. Berkeley.</p>
Details of relationships between Directors (in case of appointment of a director)	Mr. Harsha Raghavan is not related to any of the Directors on the Board of Hindustan Foods Limited

Further, pursuant to the Circular dated June 20, 2018 - Enforcement of SEBI Orders regarding appointment of directors, we hereby affirm that Mr. Harsha Raghavan, appointed as an Additional Director under the category of Additional Directors (Non-Independent, Non-Executive Director), is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.



ANNEXURE C

Disclosure Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Brief Profile of Mr. Mayank Samdani appointed as a Chief Financial Officer (Key Managerial Personnel):

Reason for Change:	Appointment of Mr. Mayank Samdani as CFO of the Company
Date of Appointment:	11th November, 2019
Brief profile:	i. Name: Mr. Mayank Samdani ii. Date of Birth: 12/11/1979 iii. Qualification: B.com, C.A. iv. Designation: Chief Financial Officer v. Membership No.: Institute of Chartered Accountant of India: 116278
Experience	Mr. Mayank Samdani is a Chartered Accountant with 17 years of rich experience in the field of Finance, Accounts, Audit, Legal and Compliance. His experience includes working with Future Group and Ashok Piramal Group.
Details of relationships between Directors (in case of appointment of a director)	Not Applicable

