



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: 12th February, 2020

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

Through Online Listing Centre

Sub : Outcome of the Board Meeting

Dear Sir,

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. Wednesday, 12th February, 2020, have approved the Un-Audited Standalone & Consolidated Financial Results of the Company for the Quarter and Nine Months ended 31st December, 2019. Copy of the same is enclosed along with the Limited Review Report of the Auditors thereon;

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 non and concluded at 1:25 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 Hindustan Foods Limited 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 December 31, 2019 and the nine months ended results for the period April 1, 2019 to December 31, 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').
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.
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.



MSKA

& Associates

Chartered Accountants

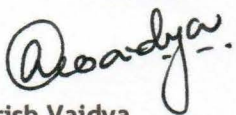
5. We draw attention to note 3 to the unaudited standalone financial results which states that the comparative standalone financial results of the Company have been restated to record the common control business combination with effect from April 1, 2018. The financial results in respect of the Detergent Manufacturing Unit of Avalon Cosmetics Private Limited for the quarter ended December 31, 2018, nine months ended December 31, 2018 and year ended March 31, 2019 included in these standalone financial results of the Company have been approved by the Company's Board of Director but have not been subjected to review/audit by us.

Our conclusion is not modified in respect of this matter.

For MSKA & Associates

Chartered Accountants

ICAI Firm Registration No.105047W



Amrish Vaidya

Partner

Membership No.: 101739

UDIN: 20101739AAAABV6512



Place: Mumbai

Date: February 12, 2020



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 NINE MONTHS ENDED DECEMBER 31, 2019

(Rs. In Lakhs)							
Sr. No.	PARTICULARS	Three Months ended on 31.12.2019 (Unaudited)	Three Months ended on 30.09.2019 (Unaudited)	Corresponding Three Months ended on 31.12.2018 (Unaudited) (Refer note 3)	Nine Months ended on 31.12.2019 (Unaudited)	Corresponding Nine Months ended in the previous year 31.12.2018 (Unaudited) (Refer note 3)	For the year ended 31.03.2019 (Audited) (Refer note 3)
I	Revenue from operations	20,713.62	17,249.77	12,242.38	52,352.62	34,146.71	48,915.85
II	Other income	27.99	16.26	49.97	53.26	62.61	64.85
III	Total income (I+II)	20,741.61	17,266.03	12,292.35	52,405.88	34,209.32	48,980.70
IV	Expenses						
	(a) Cost of material consumed	17,702.21	14,073.96	9,362.26	43,012.83	26,287.44	37,430.91
	(b) Purchase of stock-in-trade	-	42.96	12.92	40.40	33.25	37.09
	(c) Changes in inventories of finished goods, stock-in-trade and work-in-progress	(1,019.62)	(549.22)	(446.75)	(1,725.98)	(1,225.38)	(719.90)
	(d) Employee benefits expense	702.26	611.04	539.71	1,877.01	1,337.94	1,847.80
	(e) Finance costs	237.81	247.18	180.29	729.20	499.01	735.33
	(f) Depreciation and amortization expense	264.65	250.32	177.21	747.02	517.90	742.86
	(g) Manufacturing and operating costs	1,446.45	1,338.24	1,352.94	4,004.26	3,860.19	5,278.56
	(h) Other expenses	393.09	443.00	462.21	1,279.01	1,218.10	1,812.69
	Total expenses (IV)	19,726.85	16,457.48	11,640.79	49,963.75	32,528.45	47,165.34
V	Profit before tax (III- IV)	1,014.76	808.55	651.56	2,442.13	1,680.87	1,815.36
VI	Tax expense						
	(a) Current tax	176.43	140.60	138.57	424.63	357.49	386.09
	Less: MAT credit entitlement	(13.02)	(10.38)	-	(31.34)	-	-
	Add: MAT credit utilisation	-	-	9.31	-	24.01	25.93
	(b) Deferred tax (excluding MAT credit entitlement/utilisation)	202.54	159.74	78.58	484.52	202.71	218.93
	Total tax expense (VI)	365.95	289.96	226.46	877.81	584.21	630.95
VII	Profit for the period/year (V-VI)	648.81	518.59	425.10	1,564.32	1,096.66	1,184.41
VIII	Other comprehensive income (OCI)						
	Other comprehensive income not to be reclassified to profit or loss :						
	Re-measurement gains on defined benefit plans	(5.31)	(3.68)	(0.81)	(12.66)	(2.43)	(11.41)
	Income tax effect on above	2.32	1.03	0.27	4.42	0.81	3.32
	Total other comprehensive income (VIII)	(2.99)	(2.65)	(0.54)	(8.24)	(1.62)	(8.09)
IX	Total comprehensive income for the period/year (VII+VIII)	645.82	515.94	424.56	1,556.08	1,095.04	1,176.32
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						5,834.62
XII	Earnings per share (of Rs. 10/- each): (refer note 3)						
	(a) Basic	3.52	2.82	2.31	8.49	6.02	6.49
	(b) Diluted	3.06	2.45	2.31	7.44	6.02	6.49

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[Signature]

Notes to the standalone financial results:

- 1) The standalone financial results for the quarter and nine months ended December 31, 2019 have been duly reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on February 12, 2020 and have been subjected to a Limited Review by the Statutory Auditors of Hindustan Foods Limited (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 nine months ended December 31, 2019 is as follows:

(Rs. In Lakhs)						
Particulars	Three Months ended on 31.12.2019 (Unaudited)	Three Months ended on 30.09.2019 (Unaudited)	Corresponding Three Months ended on 31.12.2018 (Unaudited) (refer note 3)	Nine Months ended on 31.12.2019 (Unaudited)	Corresponding Nine Months ended in the previous year 31.12.2018 (Unaudited) (refer note 3)	For the year ended 31.03.2019 (Audited) (refer note 3)
Segment revenue						
Contract Manufacturing	20,741.61	17,265.73	12,291.30	52,405.15	34,208.27	48,978.42
Others	-	0.30	1.05	0.73	1.05	2.28
Inter-segment revenue	-	-	-	-	-	-
Total revenue	20,741.61	17,266.03	12,292.35	52,405.88	34,209.32	48,980.70
Segment result						
Contract Manufacturing	1,262.05	1,065.39	835.26	3,200.03	2,182.21	2,573.66
Others	(12.47)	(12.31)	(3.95)	(36.94)	(3.95)	(31.06)
Add/(Less)						
Finance cost	(237.81)	(247.18)	(180.29)	(729.20)	(499.01)	(735.33)
Provision for tax	(365.95)	(289.96)	(226.46)	(877.81)	(584.21)	(630.95)
Net profit	645.82	515.94	424.56	1,556.08	1,095.04	1,176.32
Segment assets						
Contract Manufacturing	43,712.54	37,582.99	24,767.25	43,712.54	24,767.25	26,382.35
Others	128.99	141.45	190.00	128.99	190.00	166.66
Unallocated asset	-	-	-	-	-	-
Total assets	43,841.53	37,724.44	24,957.25	43,841.53	24,957.25	26,549.01
Segment liabilities						
Contract Manufacturing	32,341.59	27,124.62	17,832.51	32,341.59	17,832.51	19,365.14
Others	-	-	-	-	-	-
Unallocated liabilities	-	-	-	-	-	-
Total liabilities	32,341.59	27,124.62	17,832.51	32,341.59	17,832.51	19,365.14
Net capital employed	11,499.94	10,599.82	7,124.74	11,499.94	7,124.74	7,183.87

- 3) The Scheme of Arrangement ('the Scheme'); presented under Section 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the rules prescribed thereunder, for the business combination of Detergent Manufacturing Unit of Avalon Cosmetics Private Limited ('ACPL') with the Company was approved by the Hon'ble National Law Tribunal vide its order dated November 25, 2019 ('the NCLT Order'). The Certified copy of the NCLT order was filed with Registrar of Companies on December 27, 2019. Consequently, the Scheme become operative from December 27, 2019 and effective from April 1, 2018 i.e. appointed date. The said business combination has been accounted under the 'pooling of interests' method in accordance with Appendix C of Ind AS 103 'Business Combination' and comparatives have been restated for business combination with effect from April 1, 2018. Accordingly, results of Detergent Manufacturing Unit of ACPL have been included in all the periods of the standalone financial results presented.

Pursuant to the business combination between Detergent Manufacturing Unit of ACPL and the Company with effect from April 1, 2018, the profit attributable the equity shareholders for the comparative periods have been restated to include the figures of Detergent Manufacturing Unit of ACPL. Accordingly, as per the requirement of the Ind AS 33 'Earnings per Share', the Basic and Diluted earnings per share of the comparative periods and of the quarter ended September 30, 2019 have also been restated taking into consideration the equity shares issued to the shareholders of ACPL.

- 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 nine months ended December 31, 2019.
- 5) The warrant holders of the Company have exercised their option for the conversion of 27,77,779 warrants into equivalent Equity Shares of Rs. 10/- each fully paid up of the Company. Accordingly the Company has allotted 27,77,779 Equity Shares of Rs. 10/- each fully paid up to the warrant holders on January 16, 2020.

Place : Mumbai
Date : 12 February 2020



For HINDUSTAN FOODS LIMITED


SAMEER R. KOTHARI
Managing Director
DIN :01361343



Independent Auditor's Review Report on Consolidated Unaudited Quarterly and Year to Date financial results of the Hindustan Foods Limited 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 December 31, 2019 and the year to-date results for the period from April 1, 2019 to December 31, 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').
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 entity:

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. 54.98 lakhs and Rs. 71.60 lakhs for the quarter ended December 31, 2019 and for the period from April 1, 2019 to December 31, 2019 respectively, as considered in the consolidated unaudited financial results, in respect of an associates, based on their interim financial information which have not been reviewed. 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.

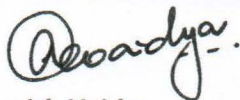
7. We draw attention to note 3 to the unaudited consolidated financial results which states that the comparative consolidated financial results of the Company have been restated to record the common control business combination with effect from April 1, 2018. The financial results in respect of the Detergent Manufacturing Unit of Avalon Cosmetics Private Limited for the quarter ended December 31, 2018, nine months ended December 31, 2018 and year ended March 31, 2019 included in these consolidated financial results of the Company have been approved by the Company's Board of Director but have not been subjected to review/audit by us.

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: 20101739AAAABW7041



Place: Mumbai

Date: February 12, 2020



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 CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2019

(Rs. In Lakhs)							
Sr. No.	PARTICULARS	Three Months ended on 31.12.2019 (Unaudited)	Three Months ended on 30.09.2019 (Unaudited)	Corresponding Three Months ended on 31.12.2018 (Unaudited) (Refer note 3)	Nine Months ended on 31.12.2019 (Unaudited)	Corresponding Nine Months ended in the previous year 31.12.2018 (Unaudited) (Refer note 3)	For the year ended 31.03.2019 (Audited) (Refer note 3)
I	Revenue from operations	20,713.62	17,249.77	12,242.38	52,352.62	34,146.71	48,915.85
II	Other income	27.99	16.26	49.97	53.26	62.61	64.85
III	Total income (I+II)	20,741.61	17,266.03	12,292.35	52,405.88	34,209.32	48,980.70
IV	Expenses						
	(a) Cost of material consumed	17,702.21	14,073.96	9,362.26	43,012.83	26,287.44	37,430.91
	(b) Purchase of stock-in-trade	-	42.96	12.92	40.40	33.25	37.09
	(c) Changes in inventories of finished goods, stock-in-trade and work-in-progress	(1,019.62)	(549.22)	(446.75)	(1,725.98)	(1,225.38)	(719.90)
	(d) Employee benefits expense	702.26	611.04	539.71	1,877.01	1,337.94	1,847.80
	(e) Finance costs	237.81	247.18	180.29	729.20	499.01	735.33
	(f) Depreciation and amortization expense	264.65	250.32	177.21	747.02	517.90	742.86
	(g) Manufacturing and operating costs	1,446.45	1,338.24	1,352.94	4,004.26	3,860.19	5,278.56
	(h) Other expenses	393.09	443.00	462.21	1,279.01	1,218.10	1,812.69
	Total expenses (IV)	19,726.85	16,457.48	11,640.79	49,963.75	32,528.45	47,165.34
V	Profit before tax (III- IV)	1,014.76	808.55	651.56	2,442.13	1,680.87	1,815.36
VI	Share of loss from associate (refer note 6)	(54.98)	(16.62)	-	(71.60)	-	-
VII	Profit before tax (V-VI)	959.78	791.93	651.56	2,370.53	1,680.87	1,815.36
VIII	Tax expense						
	(a) Current tax	176.43	140.60	138.57	424.63	357.49	386.09
	Less: MAT credit entitlement	(13.02)	(10.38)	-	(31.34)	-	-
	Add: MAT credit utilisation	-	-	9.31	-	24.01	25.93
	(b) Deferred tax (excluding MAT credit entitlement/ utilisation)	202.54	159.74	78.58	484.52	202.71	218.93
	Total tax expense (VIII)	365.95	289.96	226.46	877.81	584.21	630.95
IX	Profit for the period/year (VII-VIII)	593.83	501.97	425.10	1,492.72	1,096.66	1,184.41
X	Other comprehensive income (OCI)						
	Other comprehensive income not to be reclassified to profit or loss :						
	Re-measurement gains on defined benefit plans	(5.31)	(3.68)	(0.81)	(12.66)	(2.43)	(11.41)
	Income tax effect on above	2.32	1.03	0.27	4.42	0.81	3.32
	Total other comprehensive income (X)	(2.99)	(2.65)	(0.54)	(8.24)	(1.62)	(8.09)
XI	Total comprehensive income for the period/year (IX+X)	590.84	499.32	424.56	1,484.48	1,095.04	1,176.32
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						5,834.62
XIV	Earnings per share (of Rs. 10/- each): (refer note 3)						
	(a) Basic	3.22	2.73	2.31	8.10	6.02	6.49
	(b) Diluted	2.80	2.37	2.31	7.10	6.02	6.49



Signature



Notes to the consolidated financial results:

- 1) The consolidated financial results for the quarter and nine months ended December 31, 2019 have been duly reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on February 12, 2020 and have been subjected to a Limited Review by the Statutory Auditors of Hindustan Foods Limited (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 nine months ended December 31, 2019 is as follows:

(Rs. in Lakhs)						
Particulars	Three Months ended on 31.12.2019 (Unaudited)	Three Months ended on 30.09.2019 (Unaudited)	Corresponding Three Months ended on 31.12.2018 (Unaudited) (refer note 3)	Nine Months ended on 31.12.2019 (Unaudited)	Corresponding Nine Months ended in the previous year 31.12.2018 (Unaudited) (refer note 3)	For the year ended 31.03.2019 (Audited) (refer note 3)
Segment revenue						
Contract Manufacturing	20,741.61	17,265.73	12,291.30	52,405.15	34,208.27	48,978.42
Others	-	0.30	1.05	0.73	1.05	2.28
Inter-segment revenue	-	-	-	-	-	-
Total revenue	20,741.61	17,266.03	12,292.35	52,405.88	34,209.32	48,980.70
Segment result						
Contract Manufacturing	1,262.05	1,065.39	835.26	3,200.03	2,182.21	2,573.66
Others	(12.47)	(12.31)	(3.95)	(36.94)	(3.95)	(31.06)
Add/ (Less)						
Finance cost	(237.81)	(247.18)	(180.29)	(729.20)	(499.01)	(735.33)
Share of loss from associate (refer note 6)	(54.98)	(16.62)	-	(71.60)	-	-
Provision for tax	(365.95)	(289.96)	(226.46)	(877.81)	(584.21)	(630.95)
Net profit	590.84	499.32	424.56	1,484.48	1,095.04	1,176.32
Segment assets						
Contract Manufacturing	43,640.94	37,566.37	24,767.25	43,640.94	24,767.25	26,382.35
Others	128.99	141.45	190.00	128.99	190.00	166.66
Unallocated asset	-	-	-	-	-	-
Total assets	43,769.93	37,707.82	24,957.25	43,769.93	24,957.25	26,549.01
Segment liabilities						
Contract Manufacturing	32,341.59	27,124.62	17,832.51	32,341.59	17,832.51	19,365.14
Others	-	-	-	-	-	-
Unallocated liabilities	-	-	-	-	-	-
Total liabilities	32,341.59	27,124.62	17,832.51	32,341.59	17,832.51	19,365.14
Net capital employed	11,428.34	10,583.20	7,124.74	11,428.34	7,124.74	7,183.87

- 3) The Scheme of Arrangement (the Scheme), presented under Section 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the rules prescribed thereunder, for the business combination of Detergent Manufacturing Unit of Avalon Cosmetics Private Limited ('ACPL') with the Company was approved by the Hon'ble National Law Tribunal vide its order dated November 25, 2019 ('the NCLT Order'). The Certified copy of the NCLT order was filed with Registrar of Companies on December 27, 2019. Consequently, the Scheme become operative from December 27, 2019 and effective from April 1, 2018 i.e. appointed date. The said business combination has been accounted under the 'pooling of interests' method in accordance with Appendix C of Ind AS 103 'Business Combination' and comparatives have been restated for business combination with effect from April 1, 2018. Accordingly, results of detergent manufacturing unit of ACPL have been included in all the periods of the consolidated financial results presented.

Pursuant to the business combination between Detergent Manufacturing Unit of ACPL and the Company with effect from April 1, 2018, the profit attributable the equity shareholders for the comparative periods have been restated to include the figures of Detergent Manufacturing Unit of ACPL. Accordingly, as per the requirement of the Ind AS 33 'Earnings per Share', the Basic and Diluted earnings per share of the comparative periods and of the quarter ended September 30, 2019 have also been restated taking into consideration the equity shares issued to the shareholders of ACPL.

- 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 nine months ended December 31, 2019.
- 5) The warrant holders of the Company have exercised their option for the conversion of 27,77,779 warrants into equivalent Equity Shares of Rs. 10/- each fully paid up of the Company. Accordingly the Company has allotted 27,77,779 Equity Shares of Rs. 10/- each fully paid up to the warrant holders on January 16, 2020.
- 6) The Company has acquired additional shares in ATC Beverages Private Limited to increase its stake from 8.46% to 45.40% by acquisition in multiple tranches. The ATC Beverages Private Limited became associate w.e.f August 01, 2019 and 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. The results for the quarter ended September 30, 2019, quarter ended December 31, 2019, nine months ended December 31, 2019 and year ended March 31, 2019 are not comparable.



Place : Mumbai
Date : 12 February 2020

For HINDUSTAN FOODS LIMITED

Sameer R. Kothari
SAMEER R. KOTHARI
Managing Director
DIN : 01361343

