



Hindustan Foods Ltd.



Corporate Headquarters & Registered Office : Dempo House, Campal, Panaji, Goa - 403 001.
Ph. : 832 - 2441300, Gram : 'hindfood. Fax : 91 - 832 - 2225098, 2228588,
E-mail : hfl@dempos.com, Website: www.hflgoa.com CIN: L15139GA1984PLC000601

Company Scrip Code: 519126
ISIN Code: INE254N01018

Ref. No.: HFL/11/2016/127

November 15, 2016

The General Manager
Department of Corporate Services
Bombay Stock Exchange Ltd.,
25th Floor, P. J. Towers, Dalal Street,
Mumbai 400001

Thru' BSE Listing Centre

Sub: **Declaration of result of Postal Ballot under regulation 44(3) of SEBI (LODR) Regulations, 2015**

Dear Sir,

With reference to the above, we are pleased to inform that the members of the Company have passed Ordinary/Special Resolutions as set out in the Notice of the Postal Ballot dated September 19, 2016.

Please find enclosed herewith result of voting on Postal Ballot under regulation 44(3) of SEBI (LODR) Regulations, 2015 along with the Scrutinizer's Report dated November 14, 2016.

Kindly take the above on record.

Thanking you,

Yours faithfully,
For **Hindustan Foods Limited**

Beena M. Mahambrey
Company Secretary
ACS: 18806

Encl.: as above





Hindustan Foods Ltd.



Corporate Headquarters & Registered Office : Dempo House, Campal, Panaji, Goa - 403 001.

Ph. : 832 - 2441300, Gram : 'hindfood. Fax : 91 - 832 - 2225098, 2228588,

E-mail : hfl@dempos.com, Website: www.hflgoa.com CIN: L15139GA1984PLC000601

Details of the voting results of the Postal Ballot including votes cast through e-voting pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

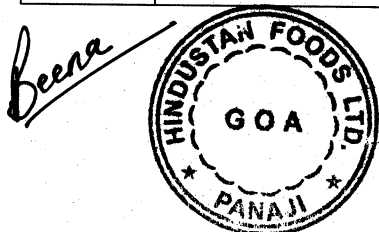
Date of the AGM/EGM	Not Applicable (The resolutions were passed through Postal Ballot)
Total number of shareholders as on record date (Cut-off date) on 23-09-2016	6,046
No. of shareholders present in the meeting either in person or through proxy Promoters and Promoter Group Public	Not Applicable Not Applicable
No. of shareholders attended the meeting through Video Conferencing Promoters and Promoter Group Public	Not Applicable Not Applicable

Agenda-wise disclosure:

ITEM NO. 1:

Increase in Authorised Share Capital of the Company to Rs. 15 Crores divided into 1,30,00,000 Equity Shares of Rs. 10/- each and 2,00,000 9% Redeemable Preference Shares of Rs. 100/- each.

Resolution required: (Ordinary/Special)					Ordinary			
Whether promoter / promoter group are interested in the agenda / resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote e-voting	3722294	0	0.000	0	0	0.000	0.000
	Poll		Not Applicable					
	Postal Ballot (If applicable)		3722294	100.000	3722294	0	100.000	0.000
	Total	3722294	3722294	100.000	3722294	0	100.000	0.000
Public - Institutions	Remote e-voting	7200	0	0.000	0	0	0.000	0.000
	Poll		Not Applicable					
	Postal Ballot (If applicable)		0	0.000	0	0	0.000	0.000
	Total	7200	0	0.000	0	0	0.000	0.000
Public - Non Institutions	Remote e-voting	1270506	86440	6.804	86440	0	100.000	0.000
	Poll		Not Applicable					
	Postal Ballot (If applicable)		15105	1.189	15005	100	99.338	0.662
	Total	1270506	101545	7.992	101445	100	99.902	0.098
Total		5000000	3823839	76.477	3823739	100	99.997	0.003



Factory : Usgao, Ponda, Goa, Phone : 6531755, 2344232, 2344257, Fax : 2348009,

E-mail : hfladmin@dempos.com / hflaccounts@dempos.com

ITEM NO. 2:

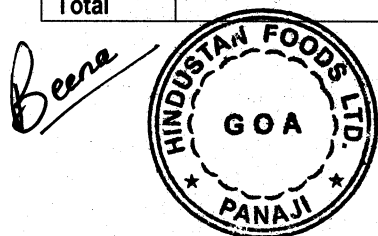
Amendment of the Memorandum and Articles of Association of the Company pursuant to increase in Share Capital.

Resolution required: (Ordinary/Special)					Special			
Whether promoter / promoter group are interested in the agenda / resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote e-voting	3722294	0	0.000	0	0	0.000	0.000
	Poll		Not Applicable					
	Postal Ballot (If applicable)		3722294	100.000	3722294	0	100.000	0.000
	Total	3722294	3722294	100.000	3722294	0	100.000	0.000
Public - Institutions	Remote e-voting	7200	0	0.000	0	0	0.000	0.000
	Poll		Not Applicable					
	Postal Ballot (If applicable)		0	0.000	0	0	0.000	0.000
	Total	7200	0	0.000	0	0	0.000	0.000
Public - Non Institutions	Remote e-voting	1270506	86440	6.804	86440	0	100.000	0.000
	Poll		Not Applicable					
	Postal Ballot (If applicable)		14755	1.161	14655	100	99.322	0.678
	Total	1270506	101195	7.965	101095	100	99.901	0.099
Total		5000000	3823489	76.470	3823389	100	99.997	0.003

ITEM NO. 3:

Issue of Equity Shares on Preferential basis.

Resolution required: (Ordinary/Special)					Special			
Whether promoter / promoter group are interested in the agenda / resolution?					Yes, to the extent of preferential allotment to them.			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote e-voting	3722294	0	0.000	0	0	0.000	0.000
	Poll		Not Applicable					
	Postal Ballot (If applicable)		3722294	100.000	3722294	0	100.000	0.000
	Total	3722294	3722294	100.000	3722294	0	100.000	0.000
Public - Institutions	Remote e-voting	7200	0	0.000	0	0	0.000	0.000
	Poll		Not Applicable					
	Postal Ballot (If applicable)		0	0.000	0	0	0.000	0.000
	Total	7200	0	0.000	0	0	0.000	0.000
Public - Non Institutions	Remote e-voting	1270506	86440	6.804	86440	0	100.000	0.000
	Poll		Not Applicable					
	Postal Ballot (If applicable)		13495	1.062	11645	1850	86.291	13.709
	Total	1270506	99935	7.866	98085	1850	98.149	1.851
Total		5000000	3822229	76.445	3820379	1850	99.952	0.048



ITEM NO. 4:

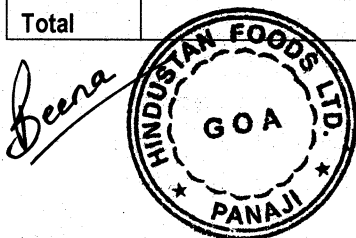
Increase in borrowing power in terms of Section 180(1)(c) of the Companies Act, 2013 and to facilitate mortgage / creation of a charge on the assets of the Company in terms of Section 180(1)(a) of the Companies Act, 2013.

Resolution required: (Ordinary/Special)					Special			
Whether promoter / promoter group are interested in the agenda / resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote e-voting	3722294	0	0.000	0	0	0.000	0.000
	Poll		Not Applicable					
	Postal Ballot (If applicable)		3722294	100.000	3722294	0	100.000	0.000
	Total	3722294	3722294	100.000	3722294	0	100.000	0.000
Public - Institutions	Remote e-voting	7200	0	0.000	0	0	0.000	0.000
	Poll		Not Applicable					
	Postal Ballot (If applicable)		0	0.000	0	0	0.000	0.000
	Total	7200	0	0.000	0	0	0.000	0.000
Public - Non Institutions	Remote e-voting	1270506	86440	6.804	86440	0	100.000	0.000
	Poll		Not Applicable					
	Postal Ballot (If applicable)		14655	1.153	13055	1600	89.082	10.918
	Total	1270506	101095	7.957	99495	1600	98.417	1.583
Total		5000000	3823389	76.468	3821789	1600	99.958	0.042

ITEM NO. 5:

Alteration in main object and amendment to the Memorandum of Association of the Company.

Resolution required: (Ordinary/Special)					Special			
Whether promoter / promoter group are interested in the agenda / resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote e-voting	3722294	0	0.000	0	0	0.000	0.000
	Poll		Not Applicable					
	Postal Ballot (If applicable)		3722294	100.000	3722294	0	100.000	0.000
	Total	3722294	3722294	100.000	3722294	0	100.000	0.000
Public - Institutions	Remote e-voting	7200	0	0.000	0	0	0.000	0.000
	Poll		Not Applicable					
	Postal Ballot (If applicable)		0	0.000	0	0	0.000	0.000
	Total	7200	0	0.000	0	0	0.000	0.000
Public - Non Institutions	Remote e-voting	1270506	86440	6.804	86440	0	100.000	0.000
	Poll		Not Applicable					
	Postal Ballot (If applicable)		14555	1.146	14555	0	100.000	0.000
	Total	1270506	100995	7.949	100995	0	100.000	0.000
Total		5000000	3823289	76.466	3823289	0	100.000	0.000



ITEM NO. 6:

Alteration and amendment to Articles of Association of the Company to enable the Board of Directors to appoint Nominee Directors.

Resolution required: (Ordinary/Special)					Special			
Whether promoter / promoter group are interested in the agenda / resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote e-voting	3722294	0	0.000	0	0	0.000	0.000
	Poll		Not Applicable					
	Postal Ballot (If applicable)		3722294	100.000	3722294	0	100.000	0.000
	Total	3722294	3722294	100.000	3722294	0	100.000	0.000
Public - Institutions	Remote e-voting	7200	0	0.000	0	0	0.000	0.000
	Poll		Not Applicable					
	Postal Ballot (If applicable)		0	0.000	0	0	0.000	0.000
	Total	7200	0	0.000	0	0	0.000	0.000
Public - Non Institutions	Remote e-voting	1270506	86440	6.804	86440	0	100.000	0.000
	Poll		Not Applicable					
	Postal Ballot (If applicable)		13855	1.091	12355	1500	89.174	10.826
	Total	1270506	100295	7.894	98795	1500	98.504	1.496
Total		5000000	3822589	76.452	3821089	1500	99.961	0.039

For Hindustan Foods Limited



Beena M. Mahambrey
Company Secretary
ACS: 18806

November 15, 2016



Sadashiv V. Shet

B.A., B.Com., L.L.B., F.C.S.
Company Secretary

S-15, Jaiaram Complex, Nevginagar, Panaji, Goa. Phone : 0832-2427847, 2421237
Email : sadashiv_shet@sanchamnet.in / sadashivshet@gmail.com

To,
The Chairperson
Hindustan Foods Limited
Dempo House, Campal,
Panaji-Goa 403001

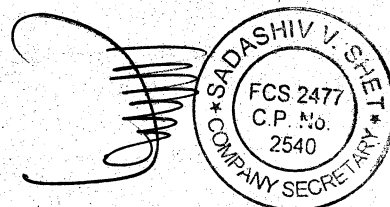
Re.: Report of Scrutinizer on passing of resolution through Postal Ballot and e-Voting

Dear Sir,

I, Sadashiv V. Shet, *Practicing Company Secretary* (having Certificate of Practice No. 2540), was appointed as a Scrutinizer by the Board of Directors of Hindustan Foods Limited ("the Company") for the purpose of conducting the postal ballot voting process for passing of the Ordinary/Special resolutions as set out in the Notice of the Postal Ballot dated September 19, 2016 issued by the Company.

I hereby submit my report as under:

1. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and pursuant to the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility also to its Members to enable them to cast their votes electronically in respect of the aforesaid postal ballot.
2. The Company had completed by October 10, 2016, the dispatch of the Postal Ballot Forms to all the shareholders of the Company whose names appeared on the Register of Members/List of Beneficiaries as on September 23, 2016 as per following details:
 - a) NSDL had mailed the Postal Ballot Notice along with the Postal Ballot Form electronically to those shareholders who had registered their email ID's with the Company/Depositories; and
 - b) The Company had couriered/posted the Postal Ballot Notice along with the Postal Ballot Form and a self-addressed postage prepaid Business Reply Envelope to the rest of the shareholders.
3. The Company published Newspaper Advertisement in The Financial Express and The Navhind Times (English Dailies) and The Navprabha (Marathi Daily) regarding dispatch of the Notice of Postal Ballot along with the Postal Ballot Form and containing all the matters required under the Companies Act, 2013 and relevant rules on October 11, 2016.
4. Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.



5. All postal ballot forms received up to 5:00 p.m. on November 10, 2016, being the last date fixed by the Company for receipt of the forms, were considered for my scrutiny.
6. The postal ballot forms were kept under my safe custody before commencing the scrutiny of the said postal ballot forms.
7. The postal ballot forms were duly opened, scrutinized and the shareholding was matched/confirmed with the Register of Members/List of Beneficiaries of the Company
8. No postal ballot forms were received after 5:00 p.m. on November 10, 2016 till the signing of this report.
9. I did not find any defaced or mutilated ballot paper.
10. A summary of the voting (through physical postal ballot forms and through e-voting) is given below:

ITEM NO. 1:

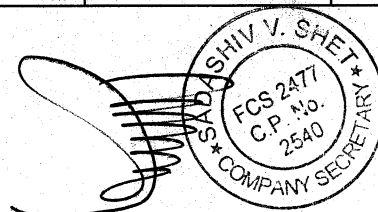
Increase in Authorised Share Capital of the Company to Rs. 15 Crores divided into 1,30,00,000 Equity Shares of Rs. 10/- each and 2,00,000 9% Redeemable Preference Shares of Rs. 100/- each.

Mode of Voting	Number of Shareholders voted	Number of Votes/Shares polled	Number of Votes/Shares in favour of the resolution	Number of Votes/Shares against the resolution	% of Votes/Shares - in favour	% of Votes/Shares - against	Neutral/ Abstained/ Invalid votes
		(1)	(2)	(3)	(4)=[(2)/(1)] * 100	(5)=[(3)/(1)] * 100	(6)
e-Voting	22	86440	86440	0	100.000	0.000	0
Postal Ballot Form	92	3737399	3737299	100	99.997	0.003	100
Total	114	3823839	3823739	100	99.997	0.003	100

ITEM NO. 2:

Amendment of the Memorandum and Articles of Association of the Company pursuant to increase in Share Capital.

Mode of Voting	Number of Shareholders voted	Number of Votes/Shares polled	Number of Votes/Shares in favour of the resolution	Number of Votes/Shares against the resolution	% of Votes/Shares - in favour	% of Votes/Shares - against	Neutral/ Abstained/ Invalid votes
		(1)	(2)	(3)	(4)=[(2)/(1)] * 100	(5)=[(3)/(1)] * 100	(6)
e-Voting	22	86440	86440	0	100.000	0.000	0
Postal Ballot Form	88	3737049	3736949	100	99.997	0.003	450
Total	110	3823489	3823389	100	99.997	0.003	450



ITEM NO. 3:

Issue of Equity Shares on Preferential basis.

Mode of Voting	Number of Shareholders voted	Number of Votes/Shares polled	Number of Votes/Shares in favour of the resolution	Number of Votes/Shares against the resolution	% of Votes/Shares - in favour	% of Votes/Shares - against	Neutral/ Abstained/ Invalid votes
		(1)	(2)	(3)	(4)=[(2)/(1)] * 100	(5)=[(3)/(1)] * 100	(6)
e-Voting	22	86440	86440	0	100.000	0.000	0
Postal Ballot Form	85	3735789	3733939	1850	99.950	0.050	1710
Total	107	3822229	3820379	1850	99.952	0.048	1710

ITEM NO. 4:

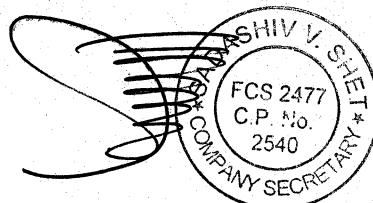
Increase in borrowing power in terms of Section 180(1)(c) of the Companies Act, 2013 and to facilitate mortgage / creation of a charge on the assets of the Company in terms of Section 180(1)(a) of the Companies Act, 2013.

Mode of Voting	Number of Shareholders voted	Number of Votes/Shares polled	Number of Votes/Shares in favour of the resolution	Number of Votes/Shares against the resolution	% of Votes/Shares - in favour	% of Votes/Shares - against	Neutral/ Abstained/ Invalid votes
		(1)	(2)	(3)	(4)=[(2)/(1)] * 100	(5)=[(3)/(1)] * 100	(6)
e-Voting	22	86440	86440	0	100.000	0.000	0
Postal Ballot Form	87	3736949	3735349	1600	99.957	0.043	550
Total	109	3823389	3821789	1600	99.958	0.042	550

ITEM NO. 5:

Alteration in main object and amendment to the Memorandum of Association of the Company.

Mode of Voting	Number of Shareholders voted	Number of Votes/Shares polled	Number of Votes/Shares in favour of the resolution	Number of Votes/Shares against the resolution	% of Votes/Shares - in favour	% of Votes/Shares - against	Neutral/ Abstained/ Invalid votes
		(1)	(2)	(3)	(4)=[(2)/(1)] * 100	(5)=[(3)/(1)] * 100	(6)
e-Voting	22	86440	86440	0	100.000	0.000	0
Postal Ballot Form	86	3736849	3736849	0	100.000	0.000	650
Total	108	3823289	3823289	0	100.000	0.000	650



ITEM NO. 6:

Alteration and amendment to Articles of Association of the Company to enable the Board of Directors to appoint Nominee Directors.

Mode of Voting	Number of Shareholders voted	Number of Votes/Shares polled	Number of Votes/Shares in favour of the resolution	Number of Votes/Shares against the resolution	% of Votes/Shares - in favour	% of Votes/Shares - against	Neutral/ Abstain ed/ Invalid votes
		(1)	(2)	(3)	(4)=[(2)/(1)] * 100	(5)=[(3)/(1)] * 100	(6)
e-Voting	22	86440	86440	0	100.000	0.000	0
Postal Ballot Form	84	3736149	3734649	1500	99.960	0.040	1350
Total	106	3822589	3821089	1500	99.961	0.039	1350

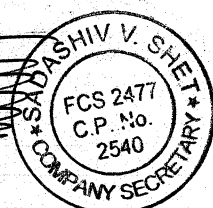
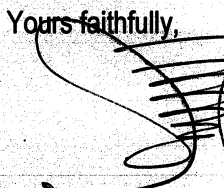
The postal ballot forms and other related papers/registers and records were handed over to the Company Secretary for safe keeping.

I report that all the Resolutions have been passed by the Shareholders by the requisite majority.

You may accordingly declare the result of the voting by Postal Ballot and e-Voting.

Thanking you,

Yours faithfully,



(Sadashiv V. Shet)
Practicing Company Secretary
Membership No. 2477
C. P. No. 2540

Date: November 14, 2016
Place: Panaji-Goa.