

**Report of Scrutinizer on E-Voting and Postal Ballot Process**

**[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with 22 of the Companies (Management and Administration) Rules, 2014]**

To

Board of Directors,

Hindustan Foods Limited

Office No. 03, Level 2, Centrium, Phoenix Market City,

15, Lal Bahadur Shastri Road, Kurla, Mumbai - 400070.

Dear Sirs,

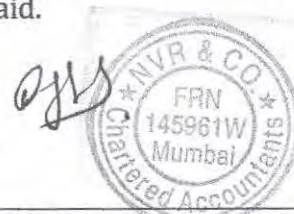
**Sub: Scrutinizer's Report on E- Voting and Postal Ballot Process conducted pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ('the Act') read with 22 of the Companies (Management and Administration) Rules, 2014**

The Board of Directors of Hindustan Foods Limited ('the Company') have vide resolution passed on 11<sup>th</sup> November, 2019, decided to provide to the members of the Company, a facility to exercise their voting rights on the resolutions for:

1. Approval for Related Party Transactions With M/s. Sundaram Cosmetics and M/s. Mahak Cosmetics and Credit Private Limited
2. Approval for Related Party Transactions With M/s. Shivom Industries and M/s. Galaxy Healthcare Products

Pursuant to the provisions of Section 108 & 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

I, Vivek Gaggar, Chartered Accountant in Practice having membership no. 162330, and Partner of N V R & Co., Chartered Accountants, Mumbai has been appointed as the Scrutinizer by the Board of Directors of the Company vide resolution passed on 11<sup>th</sup> November 2019 as required under Section 108 and 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the e-voting process and Postal Ballot process in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as aforesaid.





The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and Postal Ballot on the resolutions mentioned above. My responsibility as a Scrutinizer is restricted to ensure that the e-voting process and Postal Ballot process is conducted in a fair and transparent manner and make the Scrutinizers report of the votes cast "in favour" or "against" the resolutions stated above, based on the postal ballots received by the Company & reports generated from the e-voting system provided by the National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities, engaged by the Company.

The notice dated 11<sup>th</sup> November, 2019 was sent to the shareholders of the Company along with statement setting out material facts under Section 102 of the Companies Act, 2013.

The members of the Company holding shares on the cut-off date i.e. 29<sup>th</sup> November, 2019 were entitled to vote on the resolutions proposed and as set out in the Notice.

The Company published Newspaper Advertisement on 6<sup>th</sup> December, 2019 in The Free Press Journal (in English) and the Navshakti (in Marathi) regarding dispatch of Notice of Postal Ballot along with the Postal Ballot Form and containing all the matters required under the Companies Act, 2013 and relevant rules.

In this regard, I submit my report as under:

1. The e-voting period remained open from Friday, 6<sup>th</sup> December, 2019 (9:00 AM) to Saturday, 4<sup>th</sup> January, 2020 (5:00 PM).
2. The details containing list of the shareholders who voted for or against each of the resolutions that were put to vote were downloaded from the e-voting website of NSDL.

(<https://www.evoting.nsdl.com/>)

3. I have scrutinized the votes casted through electronic means and through postal ballot process for the purpose of this report.
4. The company dispatched postal ballot forms along with postage prepaid business reply envelope to its members whose name(s) appeared on the Register of Members as on Friday, 29<sup>th</sup> November, 2019 and whose email ids were not registered for e voting.
5. Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.
6. The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with the Register of Members of the company as on 29<sup>th</sup> November, 2019 being the cut-off date for dispatch of postal ballot notice.
7. All postal ballot forms received upto the close of working hours i.e. 5:00 P.M. on Saturday, 4<sup>th</sup> January, 2020, the last date and time fixed by the company for receipt of the forms, were considered for my scrutiny.
8. No postal ballot forms were received after 5:00 pm of 4<sup>th</sup> January, 2020 till the signing of this report.





9. I did not find any defaced or mutilated ballot paper.
10. The particulars of all the votes casted by postal ballots as well as through e-voting process have been recorded in a register separately maintained for the purpose.

A. A summary of the E-voting and Postal Ballot Process is given below:

Sr No.	Particulars	No. of Postal ballot forms/ e-voting options	No. of shares
1a	Total Postal ballot forms received	35	5,84,344
1b	Total E-voting options received	35	6,53,145
	<b>Total (1a + 1b)</b>	<b>70</b>	<b>12,37,489</b>
2	Less:- Invalid Postal Ballot Forms	9	26,078
3	Net valid postal ballot forms (As per register)	26	5,58,266
4	Net E-voting options	35	6,53,145
5	<b>Total (3 + 4)</b>	<b>61</b>	<b>12,11,411</b>

11. The result of the e-voting is given below:

Sr No.	Particulars of Resolution	Type of Resolution	Votes in Favour (In No.)	Votes in Favour (In %)	Votes in Against (In No.)	Votes in Against (In %)
1	Approval for Related Party Transactions With M/s. Sundaram Cosmetics and M/s. Mahak Cosmetics and Credit Private Limited	Ordinary	6,53,120	99.996%	25	0.004%
2	Approval for Related Party Transactions With M/s. Shivom Industries and M/s. Galaxy Healthcare Products	Ordinary	6,53,120	99.996%	25	0.004%

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12. The result of the Physical Postal ballot process is given below:

Sr No.	Particulars of Resolution	Type of Resolution	Votes in Favour (In No.)	Votes in Favour (In %)	Votes in Against (In No.)	Votes in Against (In %)
1	Approval for Related Party Transactions With M/s. Sundaram Cosmetics and M/s. Mahak Cosmetics and Credit Private Limited	Ordinary	5,58,266	100.00%	0	0%
2	Approval for Related Party Transactions With M/s. Shivom Industries and M/s. Galaxy Healthcare Products	Ordinary	5,58,266	100.00%	0	0%

13. The Combined Result of e-voting and postal ballot process is given below:

Sr No.	Particulars of Resolution	Type of Resolution	Votes in Favour (In No.)	Votes in Favour (In %)	Votes in Against (In No.)	Votes in Against (In %)
1	Approval for Related Party Transactions With M/s. Sundaram Cosmetics and M/s. Mahak Cosmetics and Credit Private Limited	Ordinary	12,11,386	99.998%	25	0.002%
2	Approval for Related Party Transactions With M/s. Shivom Industries and M/s. Galaxy Healthcare Products	Ordinary	12,11,386	99.998%	25	0.002%



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14. The Register, all other papers and relevant records relating to voting shall remain in our custody until the Board of Directors of the Company considers, approves and signs the result of the Postal Ballot.
15. Result: All the resolutions have secured requisite majority of votes, the respective resolutions may be considered to have been passed by the shareholders with requisite majority.
16. The Board of Directors of the Company may accordingly declare the results of voting by Postal ballot and e-Voting.

**Thanking You,**

**Yours faithfully,**

**For N V R & Co.**

**Chartered Accountants**

**Firm Registration Number: - 145961W**



**Vivek Gaggar**

**Membership Number: - 162330**

**Partner**

**Scrutinizer appointed for the e-voting and postal ballot process by the Board of Directors**

**UDIN: - 20162330AAAAAC4468**

**Date: 7<sup>th</sup> January, 2020**

**Place: Mumbai**

