



HINDUSTAN FOODS LIMITED

A vanity case Group Company

A Government Recognised Two Star Export House

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 6980 1700/01, **CIN:** L15139MH1984PLC316003

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended and applicable Circulars issued by the Ministry of Corporate Affairs, from time to time]

E-VOTING STARTS ON	E-VOTING ENDS ON
Wednesday, March 12, 2025 at 9:00 Hours IST	Thursday, April 10, 2025 at 17:00 Hours IST

Dear Member(s),

Notice is hereby given, pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (**"Act"**) read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014 as amended (the **"Rules"**) including any statutory modification or re-enactment thereof for the time being in force, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**), Secretarial Standard- 2 on General Meetings (**"SS-2"**) and any other applicable laws, regulations, guidelines and circulars issued, if any, seeking approval of the Members of **Hindustan Foods Limited (the "Company")** on the below appended resolution by way of Special Resolution by means of Postal Ballot to vote through remote Electronic Voting (**"E-voting"**).

An Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions, pertaining to the below appended resolution setting out the material facts and the reasons thereof, is annexed herewith for your consideration.

Pursuant to the various General Circulars issued by MCA from time to time and 09/2023 dated September 25, 2023 and the subsequent circulars issued in this regard, the latest being Circular no. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (**"MCA"**) (hereinafter collectively referred to as **"MCA Circulars"**), this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories/RTA. If your e-mail address is not registered with the Company / Depositories / RTA, please follow the process provided in the notes to receive this Postal Ballot Notice. The communication of the assent or dissent of the Members would only take place through the remote E-voting system.

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Rules, as amended; (ii) Regulation 44 of the SEBI Listing Regulations and (iii) MCA Circulars, the Company has provided Remote E-voting facility, to its Members to enable them to cast their votes electronically. For this purpose, the Company has engaged the services of MUFG InTime India Private Limited (**"MUFG InTime"**) (formerly Link Intime India Private Limited as the agency to provide E-voting facility through their website viz. <https://instavote.linkintime.co.in>. The instructions for Remote E-voting are appended to this Postal Ballot Notice.

Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the Remote E-voting process, not later than 17:00 hours IST on Thursday, April 10, 2025. Remote E-voting facility will be blocked by MUFG InTime immediately thereafter and the Members will not be allowed to cast their votes beyond the said date and time.

Please note that there will be no dispatch of physical copies of Notice or Postal Ballot Forms to the Members of the Company, since such requirement is dispensed with as per the abovementioned MCA Circulars and consequently, no physical Ballot Forms will be accepted by the Company.

The Board of Directors of the Company, at its Meeting held on March 06, 2025 appointed Adv. Prashant Sharma, Registration No. MAH/882/2025, as the Scrutiniser for conducting the Postal Ballot (E-voting) process in fair and transparent manner in accordance with the provisions of Act and Rule 22 of the Companies (Management and Administration) Rules, 2014.

The Scrutiniser will submit the report to the Chairman of the Company or any other person authorised by him, upon completion of the scrutiny of the Postal Ballot. The results of the Postal Ballot will be announced by any one of the Directors of the Company or a Company Secretary on or before **Saturday, April 12, 2025** at the Registered Office of the Company on or before 17:00 hours IST. The results of the Postal Ballot shall be posted on the Company's website viz. www.hindustanfoodslimited.com and on **MUFG InTime's** website viz. <https://instavote.linkintime.co.in> besides communicating to the BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") (hereinafter collectively referred to as "**Stock Exchanges**"), where the Equity Shares of the Company are listed. The proposed resolution, if approved by requisite majority, shall be deemed to have been passed on the last date of E-voting, i.e. **Thursday, April 10, 2025**.

SPECIAL BUSINESS:

ITEM NO. 1: Approve the Employee Stock Option Scheme 2025 ("HFL ESOS 2025" or "Scheme")

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 ("the **Act**"), Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and other applicable provisions, if any, of the Act read with rules framed thereunder, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("the **SEBI SBEB Regulations**"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the **SEBI LODR Regulations**"), the Listing Agreement entered into with the Stock Exchanges where the securities of the Company are listed, the Foreign Exchange Management Act, 1999, and Foreign Exchange Management (Non-Debt Instrument) Rules, 2019, as amended from time to time, and any other applicable laws for the time being in force, the Memorandum of Association and Articles of Association of the Company and pursuant to the recommendation made by the Nomination and Remuneration Committee and the Board of Directors of the Company, and subject to such other consents, permissions, sanctions and approvals as may be considered necessary by the Board of Directors of the Company (hereinafter referred to as "**the Board**" which term shall be deemed to include the Nomination and Remuneration Committee to exercise the powers conferred by this Resolution), consent of the Members be and is hereby accorded to approve the '**Employee Stock Option Plan 2025**' ("**HFL ESOS 2025**" or "**Scheme**") the salient features of which are detailed in the Explanatory Statement to this Notice, and on such terms and conditions as provided in the Scheme.

RESOLVED FURTHER THAT the maximum number of employee stock options, to be granted under the direct route to any eligible specific employee on such terms and conditions as provided in the **HFL ESOS 2025** shall not exceed 1.00% of the Issued share capital of the Company (excluding outstanding warrants and conversions) as on the date of approval of **HFL ESOS 2025** by the Shareholders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot equity shares directly to the Employees upon exercise of Options from time to time in accordance with the **HFL ESOS 2025** and such equity shares shall rank pari-passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, merger and sale of division or other re-organisation of capital structure of the Company, as applicable from time to time, if any additional equity shares are issued by the Company, for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the above ceiling shall be deemed to be increased to the extent of such additional equity shares issued.

RESOLVED FURTHER THAT in case the shares of the Company are either subdivided or consolidated, then the number of shares to be allotted and the exercise price payable by the option grantees under the Scheme shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 2/- per equity share bears to the revised face value of the equity shares of the Company after such subdivision or consolidation, without affecting any other rights or obligations of the Grantees.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the Board is authorised to formulate, evolve, decide upon and implement the **HFL ESOS 2025**, determine the detailed terms and conditions of the aforementioned **HFL ESOS 2025** including but not limited to the quantum of the Options to be granted per Employee, the number of Options to be granted in each tranche, the terms or combination of terms subject to which the said Options are to be granted, the exercise period, the vesting period, the vesting conditions, instances where such Stock Options shall lapse and to grant such number of Options, to such Employees of the Company, at such price, at such time and on such terms and conditions as set out in the **HFL ESOS 2025** and as the Compensation Committee in its absolute discretion think fit.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee ("NRC") of the Board be designated as the Compensation Committee in accordance with Regulation 5(1) of the SEBI SBEB Regulations for the purposes of administration of HFL ESOS 2025

RESOLVED FURTHER THAT the Board is hereby authorised to make any modifications, changes, variations, alterations or revisions in the HFL ESOS 2025 as it may deem fit, from time to time or to suspend, withdraw or revive the HFL ESOS 2025 from time to time, in conformity with applicable laws, provided such variations, modifications, alterations or revisions are not detrimental to the interests of the Employees.

RESOLVED FURTHER THAT the Board shall take necessary steps for listing of the equity shares allotted under the HFL ESOS 2025 on the stock exchanges, where the shares of the Company are listed in accordance with the provisions of the SEBI SBEB Regulations, the SEBI LODR Regulations and other applicable laws and regulations and to do all the necessary corporate action with the respective Depositories for credit of the Shares allotted as aforesaid.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Sameer Kothari, Managing Director of the Company or Mr. Ganesh Argekar, Executive Director of the Company or Mr. Mayank Samdani, Group Chief Financial Officer of the Company or Mr. Bankim Purohit, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of the HFL ESOS 2025 at any stage including at the time of listing of the equity shares issued herein without requiring the Board to secure any further consent or approval of the Members of the Company, to the end and intent, that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT Mr. Sameer Kothari, Managing Director of the Company or Mr. Ganesh Argekar, Executive Director of the Company or Mr. Mayank Samdani, Group Chief Financial Officer of the Company or Mr. Bankim Purohit, Company Secretary of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors

Place : Mumbai
Date : March 06, 2025

Bankim Purohit
Company Secretary & Legal head
ACS : 21865

Registered Office:

Office No.3, Level-2, Centrium, Phoenix Market City,
15, LBS Road, Kurla (West), Mumbai 400 070
Website: www.hindustanfoodslimited.com
Email: investorrelations@thevanitycase.com
CIN: L15139MH1984PLC316003

NOTES:

1. The Explanatory Statement, pursuant to Section 102 of the Act read together with Rule 22 of the Companies (Management and Administration) Rules, 2014, in respect of the proposed Special Resolution setting out all the material facts and reasons are enclosed herewith and forms part of this Notice.
2. In terms of Section 110 of the Act read with Rule 22 of Companies (Management and Administration) Rules, 2014 and Regulation 17(11) of the Listing Regulations, the business set out in the Notice above is sought to be passed by Postal Ballot. Accordingly, your approval is sought for the resolution contained in this Notice through remote E-voting.
3. The Postal Ballot Notice is being sent only by e-mail to those Members who have registered their e-mail address with their Depository Participant(s) ("**DPs**") or with MUFG InTime, Registrar and Share Transfer Agent ("**RTA**") of the Company and whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("**NSDL**")/Central Depository Services (India) Limited ("**CDSL**") as on **Friday, March 07, 2025 ("Cut-off date")** in accordance with the provisions of the Act read with Rules made thereunder and MCA Circulars. In accordance with the MCA Circulars mentioned above, the physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of remote E-voting only.
4. The Cut-off date for reckoning the voting rights of the Members of the Company is **Friday, March 07, 2025 ("Cut-off date")**. Member(s) holding Equity Shares as on Cut-off date may cast their vote through E-voting only and a person who is not a Member as on the Cut-off date shall treat this Notice for information purpose only. The E-voting period shall commence on Wednesday, March 12, 2025 at **9:00 Hours IST** and **E-voting period ends on Thursday, April 10, 2025 at 17:00 Hours IST**.
5. The Board of Directors at its Meeting held on March 06, 2025 has appointed Adv. Prashant Sharma, Registration No. MAH/882/2025, as the Scrutiniser for conducting the Postal Ballot (E-voting) process in fair and transparent manner in accordance with the provisions of Act and Rule 22 of the Companies (Management and Administration) Rules, 2014.
6. The Notice of Postal Ballot is also placed on the website of the Company i.e. www.hindustanfoodslimited.com and the website of MUFG InTime i.e. <https://instavote.linkintime.co.in> and at the relevant sections of the website of the Stock Exchanges on which the Shares of the Company are listed i.e. BSE (www.bseindia.com) and NSE (www.nseindia.com).
7. Resolution passed by the Members through Postal Ballot are deemed to have been passed as if the same has been passed at a General Meeting of the Members.
8. The decision of the Scrutiniser on the validity of the votes cast through remote E-voting and any other matter in this regard shall be final and binding.
9. All relevant documents referred in the Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days between 11.00 Hours IST to 17.00 Hours IST except Saturdays, Sundays and public holidays upto the last date of voting under Postal Ballot i.e. Thursday, April 10, 2025.
10. Procedure for registering the e-mail addresses for obtaining the Notice of Postal Ballot and remote E-voting instructions by the Members whose e-mail addresses are not registered with the DPs (in case of Members holding shares in demat form) or with MUFG InTime (in case of Members holding shares in physical form) is provided hereunder.
11. Pursuant to Section 101 of the Act read with relevant Rule made there under, Companies can serve Notice and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the DP(s). Members holding shares in physical form and have not registered their e-mail address can now register the same by clicking the link: www.in.mpms.mufg.com under Investor Services > E-mail Registration - fill in the details, upload the required documents and submit. Members holding shares in demat form are requested to register their e-mail address with their DP(s) only. Members of the Company who have registered their e-mail address are also entitled to receive such communication in physical form, upon request.
12. Any queries/grievances pertaining to the E-voting process you may refer to the Frequently Asked Questions (FAQs) for Members and E-voting user manual for Members available at the Help sections of **InstaVote** available at <https://instavote.linkintime.co.in> or contact MUFG InTime at the following toll free no.: Tel: 022 – 4918 6000.

13. Instructions for casting votes by electronic means are mentioned hereunder:

Remote e-Voting Instructions for shareholders:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- Enter User ID and Password. Click on “Login”
- After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

- To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Proceed with updating the required fields.
- Post successful registration, user will be provided with Login ID and password.
- After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

- Visit URL: <https://www.evoting.nsdl.com>
- Click on the “Login” tab available under ‘Shareholder/Member’ section.
- Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

- Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- Click on New System Myeasi Tab
- Login with existing my easi username and password

- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration/>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Login method for shareholders holding securities in physical mode /
Non-Individual Shareholders holding securities in demat mode**

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

- b) Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI:

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number:

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

**Shareholders holding shares in NSDL form, shall provide 'D' above*

***Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

- ❖ Set the password of your choice
(The password should contain minimum 8 characters, at least one special Character (!#\$%*), at least one numeral, at least one alphabet and at least one capital letter).
- ❖ Enter Image Verification (CAPTCHA) Code
- ❖ Click "Submit" (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

c) Click on "**Login**" under 'SHARE HOLDER' tab.

- A. User ID: Enter your User ID
- B. Password: Enter your Password
- C. Enter Image Verification (CAPTCHA) Code
- D. Click "Submit"

d) Cast your vote electronically:

- A. After successful login, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon.
- C. E-voting page will appear.
- D. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- E. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on "**Sign Up**" under "Custodian / Corporate Body/ Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "**Investor Mapping**" tab under the Menu Section
- c) Map the Investor with the following details:
 - A. 'Investor ID' –
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - B. 'Investor's Name - Enter Investor's Name as updated with DP.
 - C. 'Investor PAN' - Enter your 10-digit PAN.

D. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

**File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- Click on **"Votes Entry"** tab under the Menu section.
- Enter the **"Event No."** for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under "On-going Events".
- Enter **"16-digit Demat Account No."** for which you want to cast vote.
- Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- After selecting the desired option i.e. Favour / Against, click on 'Submit'.
A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

OR

METHOD 2 - VOTES UPLOAD

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- After successful login, you will be able to see the "Notification for e-voting".
- Select **"View"** icon for **"Company's Name / Event number"**.
- E-voting page will appear.
- Download sample vote file from **"Download Sample Vote File"** tab.
- Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under **"Upload Vote File"** option.
- Click on 'Submit'. 'Data uploaded successfully' message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000

Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
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Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “Login” under ‘SHARE HOLDER’ tab.
- Click “forgot password?”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “forgot password?”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

GENERAL INFORMATION:

14. The Scrutiniser shall after the conclusion of Postal Ballot process, will unblock the votes cast through remote E-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 2 (Two) working days of the conclusion of the Postal Ballot, a Scrutiniser’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
15. The Results declared along with the report of the Scrutiniser shall be placed on the website of the Company, viz. www.hindustanfoodslimited.com and also on the website of MUFG InTime www.in.mpms.mufg.com after the declaration of result by the Chairman or a person authorised by him in writing, and shall also be communicated to the Stock Exchanges where the Company’s Equity Shares are listed viz. BSE and NSE.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

16. Members who wish to inspect the documents, as mentioned in the Notice of the Postal Ballot or as required under the law, may write to the Company at investorrelations@thevanitycase.com and the Company shall endeavor to provide inspection of documents by such Member. All the documents referred to in the accompanying Notice and Explanatory Statement, shall be available for inspection through electronic mode, basis the request being sent on investorrelations@thevanitycase.com.

OTHER INFORMATION:

17. Securities and Exchange Board of India ("SEBI") has mandated that securities of Listed Companies can be transferred only in dematerialised form w.e.f. April 01, 2019. Accordingly, the Company/ MUFG InTime has stopped accepting any fresh lodgement of transfer of Shares in physical form. Members holding Shares in physical form are advised to avail of the facility of dematerialisation.
18. Members are requested:
- (i) Intimate to the RTA of the Company immediately, about any change in their address.
 - (ii) Members holding Shares in Demat form are hereby informed that bank particulars registered with their respective DP, with whom they maintain their Demat accounts, will be used by the Company for the payment of dividend, if any. The Company or its Registrar cannot act on any request received directly from the Members holding Shares in Demat form for any change of bank particulars. Such changes are to be intimated only to the DPs of the Members. Members holding Shares in Demat form are requested to intimate any change in their address and / or bank mandate immediately to their DPs and not to the Company's RTA.
 - (iii) Quote Registered Folio no. or DP ID/Client ID no. in all their correspondence to the Company or approach the RTA of the Company for consolidation of folios. Avail Nomination facility by filing in form SH-13 in accordance with Section 72 of the Act and forward the same to the R&TA, if not done. (Applicable for those holding Shares in physical form). Send all Share transmission/ name deletion lodgements (physical mode)/ correspondence to the RTA of the Company, MUFG InTime.
 - (iv) SEBI has mandated the submission of PAN by every participant in securities market. Members holding Shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their Demat accounts. Members holding Shares in physical form can submit their PAN details to the Company or the Company's RTA.

By Order of the Board of Directors

Place : Mumbai
Date : March 06, 2025

Bankim Purohit
Company Secretary & Legal Head
ACS : 21865

Registered Office:

Office No.3, Level-2, Centrium, Phoenix Market City,
15, LBS Road, Kurla (West), Mumbai 400 070
Website: www.hindustanfoodslimited.com
Email: investorrelations@thevanitycase.com
CIN: L15139MH1984PLC316003

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE ACT

IN RESPECT OF ITEM NO. 1

Hindustan Foods Limited firmly believes that stock options would enable the employees to share the value they create for the Company and align individual objectives of employees with objectives of the Company in the coming years. Accordingly, the Company believes in rewarding its employees, for their continuous hard work, dedication and support, which has led the Company on the growth path.

Based on the recommendation of the NRC and subject to the approval of the Members, the Board of Directors of the Company, at its meeting held on March 06, 2025, approved the “Hindustan Foods Limited Employee Stock Option Scheme 2025” (“HFL ESOS 2025” or “Scheme”). The purpose is to ensure eligible employees are adequately rewarded for their performance and time committed to the Company.

Brief Description of the Scheme and Disclosures pursuant to the SEBI SBEB Regulations and the Act are as under:

a) Brief Description of the Scheme:

This Scheme shall be called the “Hindustan Foods Limited Employee Stock Option Scheme 2025” and shall be implemented through direct route. The objectives of the Company for providing Employee Incentive Scheme are to:

- a. create a sense of ownership and value creation for the Employees;
- b. motivate the Employees with incentives and reward opportunities;
- c. drive an entrepreneurship mindset of value creation for the organization;
- d. provide means to enable the Company to attract and retain appropriate talent; and
- e. achieve sustained growth of the Company and create shareholder value by aligning the interests of the Employees with the long-term interests of the Company.

b) The total number of options to be granted:

The maximum number of options that may be granted under ESOS 2025 Plan shall not exceed 10,00,000 (Ten lakhs Only) options, in one or more tranches, which shall not exceed 1.00% of the Issued share capital of the Company (excluding outstanding warrants and conversions) (“Scheme Pool”) as on the date of the approval of this Scheme by the Members of the Company.

Each Option when exercised would be converted into one fully paid-up equity share.

The Scheme Pool shall be subject to corresponding adjustment(s) for any corporate action as per the SEBI SBEB Regulations.

c) Identification of classes of employees entitled to participate and be beneficiaries in the Scheme:

The class of employees for whose benefit the Scheme is being implemented are the beneficiaries of the Scheme. The term ‘employee’ has been defined under the Scheme and shall mean:

- i. an employee as designated by the Company, who is exclusively working in India or outside India; or
- ii. a director of the Company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or
- iii. an employee as defined in sub-clauses (i) or (ii), of a Group Company including Subsidiary or its Associate Company, in India or outside India, or of a Holding Company of the Company, but excludes-
 - a. an employee who is a promoter or a person belonging to the promoter group;
 - b. director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the Company.
 - c. An Independent Director within the meaning of the Companies Act, 2013 and/or the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

The options may be granted to the employees as may be determined by NRC at its discretion.

- d) Requirements of vesting, period of vesting and the maximum period within which the options shall be vested:

There shall be a minimum period of one year between the grant of options and vesting of options and a maximum period of 9 (nine) years. The NRC may also vary or alter the terms of vesting of the options already granted but not yet Exercised, as it may deem fit; provided however, that such variation shall not be to the disadvantage of the Option Holder.

- e) Exercise price/Pricing formula:

The exercise price for the purpose of the grant of options will be decided by the NRC / Board from time to time, which shall not be less than the face value of equity shares of the Company.

- f) Exercise period and process of exercise:

On the expiry of the Vesting Period, the employee will have option to convert the options into equity shares within the time mentioned in their Letter of Grant provided by the NRC which in no event shall be more than 5 years from the Vesting Date (hereinafter referred to as Exercise Period).

In the event the option holder fails to exercise his/her vested options within the exercise period, then such vested options shall lapse and revert to the Scheme Pool.

- g) Appraisal Process for determining the eligibility of Employees for the Scheme:

Appraisal process for determining the eligibility of the employees will be based on designation, period of service, loyalty, work ethics, moral, performance linked parameters such as work performance and such other criteria as may be determined by the Compensation Committee at its sole discretion, from time to time.

- h) Maximum number of options to be issued per Employee and in the aggregate:

The maximum number of Options that may be granted to any specific employee under the Scheme, whether in one or more tranches, shall be decided by the NRC and during any one financial year it shall not exceed 1 (one) percent of the Issued equity share capital (excluding outstanding warrants and conversions) of the Company at the time of grant of option, unless a prior specific approval from the Members of the Company through a special resolution to this effect has been obtained.

- i) Transferability of Employee Stock Options:

The Options granted to an employee shall not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of the Option grantee, the right to exercise all the Options granted to him till such date shall be transferred to his legal heirs or nominees within the period as may be prescribed under the Scheme.

j) Whether the Scheme is to be implemented and administered directly by the Company or through a trust:

The Scheme will be implemented and administered directly by the Company through NRC.

k) Whether the Scheme involves new issue of shares by the Company or Secondary acquisition by the trust:

The scheme involves fresh issue of equity shares by the Company.

l) The amount of loan to be provided for implementation of the Scheme by the Company to the trust, its tenure, utilization, repayment terms, etc.:

Not Applicable, as the Scheme will not be implemented through Trust.

m) A statement to the effect that the Company shall conform to the accounting policies specified in regulation 15 of SEBI SBEB Regulations:

The Company conforms to the applicable accounting policies in accordance with and subject to Regulation 15 of the SEBI SBEB Regulations prescribed by SEBI and/ or any other appropriate regulatory authority, from time to time.

n) Method of Valuation:

The Company follows fair value method of valuation for the options granted and will follow applicable accounting standards and other requirements as are applicable to the Company.

o) Period of Lock In:

The Equity Shares allotted upon exercise of Stock Options under the Scheme are not subject to any lock in period.

p) Terms & conditions for buyback, if any, of specified securities covered under these regulations:

Subject to the provisions of the applicable laws, the Board/NRC shall determine the procedure for buy-back of the specified securities/Stock Options if to be undertaken at any time by the Company and the applicable terms and conditions thereof.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Pursuant to the provisions of Section 62(1)(b) of the Act and Regulation 6 of the SEBI SBEB Regulations, any ESOP Scheme for offering Stock Options to the employees/directors of the Company, its present and future subsidiary company(ies)/holding company(ies)/associate company(ies) of the Company must be approved by the Members by way of a Special Resolution.

Accordingly, the Board recommends the **Special Resolution** set out at Item No. 1 of the Notice for approval by the Members.

By Order of the Board of Directors

Place : Mumbai
Date : March 06, 2025

Bankim Purohit
Company Secretary & Legal Head
ACS : 21865

Registered Office:
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15, LBS Road, Kurla (West), Mumbai 400 070
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