



# 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](mailto:business@thevanitycase.com) Website: [www.hindustanfoodslimited.com](http://www.hindustanfoodslimited.com)  
Tel. No. +91-22-61801700 / 01 CIN: L15139MH1984PLC316003

July 2, 2021

Company Scrip Code: 519126

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

Dear Sir / Madam,

**Sub: Consolidated Scrutinizer's Report of the e-voting for the Tribunal Convened Meeting of the Equity Shareholders of Hindustan Foods Limited ('the Company') convened as per the directions of the National Company Law Tribunal, Mumbai Bench ('NCLT').**

**Ref: In the matter of Composite Scheme of Arrangement and Amalgamation between Avalon Cosmetics Private Limited, ATC Beverages Private Limited and Hindustan Foods Limited and their respective Shareholders ('the Scheme').**

We wish to inform you that, the NCLT convened Meeting of the Equity Shareholders of the Company was held on Wednesday, 30<sup>th</sup> June, 2021 at 11:30 a.m. (IST) through Video Conferencing facility ('VC')/ Other Audio Visual Means ('OAVM') and the venue of the Meeting was deemed to be the Registered Office of the Company situated at Office No. 3, Level - 2, Centrium, Phoenix Market City, 15, LBS Road, Kurla (West), Mumbai 400 070.

In view of the restrictions due to outbreak of COVID-19 and considering the social distancing norms, the Meeting was conducted through VC/ OAVM. The Meeting had been convened and being conducted in accordance with the applicable circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India ('SEBI').

The Company had tied up with Link Intime India Private Limited ('LI IPL') to provide facility for voting through electronic means prior to the Meeting i.e. remote e-voting, e-voting during the Meeting and participation in the Meeting through VC/ OAVM facility.





Pursuant to the provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the directions of Hon'ble NCLT, the Company had provided facility to Shareholders to cast their votes on the resolution through remote e-voting system administered by LIPL. The remote e-voting commenced on Sunday, 27<sup>th</sup> June, 2021 09:00 am (IST) and ended on Tuesday, 29<sup>th</sup> June, 2021 at 05:00 pm (IST). For the Shareholders who did not exercise their vote through remote e-voting system, the Company had provided them an opportunity to cast their vote through e-voting during the Meeting.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the voting results, in the prescribed format, disclosure of the voting results in respect of resolution set as per the Notice dated 26th May, 2021 of the Tribunal Convened Meeting of the Equity Shareholders of the Company.

We are also enclosing herewith, the Consolidated Report (remote e-voting and e-voting at the Meeting) pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 submitted by Mr. Prashant Sharma, Practising Company Secretary engaged as Scrutinizer.

Results of e-voting (remote e-voting and e-voting at the Meeting) - Votes in favour – 99.9999%.

This is for the information of Exchange and the Members.

Thanking You,  
Yours faithfully

**For Hindustan Foods Limited**

  
**Bankim Purohit**  
**Company Secretary**  
**ACS 21865**



Encl: As above





**Details of the voting results of the Meeting of the Equity Shareholders of Hindustan Foods Limited ('the Company') convened as per the directions of the National Company Law Tribunal, Mumbai Bench ('NCLT').**

Date of the Tribunal Convened Meeting	30 <sup>th</sup> June, 2021
Total number of shareholders as on record date (Cut-off date) on 23-06-2021	34,752
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	3 35

**Agenda-wise disclosure**

**ITEM NO.1: To consider & approve of the resolution under Section 230 read with Section 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 approval of the arrangement embodied in the Composite Scheme of Arrangement and Amalgamation between Avalon Cosmetics Private Limited ('ACPL' or the 'Demerged Company'), ATC Beverages Private Limited ('ABPL' or 'the Transferor Company') and Hindustan Foods Limited ('HFL' or the 'Transferee Company / Resulting Company') and their respective Shareholders ('the Scheme')**

Resolution required: (Ordinary/Special)					Requisite Majority			
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	E-voting	13275093	13275093	100.0000	13275093	0	100.0000	0.0000
	Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>13275093</b>	<b>13275093</b>	<b>100.0000</b>	<b>13275093</b>	<b>0</b>	<b>100.0000</b>
Public - Institutions	E-voting	2870297	884442	30.8136	884442	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>884442</b>	<b>884442</b>	<b>30.8136</b>	<b>884442</b>	<b>0</b>	<b>100.0000</b>
Public - Non Institutions	E-voting	5052688	2616557	51.7854	2616556	1	100.0000	0.0000
	Poll		7	0.0001	7	0	100.0000	0.0000
	Postal Ballot (If applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>2616564</b>	<b>2616563</b>	<b>51.7855</b>	<b>2616563</b>	<b>1</b>	<b>99.9999</b>
<b>Total</b>		<b>21198078</b>	<b>16776099</b>	<b>79.1397</b>	<b>16776098</b>	<b>1</b>	<b>99.9999</b>	<b>0.0001</b>

**Note: The aforesaid resolution has been passed with requisite majority. The Scrutinizer's Report is attached.**

For HINDUSTAN FOODS LIMITED

*Bankim Purohit*  
Bankim Purohit  
Company Secretary  
ACS 21865



## SCRUTINIZER'S CONSOLIDATED REPORT

To

Mr. Sameer Kothari,

The Chairman appointed by the Hon'ble National Company Law Tribunal, Mumbai Bench for the Meeting of the Equity Shareholders of Hindustan Foods Limited

**Sub: Consolidated Scrutinizer's report on the results of voting by Equity Shareholders of Hindustan Foods Limited through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), (prior to and during the Meeting) at the Hon'ble National Company Law Tribunal, Mumbai Bench ("Hon'ble Tribunal"/ "NCLT") convened Meeting of the Equity Shareholders of Hindustan Foods Limited held on Wednesday, June 30, 2021 at 11.30 a.m. (IST) ("Meeting"), through VC / OAVM, pursuant to Sections 230-232 of the Companies Act, 2013 ("Act") read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("Arrangement Rules"), and Sections 108 and 110 of the Act read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014 ("Management Rules") as amended.**

Dear Sir,

I, Prashant Sharma (ACS 21775) of M/s Prashant Sharma & Associates, Practicing Company Secretaries, have been appointed by the Hon'ble National Company Law Tribunal, Mumbai Bench, by its Order dated 26<sup>th</sup> April, 2021 in **Company Scheme Application No. C.A(CAA)/1069/MB-II/2020** as the Scrutinizer for the purpose of scrutinizing the e-voting and remote e-voting process, in a fair and transparent manner, of the Meeting of the Equity Shareholders of **Hindustan Foods Limited** convened by the said order of NCLT on Wednesday, June 30, 2021 at 11.30 a.m. (IST) through **VC/ OAVM**, pursuant to the provisions of the Section 230 read with Section 232 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable provisions of Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and the provisions of the Memorandum and Articles of Association of the Company for approval of the arrangement embodied in the Composite Scheme of Arrangement and Amalgamation between Avalon Cosmetics Private Limited ('**ACPL**' or '**the Demerged Company**'), ATC Beverages Private Limited ('**ABPL**' or '**the Transferor Company**') and Hindustan Foods Limited ('**HFL**' or '**the Transferee/ Resulting Company**') and their respective Shareholders ('**the Scheme**').

I do hereby submit my report as under:

1. In view of the ongoing COVID-19 pandemic and related social distancing norms, as per the directions of the Hon'ble Tribunal, vide Order dated April 26, 2021 the Meeting be conducted through **VC / OAVM**.





2. As confirmed by the Company, that copy of the Notice, Scheme, the Explanatory Statement pursuant to Section 230(3) read with Section 102 and Section 232(2) of the Act and Rule 6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and all annexures to such statement were sent. Due to difficulty in dispatch of the Notice and accompanying documents by post or courier, on account of threat posed by COVID-19 pandemic situation and as permitted under the various MCA Circulars, the Company has sent the Notice in electronic form only via email addresses already registered with the Company / Depository. The Company completed the dispatch of the Notice of the Meeting by e-mail on 28<sup>th</sup> May, 2021. The Company had also published the same in 2 daily newspapers i.e Business Standard (English) Edition published May 27, 2021; and Navshakti (Marathi) Edition published May 27, 2021. A copy of the Notice and the accompanying documents were also placed on the website of the Company viz. [www.hindustanfoodslimited.com](http://www.hindustanfoodslimited.com) and were also available on the website of BSE Limited (BSE) at [www.bseindia.com](http://www.bseindia.com) and also on the website of the Company's RTA, Link Intime India Private Limited at [www.linkintime.co.in](http://www.linkintime.co.in).
3. The Company had provided its Members the facility to exercise their right to vote on the Resolution proposed to be considered at the Meeting through **VC/OAVM**. The **Link Intime India Private Limited** (hereinafter referred to as "**LI IPL**") had provided the facility for voting by electronic means and for participation in the Meeting through VC/OAVM facility by remote e-voting prior to as well as during the Meeting.
4. The voting period for remote e-voting prior to the Meeting commenced on Sunday, June 27, 2021 at 9:00 a.m. (IST) and ended on Tuesday, June 29, 2021 at 5:00 p.m. (IST).
5. The voting rights of the Equity Shareholders shall be in proportion to their Shareholding in the Company as on closure of business hours on June 23, 2021 ("**Cut-off Date**"). Registered Members (holding fully paid-up shares) of the Company as on Cut-off date were entitled to attend the Meeting through VC/OAVM and vote through electronic means.
6. Management's Responsibility

The Management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("**LODR**"); (iii) the SEBI Circulars CFD/DIL3/CIR/2017/21 dated 10 March, 2017 read with SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated 22 December, 2020, as amended ("**SEBI Circulars**") and; (iv) the NCLT Order in this regard. The Management of the Company is also responsible for ensuring a secured framework and robustness of the electronic voting systems.





## 7. Scrutinizer's Responsibility

My responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and e-voting at the Meeting) is restricted to making a Scrutinizer's Report of the votes cast "**in favour**" or "**against**" the resolution contained in the Notice, based on the reports generated from the e-voting system provided by **LIPL**, the Registrar and Transfer Agent of the Company and the Agency authorized in accordance with the applicable Rules under the Act and engaged by the Company to provide the facility of remote e-voting and e-voting at the Meeting and attendant papers / documents furnished to me electronically by the Company and / or **LIPL** for my verification.

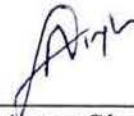
## 8. Remote E-voting Process:

The remote e-voting, in accordance with the Rules framed under the Act, remained open from Sunday, June 27, 2021 at 9:00 a.m. (IST) and ended on Tuesday, June 29, 2021 at 5:00 p.m. (IST).

Thereafter, the votes cast during remote e-voting were unblocked on Wednesday, June 30, 2021 after the conclusion of the Meeting and was witnessed by two witnesses, Mr. Sukesh Vora and Mr. Avtar Singh, who are not in the employment of the Company and / or **LIPL**. They have signed below in confirmation of the same.



Mr. Sukesh Vora



Mr. Avtar Singh

Thereafter, the details containing, inter alia, the list of Equity Shareholders who voted "**in favour**" or "**against**" the Resolution were generated from the e-voting website of **LIPL** i.e. <https://insta.vote@limkintime.co.in>. Based on the report generated by **LIPL** and relied upon by me, the data relating to remote e-voting was scrutinized on test check basis.

## 9. E-voting at the Meeting

After the time fixed for closure of the e-voting at the Meeting by the Chairperson, the electronic system recording the e-voting (e-votes) was locked by **LIPL** under my instructions.

The e-votes were reconciled with the records maintained by the Company/ **LIPL** and the authorizations lodged with the Company/ **LIPL** on test check basis. The e-votes cast at the Meeting were unblocked on Wednesday, June 30, 2021 after the conclusion of the Meeting.





# PRASHANT SHARMA & ASSOCIATES

PRACTISING COMPANY SECRETARY  
B.COM ACS LLB PGDFM

Office Address: - 3<sup>rd</sup> Floor,  
214 Empire House,  
Dr. D.N Road, Fort, Mumbai 400001.  
Email id [prascsg@gmail.com](mailto:prascsg@gmail.com),  
Tel No +91 9819 398 893

- 10 The Resolution placed before the Shareholders and the consolidated result of the voting on the same through remote e-voting prior to and during the Meeting seeking approval of the Equity Shareholders of the Company are given below.

Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 230 read with section 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013, the rules, circulars, and notifications made thereunder (including any statutory modification or re-enactment(s) thereof for the time being in force) as may be applicable, the Securities Exchange Board of India’s Circular No CFD/DIL3/CIR/2017/21 dated 10th March 2017, the observation letter issued by BSE Limited dated 29th July 2020 and subject to provisions of the Memorandum and Articles of Association of the Company and subject to approval of the Hon’ble National Company Law Tribunal, Mumbai Bench (‘NCLT’) and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon’ble NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the Composite Scheme of Arrangement and Amalgamation between Avalon Cosmetics Private Limited (‘the Demerged Company’ or ‘ACPL’), ATC Beverages Private Limited (‘the Transferor Company’ or ‘ABPL’) and Hindustan Foods Limited (‘the Resulting Company’ or ‘the Transferee Company’ or ‘HFL’) and their respective Shareholders (‘the Scheme’), be and is hereby approved.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the amalgamation embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon’ble NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper.”

- 11 We note that 47 Members holding 16776092 Equity Shares had cast their votes through remote e-voting facility and 1 member holding 7 Equity Shares had cast their votes through voting facility at the Meeting.





# PRASHANT SHARMA & ASSOCIATES

PRACTISING COMPANY SECRETARY  
B.COM ACS LLB PGDFM

Office Address: - 3<sup>rd</sup> Floor,  
214 Empire House,  
Dr. D.N Road, Fort, Mumbai 400001.  
Email id [prascs@gmail.com](mailto:prascs@gmail.com),  
Tel No +91 9819 398 893

Category	No. of Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes
		No. of Equity Shareholders	No. of shares	% of total valid votes cast	No. of Equity Shareholders	No. of shares	% of total valid votes cast	
<b>Promoter Group</b>								
Remote E-Voting	13275093	5	13275093	100	0	0	0	0
E-Voting	0	0	0	0	0	0	0	0
<b>TOTAL A</b>	<b>13275093</b>	<b>5</b>	<b>13275093</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public Group</b>								
Remote E-Voting	3500999	42	3500998	100	1	1	0.00	0
E-Voting	7	1	7	0	0	0	0	0
<b>TOTAL B</b>	<b>3501006</b>	<b>43</b>	<b>3501005</b>	<b>100</b>	<b>1</b>	<b>1</b>	<b>0.00</b>	<b>0</b>
<b>GRAND TOTAL A+B</b>	<b>16776099</b>	<b>48</b>	<b>16776098</b>	<b>100</b>	<b>1</b>	<b>1</b>	<b>0.00</b>	<b>0</b>

12 Accordingly, the proposed Resolution approving the Scheme has been approved by requisite majority of the Equity Shareholders of the Company as required under: (i) the Act; and (ii) SEBI Circulars.

13 All electronic data and relevant records for e-voting and remote e-voting prior to as well as during the Meeting were handed over to Mr. Bankim Purohit, Company Secretary of the Company for safe keeping.

Thanking you,  
Yours faithfully



**Prashant Sharma**  
**Prashant Sharma & Associates**  
Practising Company Secretaries  
ACS: 21775 CP No.: 7902

Place: Mumbai  
Dated: 1<sup>st</sup> July, 2021

UDIN No. A021775C000566847

Counter signed by:  
Mr Sameer Kothari

Chairperson appointed by NCLT for the Meeting  
of Equity Shareholders of Hindustan Foods  
Limited