



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. +91-22-69801700 / 01 CIN: L15139MH1984PLC316003

Date: September 30, 2024

Compliance Report

It is hereby certified that the draft Scheme of Arrangement between Avalon Cosmetics Private Limited ("the Demerged Company" or "ACPL") and Vanity Case India Private Limited ("the Transferor Company" or "VCIPL") and Hindustan Foods Limited ("the Resulting Company" or "the Transferee Company" or "HFL" or "the Company") and their respective shareholders ("the Scheme") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations"), SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 (including any amendments thereto) on scheme of arrangement involving Listed Companies ("SEBI Circular"), including the following:

SN	Reference	Particulars	Status of Compliance
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Complied
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Complied
Requirements of the SEBI Circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Complied
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	HFL will be complying with the conditions mentioned in Para (I)(A)(3) of the SEBI Circular
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Complied
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Complied





SN	Reference	Particulars	Status of Compliance
(e)	Para (I)(A)(10)	Provision of approval of public shareholders through e-voting	The conditions as stipulated under Para (I)(A)(10) of the SEBI Circular will be complied with as per the directions of the NCLT and as stated in clause 33.1.3. of the Scheme.


Bankim Purohit
Company Secretary
ICSI Membership No.: 21865




Sameer Kothari
Managing Director
DIN: 01361343



Certified that the transactions / accounting treatment provided in the draft Scheme of Arrangement between Avalon Cosmetics Private Limited ("the Demerged Company" or "ACPL") and Vanity Case India Private Limited ("the Transferor Company" or "VCIPL") and Hindustan Foods Limited ("the Resulting Company" or "the Transferee Company" or "HFL" or "the Company") and their respective shareholders ("the Scheme") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 are in compliance with all the Accounting Standards applicable to a listed entity.


Mayank Samdani
Company Financial Officer




Sameer Kothari
Managing Director
DIN: 01361343



Date: September 30, 2024
Place: Mumbai