

SAMEER KOTHARI

FLAT NO. B/28, B WING, AHUJA TOWERS, RAJABHAU ANANT
DESAI MARG, PRABHADEVI, Mumbai City, MAHARASHTRA, 400025
Email: sameer.kothari@thevanitycase.com

May 22, 2026

To, The General Manager Department of Corporate Services BSE Limited Floor 25, P. J. Towers, Dalal Street, Mumbai- 400 001 Tel: (022) 2272 1233 / 34 Company Scrip Code: 519126	To, The Manager, National Stock Exchange of India Limited, Listing Department, Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai 400 070 Company Symbol: HNDFDS	To, The Compliance Officer Hindustan Foods Limited Office No. 03, Level 2, Centrium, Phoenix Market City, 15, Lal Bahadur Shastri Rd, Kurla Mumbai City MH 400070
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Dear Sir/ Madam,

Sub: Disclosure under Regulation 29 (1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Ref: Allotment of Shares pursuant to the Scheme of Arrangement

Pursuant to Regulation 29 (1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, We on behalf of the Promoter and Promoter group enclosed herewith the disclosures in the prescribed format, pursuant to Allotment of Shares by Hindustan Foods Limited (Target Company) to us, in the matter of 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 Transferee Company" or "the Resulting Company" or "HFL" or "the Company") and their respective Shareholders ("the Scheme").

Please acknowledge the receipt.

Yours sincerely



Sameer Kothari
(Promoter)

Encl: As above

Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part-A- Details of the Acquisition

Name of the Target Company (TC)	HINDUSTAN FOODS LIMITED
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	M/s. Vanity Case India Private Limited Mr. Sameer Kothari Ms. Asha Kothari Ms. Aditi Kothari Ms. Meenal Jaswant Sarvaiya Mr. Vinod Raichand Shah Mr. Vinod R Shah Ms. Savita Vinod Shah Ms. Pallavi Sameer Shah
Whether the acquirer belongs to Promoter /Promoter group	YES
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	1) BSE Limited 2) National Stock Exchange of India Limited



Details of the acquisition as follows	Number	% w.r.t. total share/ voting capital wherever applicable (*)	% w.r.t. total diluted share/ voting capital of
Before the acquisition under consideration, holding of acquirer along with PACs of:			
a) Shares carrying voting rights			
1) M/s. Vanity Case India Private Limited	1) 4,64,58,145	1) 38.88%	1) 38.84%
2) Mr. Sameer Kothari	2) 1,20,75,915	2) 10.11%	2) 10.09%
3) Ms. Asha Kothari	3) 1,20,75,915	3) 10.11%	3) 10.09%
4) Ms. Aditi Kothari	4) Nil	4) Nil	4) Nil
5) Ms. Meenal Jaswant Sarvaiya	5) 7,845	5) 0.01%	5) 0.01%
6) Mr. Vinod Raichand Shah	6) 3,229	6) 0.00%	6) 0.00%
7) Mr. Vinod R Shah	7) 6,448	7) 0.01%	7) 0.01%
8) Ms. Savita Vinod Shah	8) 1,14,925	8) 0.10%	8) 0.10%
9) Ms. Pallavi Sameer Shah	9) 12,455	9) 0.01%	9) 0.01%
b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	NA	NA	NA
c) Voting rights (VR) otherwise than by equity shares	NA	NA	NA
d) Warrants/ convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	NA	NA	NA
e) Total (a+b+c+d)	7,07,54,877	59.22%	59.15%
Details of acquisition			
a) Shares carrying voting rights acquired			
1) M/s. Vanity Case India Private Limited#	1) (4,64,58,145)	1) Nil	1) Nil
2) Mr. Sameer Kothari	2) 77,56,652	2) 6.40%	2) 6.39%
3) Ms. Asha Kothari	3) 1,37,71,125	3) 11.37%	3) 11.35%
4) Ms. Aditi Kothari	4) 65,21,006	4) 5.38%	4) 5.38%
b) VRs acquired otherwise than by equity shares	NA	NA	NA
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired	NA	NA	NA
d) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	NA	NA	NA
e) Total (a+b+c+/-d)	2,80,48,783	23.15%	23.12%



After the acquisition, holding of acquirer along with PACs of:

a) Shares carrying voting rights			
1) M/s. Vanity Case India Private Limited#	1) Nil	1) Nil	1) Nil
2) Mr. Sameer Kothari	2) 1,98,32,567	2) 16.37%	2) 16.35%
2) Ms. Asha Kothari	3) 2,58,47,040	3) 21.33%	3) 21.31%
4) Ms. Aditi Kothari	4) 65,21,006	4) 5.38%	4) 5.38%
5) Ms. Meenal Jaswant Sarvaiya	5) 7,845	5) 0.01%	5) 0.01%
6) Mr. Vinod Raichand Shah	6) 3,229	6) 0.00%	6) 0.00%
7) Mr. Vinod R Shah	7) 6,448	7) 0.01%	7) 0.01%
8) Ms. Savita Vinod Shah	8) 1,14,925	8) 0.09%	8) 0.09%
9) Ms. Pallavi Sameer Shah	9) 12,455	9) 0.01%	9) 0.01%
b) VRs otherwise than by equity shares			
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	NA	NA	NA
c) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/ others)	NA	NA	NA
e) Total (a+b+c+d)	5,23,45,515	43.20%	43.15%
Mode of acquisition (e.g. open market / public issue / rights issue/ preferential allotment / inter-se transfer/encumbrance, etc.)	Allotment made by the TC pursuant to Scheme of Arrangement between Avalon Cosmetics Private Limited ('Demerged Company'), Vanity Case India Private Limited ('Transferor Company') and Hindustan Foods Limited ('Transferee Company' or 'Resulting Company')		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	One Share One Vote (19 Equity Shares of Transferee Company for every 100 Equity Share of Demerged Company held by the Shareholders of ACPL) and One Share One Vote (4,64,58,145 equity shares of the face value of INR 2/- each fully paid-up of the Transferee Company shall be issued and allotted as fully paid up to the equity shareholders of the Transferor Company/VCIPL in the proportion of their holding in the Transferor Company/VCIPL.) Post allotment of 4,64,58,145 Equity Shares by Target Company to the Shareholders of Transferor Company/VCIPL on 21.05.2026 and pursuant to the Scheme of Arrangement between Avalon Cosmetics Private Limited, Vanity Case India Private Limited and the Target Company, the 4,64,58,145 Equity Shares of the Transferee Company/TC held by the Transferor Company/ VCIPL has been cancelled.		

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Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	21.05.2026
Equity share capital / total voting capital of the TC before the said acquisition	Rs. 23,89,63,524/-
Equity share capital/ total voting capital of the TC after the said acquisition	Rs. 24,23,25,404/-*
Total diluted share/voting capital of the TC after the said acquisition	Rs. 24,26,19,604/-**

Note: The above % of shareholding and Share Capital of Target Company is computed-

*1. Post issue and allotment of 4,81,39,085 Equity Shares by Target Company on 21.05.2026 pursuant to Scheme of Arrangement between Avalon Cosmetics Private Limited, Vanity Case India Private Limited and the Target Company approved by the Board of Directors of all companies vide Board resolution dated 24.09.2024 and

**2. Post grant of 1,47,100 stock options to eligible employees of the Target Company and its Subsidiary Companies under "Hindustan Foods Limited Employee Stock Option Scheme 2025" ("HFL ESOS 2025" or "Scheme") approved by the Committee Members of Nomination and Remuneration Committee of the Target Company vide resolution dated 28.07.2025.

#3. Post allotment of 4,64,58,145 Equity Shares by Target Company to the Shareholders of Transferor Company/VCIPL on 21.05.2026 and pursuant to the Scheme of Arrangement between Avalon Cosmetics Private Limited, Vanity Case India Private Limited and the Target Company, the 4,64,58,145 Equity Shares of the Transferee Company/TC held by the Transferor Company/ VCIPL has been cancelled.

Part-B***

Name of the Target Company: HINDUSTAN FOODS LIMITED

Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Whether the acquirer belongs to Promoter/ Promoter group	PAN of the acquirer and/ or PACs
Mr. Sameer Kothari	Yes	
Ms. Asha Kothari	Yes	
Ms. Aditi Kothari	Yes	
Ms. Meenal Jaswant Sarvaiya	Yes	
Mr. Vinod Raichand Shah	Yes	
Mr. Vinod R Shah	Yes	
Ms. Savita Vinod Shah	Yes	
Ms. Pallavi Sameer Shah	Yes	



Sameer Kothari
Promoter/Managing Director

Place: Mumbai

Date: May 22, 2026

Note: (*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.