



# V. S. DEMPO HOLDINGS PRIVATE LIMITED

22<sup>nd</sup> May, 2026

|                                                                                                                                                                     |                                                                                                                                                                                      |                                                                                                                                                                                                                  |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| To<br><b>BSE Limited</b><br>Corporate Relationship<br>Department<br>Phiroze Jeejeebhoy Towers,<br>Dalal Street<br>Mumbai 400 001<br><br>Corp.relations@bseindia.com | To<br>The Listing<br>Department<br><b>National Stock<br/>Exchange of India<br/>Limited,</b><br>Bandra Kurla<br>Complex, Bandra<br>(East), Mumbai<br>400051<br><br>takeover@nse.co.in | To<br>Compliance Officer<br>Hindustan Foods Limited<br>Office No. 03, Level 2, Centrium,<br>Phoenix Market City, 15 Lal<br>Bahadur Shastri Road, Kurla,<br>Mumbai 400070<br><br>bankim.purohit@thevanitycase.com |
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Target Company: Hindustan Foods Limited  
Scrip Code: **519126/HNDFDS**

**Subject: Disclosure under Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

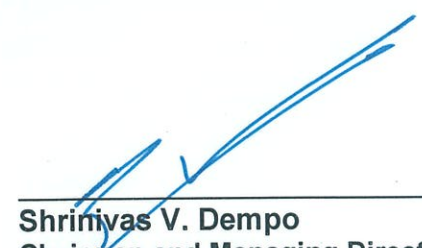
Dear Sir/Madam,

Please find enclosed herewith the disclosure under Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in respect of acquisition of equity shares of Hindustan Foods Limited

Kindly take the same on record.

Thanking you,

Yours faithfully,  
For and on behalf of all the acquirers/promoters  
**V.S.DEMPO HOLDINGS PRIVATE LIMITED**

  
\_\_\_\_\_  
**Shrinivas V. Dempo**  
Chairman and Managing Director  
DIN:00043413



**Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

|                                                                               |                                                                                                                                                                                                                                             |
|-------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of the Target Company (TC)                                               | HINDUSTAN FOODS LIMITED                                                                                                                                                                                                                     |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | 1) Mr. Shrinivas V Dempo<br>2) Soiru Dempo Family Private Trust (Soiru Dempo Management Holding Private Limited)<br>3) V.S.Dempo Holdings Private Limited<br>4) Vassudeva Dempo Family Private Trust (Nagesh Dempo Company Private Limited) |
| 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<br>2) National Stock Exchange of India Limited                                                                                                                                                                               |

| Details of the acquisition / disposal as follows                                                                                                                                        | Number        | % w.r.t. total share/voting capital wherever applicable (*) | % w.r.t. total diluted share/voting capital of the TC (**) |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|-------------------------------------------------------------|------------------------------------------------------------|
| <b>Before the acquisition under consideration, holding of:</b>                                                                                                                          |               |                                                             |                                                            |
| a) Shares carrying voting rights                                                                                                                                                        |               |                                                             |                                                            |
| 1) Mr.Shrinivas V Dempo                                                                                                                                                                 | 1)20,00,000   | 1) 1.67%                                                    | 1) 1.67%                                                   |
| 2) Soiru Dempo Family Private Trust (Soiru Dempo Management Holding Private Limited)                                                                                                    | 2) 5,00,000   | 2) 0.42%                                                    | 2) 0.42%                                                   |
| 3) V.S.Dempo Holdings Private Limited                                                                                                                                                   | 3)Nil         | 3) Nil                                                      | 3) Nil                                                     |
| 4) Vassudeva Dempo Family Private Trust (Nagesh Dempo Company Private Limited)                                                                                                          | 4)Nil         | 4) Nil                                                      | 4) Nil                                                     |
| b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)                                                                                                 | NA            | NA                                                          | NA                                                         |
| c) Voting rights (VR) otherwise than by 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)                                                                                                                                                                      | 25,00,000     | 2.09%                                                       | 2.09%                                                      |
| <b>Details of acquisition/sale</b>                                                                                                                                                      |               |                                                             |                                                            |
| a) Shares carrying voting rights acquired                                                                                                                                               |               |                                                             |                                                            |
| 1. Mr.Shrinivas V Dempo                                                                                                                                                                 | 1) Nil        | 1)0.00%                                                     | 1)0.00%                                                    |
| 2. Soiru Dempo Family Private Trust (Soiru Dempo Management Holding Private Limited)                                                                                                    | 2)13,95,804   | 2)1.15%                                                     | 2)1.15%                                                    |
| 3. V.S.Dempo Holdings Private Limited                                                                                                                                                   | 3)1,28,99,157 | 3)10.65%                                                    | 3)10.63%                                                   |
| 4. Vassudeva Dempo Family Private Trust (Nagesh Dempo Company Private Limited)                                                                                                          | 4)57,94,994   | 4) 4.78%                                                    | 4)4.78%                                                    |
| b) VRs acquired /sold otherwise than by 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/sold | NA            | NA                                                          | NA                                                         |
| d) Shares encumbered / invoked/released by the acquirer                                                                                                                                 | NA            | NA                                                          | NA                                                         |
| e) Total (a+b+c+/-d)                                                                                                                                                                    | 2,00,89,955   | 16.58%                                                      | 16.56%                                                     |

|                                                                                                                                                                                             |                                                                                                                                                                                                                                                              |          |          |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|
| <b>After the acquisition/sale, holding of:</b>                                                                                                                                              |                                                                                                                                                                                                                                                              |          |          |
| a) Shares carrying voting rights                                                                                                                                                            |                                                                                                                                                                                                                                                              |          |          |
| 1. Mr.Shrinivas V Dempo                                                                                                                                                                     | 1)20,00,000                                                                                                                                                                                                                                                  | 1) 1.65% | 1)1.65%  |
| 2. Soiru Dempo Family Private Trust (Soiru Dempo Management Holding Private Limited)                                                                                                        | 2)18,95,804                                                                                                                                                                                                                                                  | 2)1.56%  | 2) 1.56% |
| 3. V.S.Dempo Holdings Private Limited                                                                                                                                                       | 3)1,28,99,157                                                                                                                                                                                                                                                | 3)10.65% | 3)10.63% |
| 4. Vassudeva Dempo Family Private Trust (Nagesh Dempo Company Private Limited)                                                                                                              | 4)57,94,994                                                                                                                                                                                                                                                  | 4)4.78%  | 4)4.78%  |
| b) Shares encumbered with the acquirer                                                                                                                                                      | NA                                                                                                                                                                                                                                                           | NA       | NA       |
| c) VRs otherwise than by 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) after acquisition. | NA                                                                                                                                                                                                                                                           | NA       | NA       |
| e) Total (a+b+c+d)                                                                                                                                                                          | 2,25,89,955                                                                                                                                                                                                                                                  | 18.64%   | 18.62%   |
| Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer 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') |          |          |
| Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable                                                                  | 21.05.2026                                                                                                                                                                                                                                                   |          |          |
| Equity share capital / total voting capital of the TC before the said acquisition / sale                                                                                                    | Rs. 23,89,63,524/-                                                                                                                                                                                                                                           |          |          |
| Equity share capital/ total voting capital of the TC after the said acquisition / sale                                                                                                      | 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

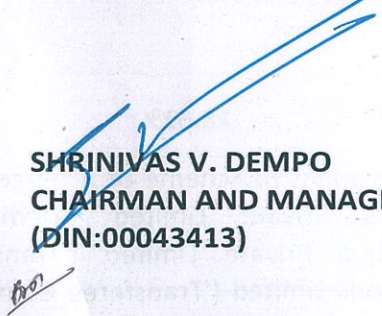


\*\*2. Post grant of 1,47,100 stock options to eligible employees of the Target Company and its Subsidiary Companies under "Hindustan Foods Limited Employee Stock Option Scheme 2025" ("HFL ESOS 2025" or "Scheme") approved by the Committee Members of Nomination and Remuneration Committee of the Target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

The equity shares pursuant to the Scheme of Arrangement have been allotted by the Share Allotment Committee of the Target Company in their meeting held on 21.05.2026.

For and on behalf of all the acquirer/promoters  
**V.S.DEMPO HOLDINGS PRIVATE LIMITED**

  
**SHRINIVAS V. DEMPO**  
**CHAIRMAN AND MANAGING DIRECTOR**  
**(DIN:00043413)**



Place: Goa

Date: 22.05.2026

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