



## HINDUSTAN FOODS LIMITED

A Vanity Case Group Company

A Government Recognised 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](mailto:business@thevanitycase.com), Website: [www.hindustanfoodslimited.com](http://www.hindustanfoodslimited.com)

Tel. No.: +91 22 6980 1700/01, CIN: L15139MH1984PLC316003

Date: September 27, 2023

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
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Dear Sir / Madam,

### **Sub.: Notice of the Extra Ordinary General Meeting of the Members of the Company**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and any other applicable provision, We hereby inform you that, the Extra Ordinary General Meeting ("EGM") of the Members of the Company has been scheduled to be held on **Friday, October 20, 2023 at 12.00 Noon (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM")** facility *inter-alia* to transact the businesses stated in the Notice dated September 22, 2023.

In compliance with the MCA Circulars and SEBI Circulars, Notice of the EGM along with Explanatory Statements and instructions for E-voting are being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.

Notice of the EGM along with the Explanatory Statements will also be available on the Company's website [www.hindustanfoodslimited.com](http://www.hindustanfoodslimited.com), website of BSE Limited ('BSE') at [www.bseindia.com](http://www.bseindia.com) and the National Stock Exchange of India Limited ('NSE') at [www.nseindia.com](http://www.nseindia.com) and on the website of Company's Registrar and Transfer Agent, Link Intime India Private Limited ('LI IPL') at [www.linkintime.co.in](http://www.linkintime.co.in).





Further, in terms of Section 108 of the Companies Act, 2013 and relevant rules, the Company has fixed Friday, October 13, 2023 as the cut – off date for determining the eligibility of the Members to cast their vote through electronic means through remote E-voting prior to the Meeting or E-voting during the Meeting for the Resolutions proposed in the said Notice of the EGM.

The remote e-voting will be available during the following period:

Commencement of remote e-voting	Tuesday, October 17, 2023 (9:00 Hours IST)
End of remote e-voting	Thursday, October 19, 2023 (17:00 Hours IST)

The Notice of the EGM of the Members of the Company *inter-alia* indicates the process and the manner of voting by electronic means prior and during the EGM. and instructions for participating at the EGM through VC/ OAVM.

We request you to take the above on record.

Thanking you,

Yours faithfully  
for **HINDUSTAN FOODS LIMITED**

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

**Encl.: As above**





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**Tel. No.:** +91 22 6980 1700/01, **CIN:** L15139MH1984PLC316003

### **NOTICE OF EXTRA ORDINARY GENERAL MEETING**

Notice is hereby given that an **Extra Ordinary General Meeting** (1/2023-24) (“EGM”) of the Members of **Hindustan Foods Limited** (“the Company”) will be held on **Friday, October 20, 2023** at **12.00 noon** through Video Conference facility (“VC”) or Other Audio - Visual Means (“OAVM”), to transact the following businesses. The venue of the EGM shall be deemed to be the Registered Office of the Company at Office no. 3, Level-2, Centrium, Phoenix Market City, 15, LBS Road, Kurla (West), Mumbai - 400 070, Maharashtra, India:-

#### **SPECIAL BUSINESSES:**

#### **ITEM NO. 1: ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO THE CERTAIN QUALIFIED INSTITUTIONAL BUYERS UNDER NON-PROMOTER CATEGORY FOR CASH**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

“**RESOLVED THAT** pursuant to (i) Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Companies Act**”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., issued thereunder including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force; (ii) the applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “**ICDR Regulations**”), (iii) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the “**SAST Regulations**”), (iv) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (the “**PIT Regulations**”), (v) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”), (vi) any other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India (“**SEBI**”), the Reserve Bank of India (“**RBI**”), BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”) where the shares of the Company are listed (hereinafter jointly referred to as the “**Stock Exchanges**”) and/or any other statutory / regulatory authority; (vii) the provisions of the Foreign Exchange Management Act, 1999 (the “**FEMA**”) and rules and regulations framed thereunder as amended, (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), (viii) Any other applicable procedural laws made under any of the above mentioned statutes in the form of any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc, and pursuant to the provisions of any other substantive and/or procedural laws that may be applicable in this regard; (ix) the Memorandum and Articles of Association of the Company; (x) and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the



appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (the “**Board**”, which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the approval of the Members of the Company be and is hereby accorded to issue and allot 56,75,054 convertible warrants (“**Warrants**” or “**Convertible Warrants**”) and each Warrants are convertible in to one equity shares of face value of Rs. 2/- each fully paid-up (“**Equity Share**”) of the Company at any time within 18 months from the date of allotment of the Warrants as per the ICDR Regulations for cash, to the Four Qualified Institutional Buyers belong to Non-Promoter Category (“**QIB Allottees**”) on preferential issue basis at a Price of Rs. 546.25/- (Rupees Five Hundred Forty Six and Paise Twenty Five Only) per Warrant (including a premium of Rs. 544.25/- (Rupees Five Hundred Forty Four and Paise Twenty Five only)) (as determined by the Board in accordance with the pricing guidelines prescribed under Regulation 164(4) of the ICDR Regulations) at an aggregate consideration of Rs. 3,09,99,98,247.50/- (Rupees Three Hundred Nine Crore Ninety Nine Lakhs Ninety Eight Thousand Two Hundred Forty Seven and Paise Fifty Only) and on such other terms and conditions as may be determined in accordance with the ICDR Regulations or other applicable provisions of the law as may be prevailing at the time, subject to it being in compliance with the minimum price calculated in accordance with Regulations 164 (4) for Preferential Issue contained in Chapter V of the ICDR Regulations to the following:

Sr. No.	Name of Proposed QIB Allottee	Category	Proposed No. of Warrants to be issued
1.	Sixth Sense India Opportunities III	Non-Promoter	18,30,663
2.	Infinity Holding Sidecar I	Non-Promoter	14,64,530
3.	Infinity Holdings	Non-Promoter	14,64,530
4.	Malabar Select Fund	Non-Promoter	9,15,331
	<b>Total</b>		<b>56,75,054</b>

**RESOLVED FURTHER THAT** in accordance with the provision of Chapter V of the ICDR Regulations, the relevant date for the purpose of calculating the floor price for the Preferential Issue of Warrants be and is hereby fixed as Wednesday, September 20, 2023, (“**Relevant Date**”) being 30 days prior to the date of the Extra Ordinary General Meeting (“**EGM**”) i.e. Friday, October 20, 2023;

**RESOLVED FURTHER THAT** the issue and allotment of the Warrants shall be on the following terms and conditions:

- i. The Warrant holders shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 2/- each to the Warrant holders.
- ii. An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the Warrant(s).
- iii. In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants



- shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.
- iv. The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
  - v. Apart from the said right of adjustment mentioned in (iv) above, the Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of shareholder(s) of the Company.
  - vi. The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations.
  - vii. The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the then existing Equity Shares of the Company.
  - viii. The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the ICDR Regulations from time to time.

**RESOLVED FURTHER THAT** subject to the ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Warrants, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottees through private placement offer cum application letter (in Form PAS-4 as prescribed under the Companies Act), without being required to seek any further consent or approval of the Members;

**RESOLVED FURTHER THAT** pursuant to the provisions of the Companies Act complete record of private placement offers be recorded in Form PAS-5 for the issue of invitation to subscribe to the Equity Shares;

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorised to do all such acts, deeds, matters and things as they may in their sole and absolute discretion consider necessary, desirable or expedient for the purpose of giving effect to the above resolutions, including: (a) to make application(s) to the Stock Exchanges for obtaining in-principle approval for issuance of the subscription and listing of the Securities; (b) to file requisite documents / make declarations / filings with Ministry of Corporate Affairs, RBI, SEBI, Stock Exchange(s) and any other statutory authority for and on behalf of the Company; (c) to represent the Company before any Government / regulatory authorities; (d) to appoint any merchant bankers or other professional advisors, consultants and legal advisors, and (e) to execute and deliver any and all documents, regulatory filings, certificates or instruments (including a certified copy of these resolutions), undertakings and to do or cause to be done any and all acts, deeds or things as may be necessary, appropriate or advisable solely in order to carry out the purposes and intent of, and to give effect to the foregoing resolutions, including any forms and documents that may be required to be filed with the concerned Registrar of Companies and other concerned regulatory authorities and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the Shares, utilization of issue proceeds, as may be required.”



**ITEM NO. 2: ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO THE CERTAIN NON-QUALIFIED INSTITUTIONAL BUYERS UNDER NON-PROMOTER CATEGORY FOR CASH.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

**“RESOLVED THAT** pursuant to (i) Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (the **“Companies Act”**) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., issued thereunder including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force; (ii) the applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the **“ICDR Regulations”**), (iii) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the **“SAST Regulations”**), (iv) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (the **“PIT Regulations”**), (v) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **“Listing Regulations”**), (vi) any other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India (**“SEBI”**), the Reserve Bank of India (**“RBI”**), BSE Limited (**“BSE”**) and National Stock Exchange of India Limited (**“NSE”**) where the shares of the Company are listed (hereinafter jointly referred to as the **“Stock Exchanges”**) and/or any other statutory / regulatory authority; (vii) the provisions of the Foreign Exchange Management Act, 1999 (the **“FEMA”**) and rules and regulations framed thereunder as amended, (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), (viii) Any other applicable procedural laws made under any of the above mentioned statutes in the form of any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc, and pursuant to the provisions of any other substantive and/or procedural laws that may be applicable in this regard; (ix) the Memorandum and Articles of Association of the Company; (x) and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (the **“Board”**, which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the approval of the Members of the Company be and is hereby accorded to issue and allot 15,96,027 convertible warrants (**“Warrants”**) and each Warrants are convertible in to one equity shares of face value of Rs. 2/- each fully paid-up (**“Equity Share”**) of the Company at any time within 18 months from the date of allotment of the Warrants as per the ICDR Regulations for cash, to two Non-Qualified Institutional Buyers belong to Non-Promoter Category (**“Non-QIB Allottees”**) on preferential issue basis at a Price of Rs. 563.90/- (Rupees Five Hundred Sixty Three and Paise Ninety Only) per Warrant (including a premium of Rs. 561.90/- (Rupees Five Hundred Sixty One and Paise Ninety only)) (as determined by the Board in accordance with the pricing guidelines prescribed under Regulation 164(1) of the ICDR Regulations) at an aggregate consideration of Rs. 89,99,99,625.30/- (Rupees Eighty Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Six Hundred Twenty Five and Paise Thirty Only) and on such other terms and conditions as may be determined in accordance with the ICDR Regulations or other applicable provisions of the law as may be prevailing at the time, subject to it being in compliance with the minimum price calculated in



accordance with Regulations 164 (1) for Preferential Issue contained in Chapter V of the ICDR Regulations to the following:

Sr. No.	Name of Proposed Non-QIB Allottees	Category	Proposed No. of Warrants to be issued
1.	Bay Capital Holdings Limited	Non-Promoter	10,64,018
2.	Vanaja Sundar Iyer	Non-Promoter	5,32,009
	<b>Total</b>		<b>15,96,027</b>

**RESOLVED FURTHER THAT** in accordance with the provision of Chapter V of the ICDR Regulations, the relevant date for the purpose of calculating the floor price for the Preferential Issue of Warrants be and is hereby fixed as Wednesday, September 20, 2023, (“**Relevant Date**”) being 30 days prior to the date of the Extra Ordinary General Meeting (“**EGM**”) i.e. Friday, October 20, 2023;

**RESOLVED FURTHER THAT** the issue and allotment of the Warrants shall be on the following terms and conditions:

- i. The Warrant holders shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 2/- each to the Warrant holders.
- ii. An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the Warrant(s).
- iii. In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.
- iv. The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- v. Apart from the said right of adjustment mentioned in (iv) above, the Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of shareholder(s) of the Company.
- vi. The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations.
- vii. The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the then existing Equity Shares of the Company.
- viii. The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the ICDR Regulations from time to time.



**RESOLVED FURTHER THAT** subject to the ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Warrants, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottees through private placement offer cum application letter (in Form PAS-4 as prescribed under the Companies Act), without being required to seek any further consent or approval of the Members;

**RESOLVED FURTHER THAT** pursuant to the provisions of the Companies Act complete record of private placement offers be recorded in Form PAS-5 for the issue of invitation to subscribe to the Equity Shares;

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorised to do all such acts, deeds, matters and things as they may in their sole and absolute discretion consider necessary, desirable or expedient for the purpose of giving effect to the above resolutions, including: (a) to make application(s) to the Stock Exchanges for obtaining in-principle approval for issuance of the subscription and listing of the Securities; (b) to file requisite documents / make declarations / filings with Ministry of Corporate Affairs, RBI, SEBI, Stock Exchange(s) and any other statutory authority for and on behalf of the Company; (c) to represent the Company before any Government / regulatory authorities; (d) to appoint any merchant bankers or other professional advisors, consultants and legal advisors, and (e) to execute and deliver any and all documents, regulatory filings, certificates or instruments (including a certified copy of these resolutions), undertakings and to do or cause to be done any and all acts, deeds or things as may be necessary, appropriate or advisable solely in order to carry out the purposes and intent of, and to give effect to the foregoing resolutions, including any forms and documents that may be required to be filed with the concerned Registrar of Companies and other concerned regulatory authorities and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the Shares, utilization of issue proceeds, as may be required.”

By Order of the Board of Directors  
**Hindustan Foods Limited**

Sd/-  
**Bankim Purohit**  
**Company Secretary**

**Place :** Mumbai

**Date :** September 22, 2023

**Registered Office:**

Office No.3, Level-2, Centrium, Phoenix Market City,  
15, LBS Road, Kurla (West), Mumbai 400 070,  
Maharashtra, India

Website: [www.hindustanfoodslimited.com](http://www.hindustanfoodslimited.com)

Email: [investorrelations@thevanitycase.com](mailto:investorrelations@thevanitycase.com)

CIN: L15139MH1984PLC316003



**Notes:**

1. A statement pursuant to Section 102(1) of the Companies Act, setting out the material facts in respect Item No. 1 to 2 relating to the Special Businesses to be transacted at the EGM is annexed hereto.
2. The Ministry of Corporate Affairs ('MCA'), vide its General Circular Nos.14/2020 dated April 8, 2020, 3/2022 dated May 5, 2022, 11/2022 dated December 20, 2022 and 9/2023 dated September 25, 2023 ('MCA Circulars'), and other applicable Circular issued by the Securities and Exchange Board of India ('SEBI') ('SEBI Circular') has allowed the Companies to conduct the EGM through VC or OAVM till September 30, 2024. In accordance with the MCA Circulars, provisions of the Companies Act, the EGM of the Company is being held through VC / OAVM. The Link Intime India Private Limited ('LI IPL') will be providing facilities in respect of:
  - (a) voting through remote E-voting;
  - (b) participation in the EGM through VC/OAVM facility;
  - (c) E-voting during the EGM.
3. **PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, A MEMBER IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/ HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THE EGM IS BEING HELD PURSUANT TO MCA CIRCULARS THROUGH VC/ OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXY (IES) BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS EGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP INCLUDING ROUTE MAP ARE NOT ANNEXED TO THIS NOTICE.**
4. **Participations of Members through VC will be reckoned for the purpose of quorum for the EGM as per Section 103 of the Act.**
5. Members of the Company under Institutional / Corporate Members are encouraged to attend and vote at the EGM through VC. Institutional / Corporate participant Members intending to authorise their representatives to participate and vote at the Meeting are requested to send a scanned copy (PDF/JPEG format) of the Board Resolution authorising its representatives to attend and vote at the EGM, pursuant to Section 113 of the Act, at [investorrelations@thevanitycase.com](mailto:investorrelations@thevanitycase.com).
6. In compliance with the MCA Circulars and SEBI Circulars, Notice of this EGM along with the Explanatory Statements is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice of the EGM will also be available on the Company's website [www.hindustanfoodslimited.com](http://www.hindustanfoodslimited.com), website of BSE Limited ('BSE') at [www.bseindia.com](http://www.bseindia.com) and the National Stock Exchange of India Limited ('NSE') at [www.nseindia.com](http://www.nseindia.com) and on the website of Company's Registrar and Transfer Agent, Link Intime India Private Limited ('LI IPL') at [www.linkintime.co.in](http://www.linkintime.co.in).
7. Members who wish to inspect the documents, as mentioned in the Notice of the EGM or as required under the law, may write to the Company at [investorrelations@thevanitycase.com](mailto: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 Statements, shall be available for inspection through electronic mode, basis the request being sent on [investorrelations@thevanitycase.com](mailto:investorrelations@thevanitycase.com).

8. For receiving all communication (including Annual Report) from the Company electronically:
  - a. In case Shares are held in physical mode please provide Folio No., Name of Shareholder, scanned copy of the Share Certificate (front and back), PAN (self-attested scanned copy of PAN card), and AADHAAR (self-attested scanned copy of Aadhaar Card) by email to [investorrelations@thevanitycase.com](mailto:investorrelations@thevanitycase.com) or to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
  - b. Members holding Shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participant.

#### **PROCEDURE FOR REMOTE E-VOTING:**

9. In compliance with the provisions of Section 108 of the Companies Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 read with Circular of SEBI on E-voting facility provided by Listed Entities dated December 9, 2020, given by MCA and Regulation 44 of the Listing Regulations, the Company is pleased to provide their Members with facility to exercise their right to vote on Resolutions proposed to be considered at the EGM by electronic means and the businesses may be transacted through E-voting Services. The facility of casting the votes by the Members using an electronic voting system during the EGM will be provided by LI IPL.
  - a. The Members who have cast their vote by remote E-voting prior to the EGM may also attend/participate in the EGM through VC/OAVM but shall not be entitled to cast their vote again.
  - b. The remote E-voting period commences on **Tuesday, October 17, 2023 (9:00 Hours IST)** and ends on **Thursday, October 19, 2023 (17:00 Hours IST)**. During this period, Members of the Company holding Shares either in physical form or in dematerialised form, as on the **cut-off date of Friday, October 13, 2023**, may cast their vote by remote E-voting. The remote E-voting module shall be disabled by LI IPL for voting thereafter. Once the vote on a resolutions is cast by the Member, the Member shall not be allowed to change it subsequently.

#### **Remote e-voting Instructions for Shareholders are as follows:**

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

1. Individual Shareholders holding securities in demat mode with NSDL
  - a. Existing IDeAS user can visit the e-Services website of NSDL viz <https://eservices.nsd.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. 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 and you will be able to see e-Voting page. Click on company name or



- e-Voting service provider name i.e. LINKINTIME and you will be re-directed to “InstaVote” website for casting your vote during the remote e-Voting period.
- b. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>.
  - c. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
- a. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
  - b. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
  - c. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
  - d. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants:

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.



**Login method for Individual shareholders holding securities in physical form/ Non Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

**A. User ID:**

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

**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 **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

*\*Shareholders holding shares in **NSDL form**, shall provide ‘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).
  - ▶ Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
  4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

**Cast your vote electronically:**

- a. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
- b. E-voting page will appear.
- c. 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).



- d. 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:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as **'Custodian / Mutual Fund / Corporate Body'**. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **'Custodian / Mutual Fund / Corporate Body'** login for the Scrutinizer to verify the same.

**Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional Shareholders:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

**Helpdesk for 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.

<b>Login type</b>	<b>Helpdesk details</b>
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**Individual Shareholders holding securities in Physical mode has forgotten the password:**

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

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

*In case shareholders is having 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 the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. 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.*



User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

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

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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”.

**PROCEDURE FOR JOINING THE EGM THROUGH VC / OAVM:**

10. Members are requested to follow the procedure given below:

Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

- ▶ Select the “**Company**” and ‘**Event Date**’ and register with your following details: -
  - A. **Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No.
    - Shareholders/ Members holding Shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
    - Shareholders/ Members holding Shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
    - Shareholders/ Members holding Shares in **physical form shall provide** Folio Number registered with the Company
  - B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
  - C. **Mobile No.:** Enter your mobile number.
  - D. **Email ID:** Enter your email id, as recorded with your DP/Company.
- ▶ Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

11. Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the procedure given in the E-voting instructions.

12. Facility to join the Meeting shall be opened 30 minutes before the scheduled time of the EGM and shall be kept open throughout the proceedings of the EGM.

13. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the EGM.

14. Members are encouraged to join the Meeting through Laptops for better experience.

15. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

16. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their



respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

### **PROCEDURE FOR SHAREHOLDERS/ MEMBERS TO SPEAK DURING THE EGM**

17. Shareholders who would like to speak during the Meeting must register their request 7 days in advance with the Company through e-mail on [investorrelations@thevanitycase.com](mailto:investorrelations@thevanitycase.com).
18. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
19. Shareholders will receive “speaking serial number” once they mark attendance for the Meeting.
20. Other shareholder may ask questions to the panelist, via active chat-board during the Meeting.
21. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

**Note:** Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

### **Guidelines to attend the EGM proceedings**

For a smooth experience of viewing the EGM proceedings of LIPL InstaMEET, Shareholders/ Members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a. Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/> OR
- b. If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:
  1. Enter your First Name, Last Name and Email ID and click on Join Now
  2. If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
  3. If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application. Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now.

### **PROCEDURE FOR SHAREHOLDERS/ MEMBERS TO VOTE DURING THE EGM THROUGH INSTAMEET:**

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.



5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the EGM through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the EGM will be eligible to attend/ participate in the EGM through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

#### **GENERAL INFORMATION:**

22. The voting rights shall be as per the number of Equity Shares held by the Member(s) as on **Friday, October 13, 2023** being the **cut-off date**. Members are eligible to cast vote electronically only if they are holding Shares as on that date.
23. Your Board has appointed Mr Prashant Sharma, Practising Company Secretary (COP no: 7902), to act as the Scrutiniser, to scrutinise the entire E-voting process in a fair and transparent manner. The Members desiring to vote through remote E-voting are requested to refer to the detailed procedure given above.
24. The Scrutiniser shall after the conclusion of voting at the Meeting, will first count the votes cast at the Meeting and thereafter 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 two working days of the conclusion of the EGM, a consolidated 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.

The Results declared along with the report of the Scrutiniser shall be placed on the website of the Company [www.hindustanfoodslimited.com](http://www.hindustanfoodslimited.com) and also on the website of LIPL immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.



## **OTHER INFORMATION:**

25. SEBI has mandated that Securities of Listed Companies can be transferred only in dematerialised form w.e.f. April 1, 2019. Accordingly, the Company/LIPL 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.

26. Members are requested:

- I. Write to the Company through email at [investorrelations@thevanitycase.com](mailto:investorrelations@thevanitycase.com) at least 7 days before the date of the Meeting, in case they desire any information pursuant to this Notice.
- II. Intimate to the Registrar & Transfer Agent (R&TA) of the Company immediately, about any change in their address.
- III. Members holding Shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. 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 Depository Participants 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 Depository Participants and not to the Company's RTA.

For Shares held in physical form, to the Company/ RTA in prescribed Form ISR-1 and other forms pursuant to the SEBI Circular Nos. SEBI/HO/ MIRSD/MIRSD\_RTAMB/CIR/2021/655 dated November 3, 2021 and SEBI/HO/MIRSD/MIRSD-POD-1/P/CIR/2023/37 dated March 16, 2023. All the prescribed forms can be downloaded from the Company's website at [www.hindustanfoodslimited.com](http://www.hindustanfoodslimited.com) under the category of Formats of KYC. The Company has sent communication to the Members holding Shares in physical form requesting them to furnish the required details.

In terms of the above SEBI Circular, the folios wherein certain details like PAN, nomination, mobile number, mail address, specimen signature, and Bank details are not available, are required to be frozen with effect from October 1, 2023. Accordingly, Members who have not yet submitted the said details are requested to kindly provide the same to the Company/RTA at the earliest but not later than September 30, 2023, failing which their folios shall be frozen.

- IV. Quote Registered Folio no. or DP ID/Client ID no. in all their correspondence.
- V. Approach the R&TA of the Company for consolidation of folios.
- VI. 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).
- VII. Send all Share transmission/ Transpositions/ Consolidation/ Duplication/ Name Deletion/ Replacement/ lodgments (physical mode) / correspondence to the R&TA of the Company, Link Intime India Private Limited, upto the date of Book Closure.



VIII. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in Securities market. Members holding Shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants 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.

IX. 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 Depository Participant(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.linkintime.co.in](http://www.linkintime.co.in) under Investor Services > E-mail/Bank detail 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 Depository Participant(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.

By Order of the Board of Directors  
**Hindustan Foods Limited**

**Place :** Mumbai  
**Date :** September 22, 2023

Sd/-  
**Bankim Purohit**  
**Company Secretary**

**Registered Office:**

Office No.3, Level-2, Centrium, Phoenix Market City,  
15, LBS Road, Kurla (West), Mumbai 400 070,  
Maharashtra, India

Website: [www.hindustanfoodslimited.com](http://www.hindustanfoodslimited.com)

Email: [investorrelations@thevanitycase.com](mailto:investorrelations@thevanitycase.com)

CIN: L15139MH1984PLC316003



## EXPLANATORY STATEMENTS

**The statement of Material Facts pursuant to Section 102 (1) of the Companies Act, 2013 (“Act”) relating to businesses mentioned under the Item no. 1 & 2 of the accompanying Notice.**

### IN RESPECT OF ITEM NO. 1

The Board of Directors in their meeting held on Friday, September 22, 2023, had approved to raise the funds required by way of issuance of Convertible Warrants on the preferential basis. The Board decided to issue, offer and allot 56,75,054 Convertible Warrants for cash on preferential basis at a Price of Rs. 546.25/- (Rupees Five Hundred Forty Six and Paise Twenty Five only) per Warrant (including a premium of Rs. 544.25/- (Rupees Five Hundred Forty Four and Paise Twenty Five only) at an aggregate consideration of Rs. 3,09,99,98,247.50/- (Rupees Three Hundred Nine Crore Ninety Nine Lakhs Ninety Eight Thousand Two Hundred Forty Seven and Paise Fifty Only) to the 4 (Four) QIB Allottees.

The Equity Shares to be allotted on exercise of option by Warrant holder pursuant to the above Resolution shall rank pari- passu in all respects including dividend with the existing Equity Shares of the Company.

A Company can undertake preferential allotment / private placement only after obtaining prior approval of the shareholders by way of Special Resolution in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rules framed thereunder (the “**Companies Act**”) further read with provisions of Chapter V – “Preferential Issue” of the ICDR Regulations, as amended, and on the terms and conditions and formalities as stipulated in the Companies Act and the ICDR Regulations.

The following details of the proposed preferential issue of the Warrants are disclosed in accordance with the provisions of the Companies Act and the ICDR Regulations:

#### **A. The objects of the preferential issue:**

The Company shall utilize at least 75% of the net proceeds from the Preferential Issue (i.e. total proceeds from QIB and Non-QIB Allottees after adjustment of expenses related to the Preferential Issue, if any) (“**Net Proceeds**”) towards (i) upto Rs. 175 Crores towards funding inorganic growth opportunities and strategic acquisitions including but not limited to mergers and takeovers either directly or through NCLT process, acquisition by Slump Sale etc. or acquisition of any business undertaking on going concern basis or acquisition through SPA directly by the Company or through its subsidiaries or Joint ventures or associates as approved by the Board from time to time, (ii) upto 125 Crores towards funding its capital expenditure for new green fields project or capital expenditure in its current units and projects i.e. brown field expansion directly by the Company or through its subsidiaries or joint ventures or associates for the growth of existing businesses or to enter into new business in line with the strategy of the Company.

The amount stated for the objects above shall not be added to the general corporate purposes (GCP), which shall not exceed Rs. 96.50 Crores i.e 24.34% of the Net Proceeds from the Preferential Issue and which may be utilized for, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company, investment in subsidiaries/ joint ventures/associates of the Company, as applicable in such a manner and proportion as may be decided by the Board from time to time and/or any other general purposes as may be permissible under applicable laws.



The Net Proceeds shall be utilised in the manner as specified above, on or before end of December 31, 2026.

While the amounts proposed to be utilised against each of the objects have been specified above, there may be a deviation of +/- 10% depending upon future circumstances, in terms of NSE Notice No. NSE/CML/2022/56 and BSE Notice No. 20221213- 47 each dated December 13, 2022, as the objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Net Proceeds at the discretion of the Board, subject to compliance with applicable laws.

Pending utilization of the proceeds from the Preferential Issue, the Company shall invest such proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks or any other investment as permitted under applicable laws.

**B. The total number of shares or other securities to be issued:**

The Board of Directors, in their meeting held on Friday, September 22, 2023 had approved the preferential issue of Convertible Warrants, subject to the approval of the Members and such other approvals as may be required, involving the issue and allotment of 56,75,054 Convertible Warrants to QIB Allottees, each convertible into, or exchangeable for, 1 (one) fully paid-up Equity Share each at a price of Rs. 546.25/- (Rupees Five Hundred Forty Six and Paise Twenty Five Only) (including a premium of Rs. 544.25/- (Rupees Five Hundred Forty Four and Paise Twenty Five only) per Warrant each payable in cash, aggregating Rs. 3,09,99,98,247.50/- (Rupees Three Hundred Nine Crore Ninety Nine Lakhs Ninety Eight Thousand Two Hundred Forty Seven and Paise Fifty Only) such price being not less than the minimum price (Floor Price) as on the 'Relevant Date' determined in accordance with the provisions of Chapter V of the ICDR Regulations.

**C. The price or price band at / within which the allotment is proposed:**

The Convertible Warrants are proposed to be issued to QIB Allottees at an issue price of Rs. 546.25/- (Rupees Five Hundred Forty Six and Paise Twenty Five Only) per Warrant being a price not less than the minimum price determined as on the Relevant Date in accordance with Regulation 164 (4) of the ICDR Regulations and applicable laws.

**D. The Price at which the allotment price is proposed and Basis on which the price has been arrived at:**

The issue of Convertible Warrants on preferential basis to the QIB Allottees will be in such manner and on such price, terms and conditions as may be determined by the Board in accordance with Regulation 164 (4) of Chapter V of SEBI (ICDR) Regulations, 2018.

Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, to any of the QIB Allottees, the issue price of Rs. 546.25/- (Rupees Five Hundred Forty Six and Paise Twenty Five only) per Warrants has been fixed taking into account the valuation report dated September 22, 2023, issued by FCA Payal Gada, a Chartered Accountant (IBBI Regd. No. IBBI/RV/06/2019/11170), having office at S-15, 2nd floor, Sej Plaza, Marve Road, Malad (West), Mumbai-400064, Maharashtra), that certified the floor price of Rs.546.22/-



(Rupees Five Hundred Forty Six and Paise Twenty Two only) in accordance with Regulation 166A of the ICDR Regulations (“**Valuation Report**”). The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company’s website at the link [www.hindustanfoodslimited.com](http://www.hindustanfoodslimited.com).

The Equity Shares of the Company are listed on Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited and are frequently traded in accordance with the ICDR Regulations.

As per the provisions of Regulations 164(4) of Chapter V of the ICDR Regulations prescribe the minimum price at which the Preferential Issue may be made. As per the computation, the minimum specified price as determined in accordance with the SEBI (ICDR) Regulations 2018 is Rs. 546.22/- (Rupees Five Hundred Forty Six and Paise Twenty Two only) per Warrant and the price at which the Preferential Issue is being made is Rs. 546.25/- (Rupees Five Hundred Forty Six and Paise Twenty Five only) per Warrant which has been higher than the minimum specified price per warrant computed in accordance with Regulation 164 (4) of the ICDR Regulations.

Also, the Articles of Association of the Company doesn’t contain any article which provides for determination of price in case of preferential issue.

**Adjustments for Warrants:** The price determined above and the number of Equity Shares to be allotted on exercise of the Warrant shall be subject to appropriate adjustments, as permitted under applicable rules, regulations and laws as applicable from time to time.

**E. Relevant date with reference to which the price has been arrived at:**

In terms of the provisions of Chapter V of the ICDR Regulations, relevant date for determining the floor price for the Preferential Issue of the Warrants is Wednesday, September 20, 2023 (“**Relevant Date**”) being 30 days prior to the date of the Extra Ordinary General Meeting (“**EGM**”) i.e. Friday, October 20, 2023.

**F. The class or classes of persons to whom the allotment is proposed to be made:**

The allotment is proposed to be made to the QIB Allottees belonging to Non Promoter Category as detailed in point J below.

**G. The intention / proposal of the Promoters, Directors and Key Managerial Personnel of the Company to subscribe to the proposed preferential offer:**

None of the Promoters, Directors and Key Managerial Personnel are intending to subscribe to the Preferential Issue of Convertible Warrants.

**H. Proposed time within which the allotment shall be completed:**

The Company will issue and allot Convertible Warrants within the time limit specified under the ICDR Regulations or any longer time limit as may be permitted under the ICDR Regulations or any other law. Provided further that where the allotment to any of the QIB Allottees is pending on account of pendency of any application for approval or permission by any regulatory authority, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, Stock Exchanges, or other concerned authorities.



**I. The identity of the proposed allottees, maximum number of Convertible Warrants proposed to be issued and the percentage of post issue capital that may be held by the proposed allottees:**

The Company proposes to issue Convertible Warrants by way of preferential issue to the QIB Allottees for cash as per the details given herein below:

Sr.No	Name of the Proposed Allottees	Ultimate beneficial owners	Category	Pre-Preferential Issue		Preferential Issue of Warrants (Present Issue)	Post Preferential Issue	
				No of Shares held	% of Holding		No of shares held ( assuming full conversion of Warrants into Equity shares) and shares issued through this notice	% of Holding(*)
1,	Sixth Sense India Opportunities III	The allottee is SEBI registered Alternative Investment Fund (AIF) of Category II. There are more than 900 beneficial owners and no beneficial owner holds more than 25% controlling ownership interest over the allottee as defined and explained in SEBI Circular No. CIR/MIRSD/2/2013 dated January 24, 2013. The allottee is managed by Sixth Sense Ventures Advisors LLP (“SSVA”) and Mr. Nikhil Vora is the founder & CEO of SSVA.	Non-Promoter	0	0.00	18,30,663	18,30,663	1.53
2.	Infinity Holding Sidecar I	Infinity Investment Management (IIM) is the investment manager of Infinity Holdings Sidecar I i.e. the Fund. No investor in the Fund has any controlling interest over the Fund. In its capacity as investment manager, IIM controls the Fund. No individual or corporate entity has any controlling interest in IIM. On the basis of SEBI Circular reference no CIR/MIRSD/2/2013 dated January 24, 2013 giving the Guidelines on Identification of Beneficial Ownership, Mr. Aravinda De Silva can be identified as beneficial owner as he owns more than 25% of the share capital of IIM.	Non-Promoter	0	0.00	14,64,530	14,64,530	1.22



		In terms of economic interest, Massachusetts Institute of Technology (MIT)'s endowment fund (a charitable corporation) owns 100% economic interest in Infinity Holdings Sidecar I.						
3.	Infinity Holdings	<p>Infinity Investment Management (IIM) is the investment manager of Infinity Holdings i.e. the Fund. No investor in the Fund has any controlling interest over the Fund. In its capacity as investment manager, IIM controls the Fund. No individual or corporate entity has any controlling interest in IIM.</p> <p>On the basis of SEBI Circular reference no CIR/MIRSD/2/2013 dated January 24, 2013 giving the Guidelines on Identification of Beneficial Ownership, Mr. Aravinda De Silva can be identified as beneficial owner as he owns more than 25% of the share capital of IIM. In terms of economic interest, the shareholding pattern of the aforementioned Infinity Holdings can be bifurcated in the following manner: Novo Holdings A/S - 81.3%; and HNIs /Trusts/ Corporate entities - 18.7%. Novo Holdings A/S, Denmark invests and manages the assets of the Novo Nordisk Foundation, Denmark which is an investor in the life sciences sector. Novo Nordisk Foundation owns Novo Holdings A/S. Further, since the ultimate beneficial owner behind Novo Nordisk Foundation cannot be identified, hence the senior most management personnel behind Novo Holdings A/S as per the SEBI Circular reference no CIR/MIRSD/2/2013 dated January 24, 2013 giving the Guidelines on Identification of Beneficial Ownership is</p>	Non-Promoter	2,55,540	0.23	14,64,530	17,20,070	1.43



		mentioned below: Mr. Kasim Kutay - CEO of Novo Holdings A/S (professional CEO having no ownership in the shares of Novo Holdings A/S).						
4.	Malabar Select Fund	Malabar Select Fund is a Category I Foreign Portfolio Investor, incorporated under the laws of Mauritius and the registered office of MSF is located at 4th Floor, 19 Bank Street, Cybercity, Ebene, 72201, Republic of Mauritius. The registration number of MSF under the SEBI FPI Regulations is INMUFP104716. Further, there is no natural person, whether acting alone or together, who owns 15% or more of the shares or capital or profits in MSF. The senior managing official of MSF is Mr. Steven Leischner."	Non-Promoter	0	0.00	9,15,331	9,15,331	0.76
	<b>Total</b>			<b>2,55,540</b>	<b>0.23</b>	<b>56,75,054</b>	<b>59,30,594</b>	<b>4.94</b>

(\* Assuming full conversion of Warrants into Equity shares issued through this Notice.

**J. Shareholding Pattern of the Company before and after the preferential issue of Convertible Warrants:**

Shareholding pattern before and after the proposed preferential issue of Convertible Warrants is provided as **Annexure A** to the Notice.

**K. Change in control, if any, in the company that would occur consequent to the preferential issue:**

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential issue.

**L. Number of persons to whom allotment on preferential basis has been made in terms of number of securities as well as price:**

The Company has not made any preferential allotment during the period from April 01, 2023 till the date of this Notice. However, the Company will ensure that the number of persons to whom allotment on preferential basis will be made during the financial year 2023-24 will not exceed the limit specified in the Companies Act and Rules made thereunder.



**M. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

This is not applicable in the present case since the Company being a listed Company the pricing is in terms of ICDR Regulations. Further, the proposed allotment is for cash.

**N. the current and proposed status of the allottee(s) post the preferential issue namely, promoter or non-promoter:**

The current status of the QIB Allottees is Non - Promoter and after the proposed allotment also the status will remain Non - Promoter only and there will be no change in the status of the proposed allottees.

**O. Lock-in Period:**

The Warrants and Equity Shares arising out of conversion of warrants into Equity shares to be allotted to such warrant holders or QIB Allottees shall be subject to a Lock-in for such period as specified under Regulation 167 of the ICDR Regulations.

**P. Requirements as to re-computation of price:**

Since the Equity Shares of the Company are listed on recognized stock exchanges for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the ICDR Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the ICDR Regulations are not applicable.

**Q. Practicing Company Secretary's Certificate:**

The Company has obtained a certificate from Mr. Prashant Sharma, Practicing Company Secretaries having (CP No.:7902 and ACS: 21775) certifying that the Preferential Issue is being made in accordance with the requirements contained in the ICDR Regulations and same shall be placed at the website of the Company [www.hindustanfoodslimited.com](http://www.hindustanfoodslimited.com) to facilitate online inspection of relevant documents until the end of EGM.

**R. Material terms of the proposed Preferential Issue of the Warrants:**

The material terms of the proposed preferential issue of the Warrants are stipulated in the Special Resolution as set out at Item No. 1 of this Notice.

**S. Disclosure pertaining to wilful defaulters and fugitive economic offender:**

Neither the Company nor any of its Promoters or Directors is wilful defaulter and hence disclosures as specified in Schedule VI of the ICDR Regulations are not applicable.

None of the Company's Promoters or Directors is a fugitive economic offender as defined under the ICDR Regulations.



## **T. Other Disclosures:**

1. The Equity Shares arising out of conversion of Warrants being issued pursuant this preferential issue shall be rank pari-passu with the existing Equity Shares of the Company.
2. The proposed QIB Allottees have not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the Relevant Date. All the existing holdings of the Proposed Allottees are already held by them in dematerialized form.
3. The Company is eligible to make the Preferential Issue under Chapter V of the ICDR Regulations.

Accordingly, the approval of the Members by way of Special Resolution is required in term of the applicable provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the ICDR Regulations and accordingly the approval of the Members of the Company is being sought.

The Board of Directors of the Company believes that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out Item No. 1 in the accompanying notice for your approval.

None of the Directors or Key Managerial Personnel(s) of the Company or their respective relatives, other than Mr. Nikhil Vora who is concerned or interested as given in sub-point I above, either directly or indirectly in said Resolution as set out at Item No. 1, save and except to the extent of their respective interest as shareholders of the Company.

### **IN RESPECT OF ITEM NO. 2**

The Board of Directors in its meeting held on Friday, September 22, 2023 had approved to raise the funds required by way of issuance of Convertible Warrants on the preferential basis. The Board decided to issue, offer and allot 15,96,027 Convertible Warrants for cash on preferential basis at a Price of Rs. 563.90/- (Rupees Five Hundred Sixty Three and Paise Ninety only) per Warrant (including a premium of Rs.561.90/- (Five Hundred Sixty One and Paise Ninety only) at an aggregate consideration of Rs. 89,99,99,625.30/- (Rupees Eighty Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Six Hundred Twenty Five and Paise Thirty Only) to the certain Non-Qualified Institutional Buyers under Non-Promoter (Public) Category ("**Non-QIB Allottees**").

The Equity Shares to be allotted on exercise of option by Warrant holders or Non-QIB Allottees pursuant to the above Resolution shall rank pari- passu in all respects including dividend with the existing Equity Shares of the Company.

A Company can undertake preferential allotment / private placement only after obtaining prior approval of the shareholders by way of Special Resolution in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rules framed thereunder (the "**Companies Act**") further read with provisions of Chapter V – "Preferential Issue" of the ICDR Regulations, as amended, and on the terms and conditions and formalities as stipulated in the Companies Act and the ICDR Regulations.

The following details of the proposed preferential issue of the Warrants are disclosed in accordance with the provisions of the Companies Act and the ICDR Regulations:



**A. The objects of the preferential issue:**

The Company shall utilize at least 75% of the net proceeds from the Preferential Issue (i.e. total proceeds from QIB and Non-QIB Allottees after adjustment of expenses related to the Preferential Issue, if any) ("**Net Proceeds**") towards (i) upto Rs. 175 Crores towards funding inorganic growth opportunities and strategic acquisitions including but not limited to mergers and takeovers either directly or through NCLT process, acquisition by Slump Sale etc. or acquisition of any business undertaking on going concern basis or acquisition through SPA directly by the Company or through its subsidiaries or Joint ventures or associates as approved by the Board from time to time, (ii) upto 125 Crores towards funding its capital expenditure for new green fields project or capital expenditure in its current units and projects i.e. brown field expansion directly by the Company or through its subsidiaries or joint ventures or associates for the growth of existing businesses or to enter into new business in line with the strategy of the Company.

The amount stated for the objects above shall not be added to the general corporate purposes (GCP), which shall not exceed Rs. 96.50 Crores i.e 24.34% of the Net Proceeds from the Preferential Issue and which may be utilized for, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company, investment in subsidiaries/ joint ventures/associates of the Company, as applicable in such a manner and proportion as may be decided by the Board from time to time and/or any other general purposes as may be permissible under applicable laws.

The Net Proceeds shall be utilised in the manner as specified above, on or before end of December 31, 2026.

While the amounts proposed to be utilised against each of the objects have been specified above, there may be a deviation of +/- 10% depending upon future circumstances, in terms of NSE Notice No. NSE/CML/2022/56 and BSE Notice No. 20221213- 47 each dated December 13, 2022, as the objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Net Proceeds at the discretion of the Board, subject to compliance with applicable laws.

Pending utilization of the proceeds from the Preferential Issue, the Company shall invest such proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks or any other investment as permitted under applicable laws.

**B. The total number of shares or other securities to be issued:**

The Board of Directors, in their meeting held on Friday, September 22, 2023 had approved the preferential issue of Convertible Warrants, subject to the approval of the Members and such other approvals as may be required, involving the issue and allotment of 15,96,027 Convertible Warrants to persons belonging to certain Non-QIB Allottees, each convertible into, or exchangeable for, 1 (one) fully paid-up Equity Share each at a price of Rs. 563.90/- (Rupees Five Hundred Sixty Three and Paise Ninety Only) (including a premium of Rs. 561.90/- (Rupees Five Hundred Sixty One and Paise Ninety only) per Warrant each payable in cash, aggregating up to Rs. 89,99,99,625.30/- (Rupees Eighty Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Six Hundred Twenty Five and Paise Thirty Only) such price being not less than the minimum price



(Floor Price) as on the 'Relevant Date' determined in accordance with the provisions of Chapter V of the ICDR Regulations.

**C. The price or price band at / within which the allotment is proposed:**

The Convertible Warrants are proposed to be issued to the Non-QIB Allottees at an issue price of Rs. 563.90/- (Rupees Five Hundred Sixty Three and Paise Ninety Only) being a price not less than the minimum price determined as on the Relevant Date in accordance with Regulation 164 of the ICDR Regulations and applicable laws.

**D. The Price at which the allotment price is proposed and Basis on which the price has been arrived at:**

The issue of warrants on preferential basis to the Non-QIB Allottees will be in such manner and on such price, terms and conditions as may be determined by the Board in accordance with Regulation 164 (1) of Chapter V of ICDR Regulations.

Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, to any of the Non-QIB Allottees, the issue price of Rs. 563.90/- (Rupees Five Hundred Sixty Three and Paise Ninety Only) per Warrants has been fixed taking into account the valuation report dated September 22, 2023, issued by FCA Payal Gada, a Chartered Accountant (IBBI Regd. No. IBBI/RV/06/2019/11170), having office at S-15, 2nd floor, Sej Plaza, Marve Road, Malad (West), Mumbai-400064, Maharashtra), that certified the floor price of Rs.563.86/- (Rupees Five Hundred Sixty Three and Paise Eighty Six only) in accordance with Regulation 166A of the ICDR Regulations ("**Valuation Report**"). The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website at the link [www.hindustanfoodslimited.com](http://www.hindustanfoodslimited.com).

The Equity Shares of the Company are listed on Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited and are frequently traded in accordance with the ICDR Regulations.

For the purpose of computation of the price per Equity Share, National Stock Exchange of India Limited, the stock exchange which has the highest trading volume in respect of the Equity Shares of the Company, during the preceding 90 Trading days prior to the relevant date has been considered. The price at which Equity Shares shall be allotted shall not be less than higher of the following

- (a) the 90 (Ninety) trading days volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date, i.e. Rs. 563.86/- (Rupees Five Hundred Sixty Three and Paise Eighty Six only) per Equity Share;
- (b) the 10 (Ten) trading days volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date, i.e. Rs. 546.22/- (Rupees Five Hundred Forty Six and Paise Twenty Two only) per Equity Share.

Accordingly, the floor price in terms of Regulation 164 of the ICDR Regulation, is Rs. 563.86/- (Rupees Five Hundred Sixty Three and Paise Eighty Six only) per Equity Share, being higher of the above two prices.



Also, the Articles of Association of the Company doesn't contain any article which provides for determination of price in case of preferential issue.

The issue price is Rs. 563.90/- (Rupees Five Hundred Sixty Three and Paise Ninety only) per Convertible Warrants the said issue price is higher than the minimum floor price of Equity Shares arrived at, in accordance with the provisions of Chapter V of the ICDR Regulations.

Adjustments for Warrants: The price determined above and the number of Equity Shares to be allotted on exercise of the Warrant shall be subject to appropriate adjustments, as permitted under applicable rules, regulations and laws as applicable from time to time.

**E. Relevant date with reference to which the price has been arrived at:**

In terms of the provisions of Chapter V of the ICDR Regulations, relevant date for determining the floor price for the Preferential Issue of the Warrants is Wednesday, September 20, 2023 (“**Relevant Date**”) being 30 days prior to the date of the Extra Ordinary General Meeting (“**EGM**”) i.e. Friday, October 20, 2023.

**F. The class or classes of persons to whom the allotment is proposed to be made:**

The allotment is proposed to be made to the Proposed Allottees belonging to Non Promoter Category as detailed in point J below.

**G. The intention / proposal of the Promoters, Directors and Key Managerial Personnel of the Company to subscribe to the proposed preferential offer:**

None of the Directors, Promoters and Key Managerial Personnel intends to subscribe to the Preferential Issue of Convertible Warrants.

**H. Proposed time within which the allotment shall be completed:**

The Company will issue and allot Convertible Warrants within the time limit specified under the ICDR Regulations or any longer time limit as may be permitted under the ICDR Regulations or any other law. Provided further that where the allotment to any of the Proposed Allottees is pending on account of pendency of any application for approval or permission by any regulatory authority, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, Stock Exchanges, or other concerned authorities.

**I. The identity of the proposed allottees, maximum number of Convertible Warrants proposed to be issued and the percentage of post issue capital that may be held by the proposed allottees:**

The Company proposes to issue Convertible Warrants by way of preferential issue to the Non-QIB Allottees for cash as per the details given herein below:



Sr. No	Name of the Proposed Allottees	Ultimate beneficial owners	Category	Pre-Preferential Issue		Preferential Issue of Warrants (Present Issue)	Post Preferential Issue	
				No of Shares held	% of Holding		No of shares held ( assuming full conversion of Warrants into Equity shares) and shares issued through this notice	% of Holding( *)
1.	Bay Capital Holdings Limited	Siddharth Dinesh Mehta	Non-Promoter	0	0.00	10,64,018	10,64,018	0.89
2.	Vanaja Sundar Iyer	Not Applicable	Non-Promoter	0	0.00	5,32,009	5,32,009	0.44
	<b>Total</b>			<b>0</b>	<b>0.00</b>	<b>15,96,027</b>	<b>15,96,027</b>	<b>1.33</b>

(\*) Assuming full conversion of Warrants into Equity shares issued through this Notice.

**J. Shareholding Pattern of the Company before and after the preferential issue of Convertible Warrants:**

Shareholding pattern before and after the proposed preferential issue of Convertible Warrants is provided as **Annexure A** to the Notice.

**K. Change in control, if any, in the company that would occur consequent to the preferential issue:**

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential issue.

**L. Number of persons to whom allotment on preferential basis has been made in terms of number of securities as well as price:**

The Company has not made any preferential allotment during the period from April 01, 2023 till the date of this Notice. However, the Company will ensure that the number of persons to whom allotment on preferential basis will be made during the financial year 2023-24 will not exceed the limit specified in the Companies Act and Rules made thereunder.

**M. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

This is not applicable in the present case since the Company being a listed Company the pricing is in terms of ICDR Regulations. Further, the proposed allotment is for cash.



**N. the current and proposed status of the allottee(s) post the preferential issue namely, promoter or non-promoter:**

The current status of the Non-QIB Allottees is non-Promoter and after the proposed allotment also the status will remain same and there will be no change in the status of the Allottee.

**O. Lock-in Period:**

The Warrants and Equity Shares arising out of conversion of Warrants shall be subject to a Lock-in for such period as specified under Regulation 167 of the ICDR Regulations.

**P. Requirements as to re-computation of price:**

Since the Equity Shares of the Company are listed on recognized stock exchanges for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the ICDR Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the ICDR Regulations are not applicable.

**Q. Practicing Company Secretary's Certificate:**

The Company has obtained a certificate from Mr. Prashant Sharma, Practicing Company Secretaries having (CP No.:7902 and ACS: 21775) certifying that the Preferential Issue is being made in accordance with the requirements contained in the ICDR Regulations and same shall be placed at the website of the Company [www.hindustanfoodslimited.com](http://www.hindustanfoodslimited.com) to facilitate online inspection of relevant documents until the end of EGM.

**R. Material terms of the proposed Preferential Issue of the Warrants:**

The material terms of the proposed preferential issue of the Warrants are stipulated in the Special Resolution as set out at Item No. 2 of this Notice.

**S. Disclosure pertaining to wilful defaulters and fugitive economic offender:**

Neither the Company nor any of its Promoters or Directors is wilful defaulter and hence disclosures as specified in Schedule VI of the ICDR Regulations are not applicable.

None of the Company's Promoters or Directors is a fugitive economic offender as defined under the ICDR Regulations.

**Other Disclosures:**

1. The Equity Shares arising out of conversion of Warrants into Equity Shares being issued pursuant this preferential issue shall be rank pari-passu with the existing Equity Shares of the Company.
2. The proposed allottee has not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date. All the existing holdings of the Proposed Allottees are already held by them in dematerialized form.



3. The Company is eligible to make the Preferential Issue under Chapter V of the ICDR Regulations.

Accordingly, the approval of the Members by way of Special Resolution is required in term of the applicable provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the ICDR Regulations and accordingly the approval of the Members of the Company is being sought.

The Board of Directors of the Company believes that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out Item No. 2 in the accompanying notice for your approval.

None of the Directors or Key Managerial Personnel and/ or their immediate relatives, are in any way, concerned or interested, financially or otherwise, in the above resolution as set out at Item No. 2 of this Notice, except to their shareholding in the Company.

By Order of the Board of Directors  
**Hindustan Foods Limited**

**Place :** Mumbai  
**Date :** September 22, 2023

Sd/-  
**Bankim Purohit**  
**Company Secretary**

**Registered Office:**

Office No.3, Level-2, Centrium, Phoenix Market City,  
15, LBS Road, Kurla (West), Mumbai 400 070,  
Maharashtra, India

Website: [www.hindustanfoodslimited.com](http://www.hindustanfoodslimited.com)

Email: [investorrelations@thevanitycase.com](mailto:investorrelations@thevanitycase.com)

CIN: L15139MH1984PLC316003



**Annexure A**

Shareholding pattern before and after the proposed preferential issue of Convertible Warrants:

Sr. No.	Category of Shareholders	Pre Preferential Shareholding Pattern		Preferential Issue	Post Preferential Shareholding Pattern (Proposed)	
		No. of Equity Shares	% of Holding	Convertible warrants to be allotted	No. of Equity Shares	% of Holding (*)
<b>A</b>	<b>Promoter and Promoter Group</b>					
<b>1</b>	<b>Indian</b>					
a	Individuals/Hindu undivided Family	2,61,51,830	23.20	0	2,61,51,830	21.79
b	Financial Institutions/ Banks	-	0.00	0	0	0.00
c	Any Other (specify)	4,69,58,145	41.65	0	4,69,58,145	39.13
	Body Corporate					
	<b>Sub-Total (A)(1)</b>	<b>7,31,09,975</b>	<b>64.85</b>	<b>0</b>	<b>7,31,09,975</b>	<b>60.92</b>
<b>2</b>	<b>Foreign</b>					
a	Individuals (Non-Resident Individuals/ Foreign Individuals)	-	0.00	0	0	0.00
b	Government	-	0.00	0	0	0.00
c	Institutions	-	0.00	0	0	0.00
d	Foreign Portfolio Investor	-	0.00	0	0	0.00
e	Any Other (specify)	-	0.00	0	0	0.00
	<b>Sub-Total (A)(2)</b>	<b>-</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>7,31,09,975</b>	<b>64.85</b>	<b>0</b>	<b>7,31,09,975</b>	<b>60.92</b>



Sr. No.	Category of Shareholders	Pre Preferential Shareholding Pattern		Preferential Issue	Post Preferential Shareholding Pattern (Proposed)	
		No. of Equity Shares	% of Holding	Convertible warrants to be allotted	No. of Equity Shares	% of Holding (*)
	<b>Public Shareholder</b>					
1	Institutions	-	0.00	0	0	0.00
a	Mutual Funds/	1,01,202	0.09	0	1,01,202	0.08
b	Venture Capital Funds	-	0.00	0	0	0.00
c	Alternate Investment Funds	68,05,366	6.04	18,30,663	86,36,029	7.20
d	Foreign Venture Capital Investors	-	0.00	0	0	0.00
e	Foreign Portfolio Investors	74,23,513	6.58	38,44,391	1,12,67,904	9.39
f	Financial Institutions/ Banks	1,680	0.00	0	1,680	0.00
g	Insurance Companies	34,500	0.03	0	34,500	0.03
h	Provident Funds/ Pension Funds	-	0.00	0	0	0.00
i	Any Other (specify)	665	0.00	0	665	0.00
	NBFCs registered with RBI					
	<b>Sub-Total (B)(1)</b>	<b>1,43,66,926</b>	<b>12.74</b>	<b>56,75,054</b>	<b>2,00,41,980</b>	<b>16.70</b>
2	Central Government/ State Government(s)/ President of India	-	0.00	0	0	0.00
	<b>Sub-Total (B)(2)</b>	<b>-</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
3	Non-institutions					
a	Individuals	1,52,61,238	13.54	5,32,009	1,57,93,247	13.16
b	NBFCs registered with RBI	-	0.00	0	0	0.00
c	Employee Trusts	-	0.00	0	0	0.00



Sr. No.	Category of Shareholders	Pre Preferential Shareholding Pattern		Preferential Issue	Post Preferential Shareholding Pattern (Proposed)	
		No. of Equity Shares	% of Holding	Convertible warrants to be allotted	No. of Equity Shares	% of Holding (*)
d	Overseas Depositories (holding DRs) (balancing figure)	-	0.00	0	0	0.00
e	Any Other (specify)	-	0.00	0	0	0.00
	Hindu Undivided Family	2,54,477	0.23	0	2,54,477	0.21
	Trusts	-	0.00	0	0	0.00
	Non Resident Indians Non Repatriable	-	0.00	0	0	0.00
	Non Resident Indians	6,33,138	0.56	0	6,33,138	0.53
	LLP	11,454	0.01	0	11,454	0.01
	Clearing Member	137	0.00	0	137	0.00
	Bodies Corporate	59,35,459	5.26	10,64,018	69,99,477	5.83
	Unclaimed or Suspense or Escrow Account	-	0.00	0	0	0.00
	Partnership Firm	31,69,886	2.81	0	31,69,886	2.64
	<b>Sub-Total (B)(3)</b>	<b>2,52,65,789</b>	<b>22.41</b>	<b>15,96,027</b>	<b>2,68,61,816</b>	<b>22.38</b>
	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)</b>	<b>3,96,32,715</b>	<b>35.15</b>	<b>72,71,081</b>	<b>4,69,03,796</b>	<b>39.08</b>
	<b>Total shareholding (A+B)</b>	<b>11,27,42,690</b>	<b>100.00</b>	<b>72,71,081</b>	<b>12,00,13,771</b>	<b>100.00</b>

(\*) Assuming full conversion of Warrants into Equity shares issued through this Notice.