

ADVOCATE PRASHANT SHARMA



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To

The Chairperson appointed by the Hon'ble National Company Law Tribunal, Mumbai Bench for the Meeting of the Equity Shareholders of

Hindustan Foods Limited

CIN: L15139MH1984PLC316003

Office No. 03, Level – 02,

Centrium Phoenix Market City,

15 Lal Bahadur Shastri Road, Kurla,

Mumbai, Maharashtra, India, 400070

Sub: Consolidated Scrutinizer's Report on the results of voting by the Equity Shareholders of Hindustan Foods Limited through remote e-voting process prior to and e-voting process during the meeting convened in accordance with the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench ('Hon'ble Tribunal' 'Hon'ble NCLT') vide Order dated August 20, 2025, in the matter of the Scheme of Arrangement between Avalon Cosmetics Private Limited and Vanity Case India Private Limited and Hindustan Foods Limited and their respective shareholders under section 230-232 and other applicable provisions of the Companies Act, 2013 held on Wednesday, October 15, 2025, at 12:00 Noon (IST), through video conferencing / other audio-visual means ('Meeting').

Dear Sir,

I, Mr. Prashant Sharma (MAH/882/2025), Advocate, have been appointed by the Hon'ble NCLT, vide its Order dated August 20, 2025, in Company Scheme Application CA(CAA) No. 88/MB/2025 (**'Order'**), as the Scrutinizer for the purpose of scrutinizing the remote e-voting process prior to Meeting and e-voting process during the Meeting, in a fair and transparent manner, at the Meeting convened pursuant to the provisions of the Section 230 to 232 of the Companies Act, 2013 (**'Act'**) read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Act, the rules, circulars, and notifications made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) as may be applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**), SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 issued by the Securities and Exchange Board of India (**'SEBI'**) and as amended from time to time and other applicable SEBI circulars and Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India (**'SS-2'**), in each case including any statutory modifications(s), or re-enactment thereof, for the time being in force, on the resolution seeking approval of the Equity Shareholders of Hindustan Foods Limited for the Scheme of Arrangement between Avalon Cosmetics Private Limited ("ACPL" or "the Demerged Company") and Vanity Case India Private Limited ("VCIPL" or "the Transferor Company") and Hindustan Foods Limited ("HFL" or "the Resulting Company" or "the Transferee Company" or "Company") and their respective shareholders (the "Scheme") under Sections 230-232 and other applicable provisions of the Companies Act, 2013, in terms of the Notice dated September 10, 2025, convening the said Meeting



I do hereby submit my report as under:

1. The Company had provided its Equity Shareholders the facility to exercise their right to vote on the resolution proposed to be considered at the Meeting by electronic means (by using the electronic voting system provided by MUFG InTime India Private Limited (Formerly known as Link Intime India Private Limited) ("MUFG InTime") by (i) remote e-voting prior to the Meeting; (ii) remote e-voting during the Meeting.
2. The voting period for the remote e-voting prior to the Meeting commenced on **Sunday, October 12, 2025, at 9.00 a.m. (IST) and ended on Tuesday, October 14, 2025 at 5:00 p.m. (IST)**. The remote e-voting was disabled thereafter.
3. The Company had also provided e-voting facility to the Equity Shareholders present at the Meeting through video conferencing / other audio-visual means and who had not cast their votes through remote e-voting prior to the Meeting. The e-voting module during the Meeting was disabled by MUFG InTime for voting after 15 minutes of the conclusion of the Meeting.
4. The **cut-off date was Wednesday, October 08, 2025** for the purpose of determining the Equity Shareholders entitled to vote through remote e-voting and e-voting conducted at the Meeting on the resolution seeking their approval.
5. As confirmed by the Company, the Notice dated September 10, 2025 convening the Meeting of the Equity Shareholders of the Company along with a copy of the Scheme and the Statement under Section 102, Sections 230 to 232 of the Act ('**Scheme**') read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, was sent to the Equity Shareholders in respect of the resolution to be passed at the Meeting through electronic mode via e-mail to those Equity Shareholders whose email ID's are registered with the Registrar and Transfer Agent / Depositories/Company as on August 29, 2025 in compliance with the applicable MCA Circulars and SEBI Circulars. The Company has also published the Notice of the said Meeting on September 11, 2025, in "Business Standard" in English language and translation thereof in "Navshakti" in Marathi language, both circulated in Maharashtra. A copy of the Notice and the accompanying documents were also placed on the website of the Company viz. <https://www.hindustanfoodslimited.com/> and were also available on the website of BSE Limited ("BSE") at www.bseindia.com, National Stock Exchange of India Limited ("NSE") at www.nseindia.com and also on the website of the e-voting agency, i.e. MUFG InTime at <https://instavote.linkintime.co.in>.
6. After the closure of the voting at the Meeting of the Equity Shareholders, the report on the voting done at the Meeting and the votes cast under remote e-voting facility prior to the Meeting were unblocked and counted.



7. I have scrutinized and reviewed the remote e-voting and e-voting during the Meeting and votes tendered therein based on the data downloaded from the MUFG InTime e-voting system.
8. The Management of the Company is responsible to ensure the compliance with the requirements of (i) the Act and Rules thereunder; (ii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015; (iii) the SEBI Master Circular no. SEBI/HO/CFD/POD-2/P/ CIR/2023/93 dated June 20, 2023 and; (iv) the Order in this regard. The Management of the Company is also responsible for ensuring a secured framework and robustness of the electronic voting systems.
9. My responsibility as the Scrutinizer for the e-voting process (i.e. remote e-voting and e-voting at the Meeting) is restricted to e-voting process in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast 'in favour' or 'against' the Resolution and 'invalid' votes, based on the reports generated from the remote e-voting system, and e-voting at the Meeting provided by MUFG InTime.
10. The Resolution placed before the Equity Shareholders and the consolidated result of the voting on the same through remote e-voting and e-voting during the Meeting seeking approval of the Equity Shareholders of the Company are given below.

Special Resolution:

***“RESOLVED THAT** pursuant to the provisions of Section 230 read with Section 232 of the Companies Act, 2013 (the “Act”) read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Act, the rules, circulars, and notifications made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) as may be applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 issued by the Securities and Exchange Board of India (“SEBI”) and as amended from time to time, read with both the observation letters dated February 28, 2025 issued by BSE Limited and National Stock Exchange of India Limited, respectively, the provisions of the Memorandum and Articles of Association of Hindustan Foods Limited (“Company”), and subject to approval of the Hon’ble National Company Law Tribunal, Mumbai Bench (“NCLT”) and/or the National Company Law Appellate Tribunal or such other forum or authority as may be vested with the appellate jurisdiction in relation to approval of the Scheme (defined hereinbelow) and such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be deemed appropriate, at any time and for any reason whatsoever, or which may otherwise be considered necessary, desirable or as may be prescribed or imposed by the NCLT or by any regulatory or other authorities, while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more Committee(s) constituted/to be*



constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution, the proposed arrangement embodied in the Scheme of Arrangement between Avalon Cosmetics Private Limited ("**Demerged Company**" or "**ACPL**" or "**First Applicant Company**") and Vanity Case India Private Limited ("**Transferor Company**" or "**VCIPL**" or "**Second Applicant Company**") and Hindustan Foods Limited ("**Resulting Company**" or "**Transferee Company**" or "**HFL**" or "**Third Applicant Company**") and their respective shareholders (the "**Scheme**"), as per the draft enclosed to this Notice, be and is hereby approved;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modification(s), amendment(s), limitation(s) and/ or condition(s), if any, which may be required and/or imposed by the Hon'ble NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts, transfer/vesting of such assets and liabilities, as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper."

11. The consolidated results of remote e-voting and e-voting during the Meeting of the Equity Shareholders of the Company, on the Resolution, based on the reports generated by MUFG InTime, scrutinized on test check basis and relied upon by me, are as under:-

Total number of votes in favor and/or against the resolution: -

A. Votes cast by public shareholders (i.e., excluding Promoter & Promoter Group):

Category	No. of Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes
		No. of Equity Shareholders voted	No. of shares	% of total valid votes cast	No. of Equity Shareholders	No. of shares	% of total valid votes cast	No of Invalid Votes
Public Group								
E-voting	1,90,48,878	76	1,52,60,986	80.11	53	37,87,892	19.89	0
E- voting during the Meeting	44,06,902	7	44,06,902	100	0	0	0	0
TOTAL	2,34,55,780	83	1,96,67,888	83.85	53	37,87,892	16.15	0



4 voters with 125; 268; 3,688 and 11,548 shares are in FAVOUR and 75,203; 4,551; 1,60,041 and 45,039 have voted AGAINST THE RESOLUTION respectively

B. Votes cast by the Equity Shareholders of the Company:

Category	No. of Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes
		No. of Equity Shareholders voted	No. of shares	% of total valid votes cast	No. of Equity Shareholders	No. of shares	% of total valid votes cast	No of Invalid Votes
Promoter Group (A)								
E-voting	7,31,09,975	5	7,31,09,975	100	0	0	0	0
E- voting during the Meeting	1,29,218	3	1,29,218	100	0	0	0	0
TOTAL (A)	7,32,39,193	8	7,32,39,193	100	0	0	0	0
Public Group (B)								
E-voting	1,90,48,878	76	1,52,60,986	80.11	53	37,87,892	19.89	0
E- voting during the Meeting	44,06,902	7	44,06,902	100	0	0	0	0
TOTAL	2,34,55,780	83	1,96,67,888	83.85	53	37,87,892	16.15	0
GRAND TOTAL (A)+(B)	9,66,94,973	91	9,29,07,081	96.08	53	37,87,892	3.91	0

4 voters with 125; 268; 3,688 and 11,548 shares are in FAVOUR and 75,203; 4,551; 1,60,041 and 45,039 have voted AGAINST THE RESOLUTION respectively

Figures in percentage terms wherever appearing in fraction have been rounded off

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Counter Sign
(Chairperson appointed by the Hon'ble National Company Law Tribunal, Mumbai Bench)