



Hindustan Foods Ltd.



Registered Office & Corporate Headquarters: Office No.3, Level-2, Centrium, Phoenix Market City,
15, Lal Bahadur Shastri Road, Kurla (W), Mumbai, Maharashtra, India. 400 070.
Email: business@thevanitycase.com Website: www.hflgoa.com
Tel. No. +91-22-61801700 CIN: L15139MH1984PLC316003

Company Scrip Code: 519126

Ref : HFL/03/2019/38

Date : 29th March, 2019

To,
The General Manager
Department of Corporate Services
The Bombay Stock Exchange Limited
Floor 25, P. J. Towers, Dalal Street,
Mumbai-400 001.
Tel : (022) 2272 1233 / 34

Through Online Listing Centre

Sub.: Voting Results of the Business transacted at the National Company Law Tribunal convened meeting of Equity Shareholders and Preference Shareholders of Hindustan Foods Limited ("the Company") held on Thursday, March 28, 2019 and pursuant to Securities Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (SEBI Circular)

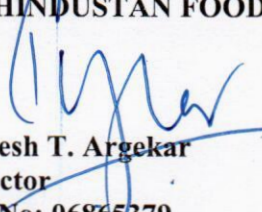
Dear Sir / Madam,

Further to our intimation dated March 28, 2019, we are pleased to enclosed herewith details regarding the voting results for the resolution passed at the NCLT Convened Meeting of Equity Shareholders and Preference Shareholders of the Company held on Thursday, March 28, 2019 alongwith Scrutinizer's Report dated March 28, 2019 pursuant to Regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015.

This is for your information and records please.

Thanking you,

Yours faithfully
For **HINDUSTAN FOODS LIMITED**


Ganesh T. Argekar
Director
Din No: 06865379



To,

Mr. Sameer Kothari

Chairman appointed for the meeting

Hindustan Foods Limited

Unit No. 03, Office No. 03, Level 2,

Centrium, Phoenix Market City,

15, Lal Bahadur Shastri Road, Kurla,

Mumbai – 400 070, Maharashtra, India

Dear Sir,

Sub: **Combined Scrutinizer's Report**

We, N V R & Co., Chartered Accountants (FRN-145961W), have been appointed by the Hon'ble National Company Law Tribunal, Bench at Mumbai (NCLT), by its Order dated 1st February, 2019, as "the Scrutinizer", for the purpose of conducting the voting done through the e-voting and the voting conducted through the poll at the venue of the meeting of the Equity Shareholders (including public shareholders) of Hindustan Foods Limited (the Company) held at Unit No. 03, Level -01, Centrium, Phoenix Market City, 15, LBS Marg, Kurla (W), Mumbai – 400070 on Thursday, the 28th day of March, 2019 at 11:00 a.m. pursuant to the provisions of the Companies Act, 2013 read with the applicable rules thereunder and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the resolution seeking approval of the Equity Shareholders to the Scheme of Arrangement between Hindustan Foods Limited ('the Resulting Company' or 'HFL'), Avalon Cosmetics Private Limited ('the Demerged Company' or 'ACPL') and their respective shareholders under Section 230-232 and other applicable provisions of the Companies Act, 2013 in terms of notice dated 4th February, 2019 read with the Corrigendum dated 28th February, 2019 for convening the said meeting.

I do hereby submit my report as thereunder:

- 1) The Company had by 8th February, 2019, completed the dispatch of the Notices of the E-voting along with the Explanatory Statement as required and the Scheme with respect to the proposed arrangement of the Resulting Company and the Demerged Company to all its equity shareholders whose name(s) appeared on the Register of Members/ List of Beneficial Owners on 1st February, 2019.
- 2) The Company has provided e-voting facility in terms of the Listing Obligations and Disclosure Requirement as an alternative to its shareholders and had engaged National Securities Depository Limited ('NSDL') for the purpose.



- 3) The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting done through e-voting and the voting conducting through poll at the venue of the meeting on the resolution contained in Notice of the meeting.
- 4) The Cut-off date was Friday, 1st day of February, 2019 for the purpose of deciding the Equity Shareholders entitled to vote through e-voting and voting conducted through poll at the venue of the meeting by the equity shareholders on the resolution seeking their approval.
- 5) The voting through e-voting had commenced on Monday, 11th February, 2019 at 09:00 am and ended on Wednesday, 27th March, 2019 at 05:00 p.m. The general meeting pursuant to the orders of the NCLT was held on Thursday, 28th day of March, 2019 at 11:00 am.
- 6) Our responsibility as a scrutinizer for the voting process (conducted through e-voting and voting conducted through poll at the venue of the meeting) is restricted to scrutinize the e-voting process and voting conducted through poll at the venue of the meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast in Favour or Against the resolution stated in the Notice, based on the reports generated from the e-voting system and voting conducted through poll at the venue of the meeting.
- 7) The e-voting module was disabled and blocked by NSDL for voting on 27th March, 2019 at 05:00 p.m.
- 8) On Thursday, 28th March, 2019, at the venue of the NCLT convened meeting, at the end of discussion, the Chairman of the Meeting directed for conducting the voting through poll for the Equity Shareholders who were present at the venue of the meeting but who had not cast their votes earlier through the e-voting module of NSDL.
- 9) After the time fixed for closing of the poll by the Chairman, One Ballot box kept for polling was locked in our presence with due identification marks placed by me.
- 10) On completion of the voting at the NCLT convened Meeting, company provided to us the list of the shareholders who were present at the meeting either in person or through proxies and who had cast their votes, their holding details and the details of the votes cast on the Resolution.
- 11) The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. We counted the votes cast at the venue of the meeting. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- 12) The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- 13) The votes under e-voting were unblocked after the said general meeting and data was downloaded.
- 14) The particulars of all the Electronic votes received from/cast by the equity shareholders have been entered in the electronic register separately maintained for the purpose.



- 15) All e-Votes received up to 05:00 p.m. on March 27, 2019, being the last date and time fixed by the Company for receipt of the Forms, were considered for scrutiny.
- 16) We then counted the votes casted through the e-voting module of NSDL and through poll papers in the presence of two witnesses, viz., Ms. Suman Shetty and Mr. Kalpesh Sawant, who are not in employment of the Company.
- 17) The e-voting and voting through Poll paper at the venue of the meeting done, which were incomplete and/or which were otherwise found to be defective, if any have been treated as invalid.
- 18) The consolidated result of the voting seeking approval of the equity shareholders of the Company to the Scheme as under.

Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 230-232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 as may be applicable, read with related rules thereto as applicable under the Companies Act, 2013 as amended (including any statutory modification or re-enactment or amendment thereof), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, the observation letter issued by BSE Limited to Hindustan Foods Limited dated 17th December, 2018 and subject to the relevant provisions of other applicable laws and enabling provisions of the Memorandum of Association and Articles of Association of the Applicant Company and subject to the approval of Hon’ble National Company Law Tribunal, Mumbai Bench (“NCLT” or “Tribunal”) and subject to 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 prescribed or imposed by the Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Applicant 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 arrangement embodied in the Scheme of Arrangement between Hindustan Foods Limited (‘the Resulting Company’ or ‘HFL’), Avalon Cosmetics Private Limited (‘the Demerged Company’ or ‘ACPL’) and their respective shareholders (“Scheme”) placed before this meeting and initialled by the Chairman of the meeting for the purpose of identification, be and is hereby approved.”

Consolidated Report on result of voting through E-voting and the Voting conducted through poll at the venue of the meeting of Equity Shareholders

a) Total Number of valid Votes cast

Manner of Voting	Total Number of members (in person or by proxy)	No. of votes cast by members
E-voting	28	2,34,829
Voting conducted through poll at the venue of the meeting	19	1,04,66,677
Total	47	1,07,01,506



b) Votes in favour of the resolution

Manner of Voting	Total Number of members (in person or by proxy)	No. of votes cast by members	% of total number of valid votes cast
E-voting	25	2,34,628	2.192
Voting conducted through poll at the venue of the meeting	19	1,04,66,677	97.806
Total no. of votes casted in favour	44	1,07,01,305	99.998
Total No. of votes casted	47	1,07,01,506	100.00

c) Votes against the resolution

Manner of Voting	Total Number of members (in person or by proxy)	No. of votes cast by members	% of total number of valid votes cast
E-voting	3	201	0.002
Voting conducted through poll at the venue of the meeting	0	0	0
Total no. of votes casted in against	3	201	0.002
Total No. of votes casted	47	1,07,01,506	100.00

d) Invalid Notes

Manner of Voting	Total Number of members (in person or by proxy) whose votes were declared invalid	No. of votes cast by members
E-voting	0	0
Voting conducted through poll at the venue of the meeting	2	2,525
Total	2	2,525

19) Since the votes cast FOR the resolution exceeds number of votes cast AGAINST the Resolution is considered to be duly passed.



20) The combined list of Equity Shareholders who voted "FOR/AGAINST/INVALID" for above resolution through the voting conducted through Pollb at the venue of the meeting and e-voting process is handed over to the Chairman appointed at the meeting. The Ballot forms and all other relevant records were sealed and handed over to the Company Secretary for safekeeping.

21) You are requested to kindly declare the said results to the shareholders of the Company.

Thanking You,

Yours faithfully,

For N V R & Co.

Chartered Accountants

FRN: 145961W



CA Vivek Gaggar

Partner

Membership Number:- 162330

Date: 28th March, 2019

Place: Mumbai

Total Number of Shareholders as on date		7002
No. of shareholders present in the meeting either in person or through proxy		42
Promoted and Promoter Group	a. In Person	0
	b. Through authorized representative	1
	c. Through Proxy	1
Public	a. In Person	35
	b. Through authorized representative	3
	c. Through Proxy	2
Total		42



Resolution Required : (Special)		1 - Approval of Scheme of Arrangement between Hindustan Foods Limited and Avalon Cosmetics Private Limited and their Respective shareholders (the "Scheme").									
Whether promoter/ promoter group are interested in the agenda/resolution?		YES									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid		
		[1]	[2]	[3] = {[2]/[1]}*100	[4]	[5]	[6] = {[4]/[2]}*100	[7] = {[5]/[2]}*100	[8]		
Promoter and Promoter Group	E-Voting		1,00,000	1	1,00,000	-	100	-	-		
	Poll		82,47,294	99	82,47,294	-	100	-	-		
	Postal Ballot	83,47,294	-	-	-	-	-	-	-		
	Total		83,47,294	100	83,47,294	-	100	-	-		
Public Institutions	E-Voting		-	-	-	-	-	-	-		
	Poll		-	-	-	-	-	-	-		
	Postal Ballot	17,394	-	-	-	-	-	-	-		
	Total		-	-	-	-	-	-	-		
Public Non Institutions	E-Voting		1,34,829	3	1,34,628	201	99.851	0.149	-		
	Poll		22,19,383	43	22,19,383	-	100	-	-		
	Postal Ballot	51,27,812	-	-	-	-	-	-	-		
	Total		23,54,212	46	23,54,011	201	100	0	-		
Total		1,34,92,500	1,07,01,506	79	1,07,01,305	201	99.998	0.002	-		



To,

Mr. Sameer Kothari

Chairman appointed for the meeting

Hindustan Foods Limited

Unit No. 03, Office No. 03, Level 2,

Centrium, Phoenix Market City,

15, Lal Bahadur Shastri Road, Kurla,

Mumbai – 400 070, Maharashtra, India

Dear Sir,

Sub: **Scrutinizer's Report**

We, N V R & Co., Chartered Accountants (FRN-145961W), have been appointed by the Hon'ble National Company Law Tribunal, Bench at Mumbai (NCLT), by its Order dated 1st February, 2019, as "the Scrutinizer", for the purpose of conducting the voting done through the e-voting and the voting conducted through the poll at the venue of the meeting of the Equity Shareholders (including public shareholders) of Hindustan Foods Limited (the Company) held at Unit No. 03, Level -01, Centrium, Phoenix Market City, 15, LBS Marg, Kurla (W), Mumbai – 400070 on Thursday, the 28th day of March, 2019 at 11:00 a.m. pursuant to the provisions of the Companies Act, 2013 read with the applicable rules thereunder and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the resolution seeking approval of the public shareholders pursuant to Circular No. CFD/DIL3//CIR/2017/21 dated 10th March, 2017 issued by the Securities & Exchange Board of India ("SEBI Circular") to the Scheme of Arrangement between Hindustan Foods Limited ('the Resulting Company' or 'HFL'), Avalon Cosmetics Private Limited ('the Demerged Company' or 'ACPL') and their respective shareholders under Section 230-232 and other applicable provisions of the Companies Act, 2013 in terms of notice dated 4th February, 2019 read with the Corrigendum dated 28th February, 2019 for convening the said meeting.

I do hereby submit my report as thereunder:

- 1) The Company had by 8th February, 2019, completed the dispatch of the Notices of the E-voting along with the Explanatory Statement as required and the Scheme with respect to the proposed arrangement of the Resulting Company and the Demerged Company to all its equity shareholders whose name(s) appeared on the Register of Members/ List of Beneficial Owners on 1st February, 2019.



- 2) The Company has provided e-voting facility in terms of the Listing Obligations and Disclosure Requirement as an alternative to its shareholders and had engaged National Securities Depository Limited ('NSDL') for the purpose.
- 3) The Management of the Company is responsible for ensuring compliance with the requirements of the SEBI Circular dated 10th march, 2017 relating to voting done through e-voting and the voting conducted through poll at the venue of the meeting on the resolution contained in Notice of the meeting.
- 4) The Cut-off date was Friday, 1st day of February, 2019 for the purpose of deciding the Equity Shareholders entitled to vote through e-voting and voting conducted through poll at the venue of the meeting by the equity shareholders on the resolution seeking their approval.
- 5) The voting through e-voting had commenced on Monday, 11th February, 2019 at 09:00 am and ended on Wednesday, 27th March, 2019 at 05:00 p.m. The general meeting pursuant to the orders of the NCLT was held on Thursday, 28th day of March, 2019 at 11:00 am.
- 6) Our responsibility as a scrutinizer for the voting process (conducted through e-voting and voting conducted through poll at the venue of the meeting) is restricted to scrutinize the e-voting process and voting conducted through poll at the venue of the meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast in Favour or Against the resolution stated in the Notice, based on the reports generated from the e-voting system and voting conducted through poll at the venue of the meeting.
- 7) The e-voting module was disabled and blocked by NSDL for voting on 27th March, 2019 at 05:00 p.m.
- 8) The votes under e-voting were unblocked after said general meeting and the data was downloaded.
- 9) The particulars of all the Electronic votes received from/cast by the equity shareholders have been entered in the electronic register separately maintained for the purpose.
- 10) The voting done through e-voting and voting conducted through poll at the venue of the meeting were reconciled with the records maintained by the Company and the authorizations lodged with the Company.
- 11) The e-voting and voting through Poll paper at the venue of the meeting done, which were incomplete and/or which were otherwise found to be defective, if any have been treated as invalid.
- 12) The result of the voting seeking approval of the public equity shareholders of the Company to the Scheme as under.

Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 230-232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 as may be applicable, read with related rules thereto as applicable under the Companies Act, 2013 as amended (including any statutory modification or re-enactment or amendment thereof), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of



India Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, the observation letter issued by BSE Limited to Hindustan Foods Limited dated 17th December, 2018 and subject to the relevant provisions of other applicable laws and enabling provisions of the Memorandum of Association and Articles of Association of the Applicant Company and subject to the approval of Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT" or "Tribunal") and subject to 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 prescribed or imposed by the Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Applicant 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 arrangement embodied in the Scheme of Arrangement between Hindustan Foods Limited ('the Resulting Company' or 'HFL'), Avalon Cosmetics Private Limited ('the Demerged Company' or 'ACPL') and their respective shareholders ("Scheme") placed before this meeting and initialled by the Chairman of the meeting for the purpose of identification, be and is hereby approved."

Consolidated Report on result of voting through E-voting and the Voting conducted through poll at the venue of the meeting of Equity Shareholders

a) Total Number of valid Votes cast

Manner of Voting	Total Number of members* (in person or by proxy)	No. of votes cast by members
E-voting	27	1,34,829
Voting conducted through poll at the venue of the meeting	17	22,19,383
Total	44	23,54,212

b) Votes in favour of the resolution

Manner of Voting	Total Number of members (in person or by proxy)*	No. of votes cast by members	% of total number of valid votes cast
E-voting	24	1,34,628	5.72
Voting conducted through poll at the venue of the meeting	17	22,19,383	94.27
Total no. of votes casted in favour	41	23,54,011	99.99
Total No. of votes casted	44	23,54,212	100.00



c) Votes against the resolution

Manner of Voting	Total Number of members (in person or by proxy)*	No. of votes cast by members	% of total number of valid votes cast
E-voting	3	201	0.01
Voting conducted through poll at the venue of the meeting	0	0	0.00
Total no. of votes casted in against	3	201	0.01
Total No. of votes casted	3	23,54,212	100.00

d) Invalid Notes

Manner of Voting	Total Number of members (in person or by proxy) whose votes were declared invalid*	No. of votes cast by members
E-voting	0	0
Voting conducted through poll at the venue of the meeting	2	2,525
Total	2	2,525

**Represents public shareholders*

- 13) The votes cast by the public shareholders in FAVOUR of the resolution is more than the number of votes by the public shareholders AGAINST the resolution.

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14) The list of Public Equity Shareholders who voted "FOR/AGAINST/INVALID" for above resolution through the voting conducted through Poll at the venue of the meeting and e-voting process is handed over to the Chairman appointed at the meeting. The Ballot forms and all other relevant records were sealed and handed over to the Company Secretary for safekeeping.

15) You are requested to kindly declare the said results to the shareholders of the Company.

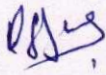
Thanking You,

Yours faithfully,

For N V R & Co.

Chartered Accountants

FRN: 145961W



CA Vivek Gaggar

Partner

Membership Number:- 162330

Date: 28th March, 2019

Place: Mumbai

To,

Mr. Sameer Kothari

Chairman appointed for the meeting

Hindustan Foods Limited

Unit No. 03, Office No. 03, Level 2,

Centrium, Phoenix Market City,

15, Lal Bahadur Shastri Road, Kurla,

Mumbai – 400 070, Maharashtra, India

Dear Sir,

Sub: **Scrutinizer's Report**

We, N V R & Co., Chartered Accountants (FRN-145961W), have been appointed by the Hon'ble National Company Law Tribunal, Bench at Mumbai (NCLT), by its Order dated 1st February, 2019, as "the Scrutinizer", for the purpose of conducting the voting done through the voting conducted through the poll at the venue of the meeting of the Preference Shareholders (including public shareholders) of Hindustan Foods Limited (the Company) held at Unit No. 03, Level -01, Centrium, Phoenix Market City, 15, LBS Marg, Kurla (W), Mumbai – 400070 on Thursday, the 28th day of March, 2019 at 02:00 p.m. pursuant to the provisions of the Companies Act, 2013 read with the applicable rules thereunder and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the resolution seeking approval of the Preference Shareholders to the Scheme of Arrangement between Hindustan Foods Limited ('the Resulting Company' or 'HFL'), Avalon Cosmetics Private Limited ('the Demerged Company' or 'ACPL') and their respective shareholders under Section 230-232 and other applicable provisions of the Companies Act, 2013 in terms of notice dated 4th February, 2019 read with the Corrigendum dated 28th February, 2019 for convening the said meeting.

I do hereby submit my report as thereunder:

- 1) The Company had by 25th February, 2019, completed the dispatch of the Notices along with the Explanatory Statement as required and the Scheme with respect to the proposed arrangement of the Resulting Company and the Demerged Company to all its preference shareholders whose name(s) appeared on the Register of Members/ List of Beneficial Owners on 1st February, 2019.
- 2) The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting done through poll at the venue of the meeting on the resolution contained in Notice of the meeting.



- 3) The Cut-off date was Friday, 1st day of February, 2019 for the purpose of deciding the Preference Shareholders entitled to vote through voting conducted through poll at the venue of the meeting by the preference shareholders on the resolution seeking their approval.
- 4) The general meeting pursuant to the orders of the NCLT was held on Thursday, 28th day of March, 2019 at 02:00 pm.
- 5) Our responsibility as a scrutinizer for the voting process is restricted to scrutinize the voting conducted through poll at the venue of the meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast in Favour or Against the resolution stated in the Notice, based on the voting conducted through poll at the venue of the meeting.
- 6) On Thursday, 28th March, 2019, at the venue of the NCLT convened meeting, at the end of discussion, the Chairman of the Meeting directed for conducting the voting through poll for the Preference Shareholders who were present at the venue of the meeting.
- 7) After the time fixed for closing of the poll by the Chairman, One Ballot box kept for polling was locked in our presence with due identification marks placed by me.
- 8) On completion of the voting at the NCLT convened Meeting, company provided to us the list of the shareholders who were present at the meeting either in person or through proxies and who had cast their votes, their holding details and the details of the votes cast on the Resolution.
- 9) The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. We counted the votes cast at the venue of the meeting. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- 10) No poll papers were incomplete or were otherwise found defective and thus there were no invalid votes.
- 11) We then counted the votes casted through the poll papers in the presence of two witnesses, viz., Ms. Suman Shetty and Mr. Kalpesh Sawant, who are not in employment of the Company.
- 12) The consolidated result of the voting seeking approval of the preference shareholders of the Company to the Scheme as under.

Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 230-232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 as may be applicable, read with related rules thereto as applicable under the Companies Act, 2013 as amended (including any statutory modification or re-enactment or amendment thereof), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, the observation letter issued by BSE Limited to Hindustan Foods Limited dated 17th December, 2018 and subject to the relevant provisions of other applicable laws and enabling provisions of the Memorandum of Association and Articles of Association of the Applicant Company and subject to the approval of Hon'ble National Company Law



Tribunal, Mumbai Bench (“NCLT” or “Tribunal”) and subject to 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 prescribed or imposed by the Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (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 arrangement embodied in the Scheme of Arrangement between Hindustan Foods Limited (“the Resulting Company” or ‘HFL’), Avalon Cosmetics Private Limited (‘the Demerged Company’ or ‘ACPL’) and their respective shareholders (“Scheme”) placed before this meeting and initialled by the Chairman of the meeting for the purpose of identification, be and is hereby approved.”

Consolidated Report on result of voting through the Voting conducted through poll at the venue of the meeting of Preference Shareholders

a) Total Number of valid Votes cast

Manner of Voting	Total Number of members (in person or by proxy)	No. of votes cast by members
Voting conducted through poll at the venue of the meeting	1	1,60,000
Total	1	1,60,000

b) Votes in favour of the resolution

Manner of Voting	Total Number of members (in person or by proxy)	No. of votes cast by members	% of total number of valid votes cast
Voting conducted through poll at the venue of the meeting	1	1,60,000	100.00
Total no. of votes casted in favour	1	1,60,000	100.00
Total No. of votes casted	1	1,60,000	100.00

c) Votes against the resolution

Manner of Voting	Total Number of members (in person or by proxy)	No. of votes cast by members	% of total number of valid votes cast
Voting conducted through poll at the venue of the meeting	0	0	0



Total no. of votes casted in favour	0	0	0
Total No. of votes casted	1	1,60,000	100.00

d) Invalid Notes

Manner of Voting	Total Number of members (in person or by proxy) whose votes were declared invalid	No. of votes cast by members
Voting conducted through poll at the venue of the meeting	0	0
Total	0	0

- 13) Since the votes cast FOR the resolution exceeds number of votes cast AGAINST the Resolution is considered to be duly passed.
- 14) The combined list of Preference Shareholders who voted "FOR/AGAINST/INVALID" for above resolution through the voting conducted through Poll at the venue of the meeting is handed over to the Chairman appointed at the meeting. The Ballot forms and all other relevant records were sealed and handed over to the Company Secretary for safekeeping.
- 15) You are requested to kindly declare the said results to the shareholders of the Company.

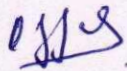
Thanking You,

Yours faithfully,

For N V R & Co.

Chartered Accountants

FRN: 145961W




CA Vivek Gaggar

Partner

Membership Number:- 162330

Date: 28th March, 2019

Place: Mumbai

Total Number of Preference Shareholders as on date		1
No. of shareholders present in the meeting either in person or through proxy		1
Promoted and Promoter Group	a. In Person	0
	b. Through authorized representative	1
	c. Through Proxy	0
Public	a. In Person	0
	b. Through authorized representative	0
	c. Through Proxy	0
Total		1



Resolutions Required : (Majority of persons representing 3/4th in value)	Resolution approving Scheme of Arrangement between Hindustan Foods Limited ('the Resulting Company' or 'HFL'), Avalon Cosmetics Private Limited ('the Demerged Company' or 'ACPL') and their respective shareholders under Section 230-232 and other applicable provisions of the Companies Act, 2013
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Category	Mode of voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes Against	% of Votes in favour on votes polled	% of against on votes polled
		[1]	[2]	[3]={[2]/[1]} *100	[4]	[5]	[6]={[4]/[2]} *100	[7]={[5]/[2]} *100
Promoter	Poll	1,60,000	1,60,000	100.00	1,60,000	0	100.00	0.00
Public Institutions	Poll	0	0	0.00	0	0	0.00	0.00
Public Non Institutions	Poll	0	0	0.00	0	0	0.00	0.00
Total		1,60,000	1,60,000	100.00	1,60,000	0	100.00	0.00

