



HINDUSTAN FOODS LIMITED

A Vanity Case Group Company

A Government Recognised Two 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, **Website:** www.hindustanfoodslimited.com

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

Date: August 5, 2025

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: Intimation under Regulation 30 SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015

Ref: Advisory Letter No. DSC/ AMAL/RG/R37/3730/2025-26 dated August 5, 2025

Pursuant to Regulation 30 read with Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, (**"Listing Regulation"**), We wish to inform you that the Company has received an Advisory Letter No. DSC/ AMAL/RG/R37/3730/2025-26 dated August 5, 2025 issued by **BSE Limited ("BSE")** with respect to inadvertent submission of list of promoters of Vanity Case India Private limited (**"VCIPL"**) (Pre Scheme) pursuant to filings made under Regulation 37 of SEBI (LODR) Regulations, 2015.





Information as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule III and the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 and SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024, on the above-mentioned is enclosed as **Annexure A**.

The copy of the said Advisory letter of BSE is enclosed herewith as **Annexure B**.

You are requested to take the same on your record.

Yours faithfully,

For HINDUSTAN FOODS LIMITED

Bankim Purohit
Company Secretary and Legal Head
ACS: 21865

Encl.: As above



Annexure A

DISCLOSURE PURSUANT TO REGULATION 30 READ WITH PARA A OF PART A OF SCHEDULE III OF THE LISTING REGULATIONS

Sr No.	Particulars	Details
1.	Name of the authority	BSE Limited ("BSE")
2.	Nature and details of the action(s) taken or order(s) passed	Advisory Letter
3.	Date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority	BSE letter dated August 5, 2025, received on August 5, 2025 at 13:37 hours
4.	Details of the violation(s) / contravention(s) committed or alleged to be committed	Inadvertent submission of pre-scheme Promoter/Promoter group of VCIPL pursuant to filings made under Regulation 37 of SEBI (LODR) Regulations, 2015.
5.	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible	There is no material impact on financials, operations, or other activities of the Company.

DSC/AMAL/RG/R37/3730/2025-26**August 05, 2025**

To,
Company Secretary,
Hindustan Foods Limited,
Office No 03, Level 02, Centrium,
Phoenix Market City,
Lal Bahadur Shastri Road, Kurla,
Mumbai, Maharashtra, 400070

Kind Attn.: Mr. Bankim Purohit

Dear Sir,

Sub.: Advisory Letter pursuant to in principle approval to draft Scheme of Arrangement between Avalon Cosmetics Private Limited (the Demerged Company or ACPL), Vanity Case India Private Limited (The Transferor Company or VCIPL) and Hindustan Foods Limited (The Resulting Company or The Transferee Company or HFL) and their respective shareholders under sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013

This is with respect to the scheme of arrangement between Avalon Cosmetics Private Limited, Vanity Case India Private Limited and Hindustan Foods Limited and their respective shareholders.

This Scheme provides for:

- a) Demerger of the Contract Manufacturing (Nashik) Business of Avalon Cosmetics Private Limited into Hindustan Foods Limited.
- b) Amalgamation of Vanity Case India Private Limited with Hindustan Foods Limited

Based on SEBI comments letter dated February 27, 2025, the Exchange had issued Observation Letter dated February 28, 2025, wherein "No objection" was conveyed to the Company in terms of Regulation 37 of SEBI (LODR) Regulations, 2015, so as to enable the Company to file the draft scheme with NCLT.

Post issuance of observation letter, Hindustan Foods Limited (hereinafter referred to as Company), filed an application with the Hon'ble NCLT on March 21, 2025, wherein the application was admitted and heard by the Hon'ble NCLT on June 12, 2025, and is currently "reserved for order". Upon receipt of the order and as per the directions of the Hon'ble NCLT, the Company will convene a Shareholders' meeting to seek approval for the Scheme.

However, the company wide email dated May 27, 2025, informed as follows:

"The Company had inadvertently submitted the incorrect list of promoters of VCIPL (unlisted entity). Please note that there is no change in the promoter list of the Company (pre and post).

Below is a list of promoters of VCIPL as submitted by the Company. The person mentioned in Sr. No. 4 to 6 actually do not form part of promoter of VCIPL:

Sr. No.	Name
	Promoters
1.	Asha Ramanlal Kothari
2.	Sameer Ramanlal Kothari
3.	Aditi Kothari
4.	V.S.Dempo Holdings Private Limited
5.	Soiru Dempo Management Holding Private Limited on behalf of Soiru Dempo Family Private Trust
6.	Nagesh Dempo Company Private Limited Trustee on behalf of Vassudeva Dempo Family Private Trust

It is clarified that names mentioned in Sr. no 4 to 6 are already shown as promoters in the Company (listed entity) entity post-Scheme.

Below is correct list of promoters of VCIPL:

Sr. No.	Name
	Promoters
1.	Asha Ramanlal Kothari
2.	Sameer Ramanlal Kothari
3.	Aditi Kothari

There would not be any changes in the post-Scheme Promoters of the Company as submitted to you at the time of application".

The Exchange while reviewing the aforesaid matter observed that:

- i. This Scheme provides for:
 - a) Demerger of the Contract Manufacturing (Nashik) Business of Avalon Cosmetics Private Limited into Hindustan Foods Limited.
 - b) Amalgamation of Vanity Case India Private Limited (VCIPL) with Hindustan Foods Limited ("the Company")
- ii. As per the draft scheme, pursuant to amalgamation of VCIPL in the Company, the shareholders of VCIPL will get:
 4,64,58,145 equity shares of the face value of INR 2/- each fully paid-up of the Transferee Company shall be issued and allotted as fully paid up to the equity shareholders of the Transferor Company in the proportion of their holding in the Transferor Company.

- iii. As per the pre-scheme shareholding pattern of VCIPL, the shareholding of parties which were inadvertently shown as promoters is as follows:

Sr. No.	Name of the Entity	Number of shares held	%age
1.	V.S.Dempo Holdings Private Limited	6,700	27.77
2.	Soiru Dempo Management Holding Private Limited on behalf of Soiru Dempo Family Private Trust	725	3.00
3.	Nagesh Dempo Company Private Limited Trustee on behalf of Vassudeva Dempo Family Private Trust	3,010	12.47
	Total	10,435	43.24

- iv. Pursuant to amalgamation, VCIPL will dissolve without winding up. Hence, the post scheme shareholding pattern does not exist for VCIPL.
- v. The aforesaid parties are already promoters in the Company as per pre-scheme shareholding pattern. Hence, post amalgamation, the above parties will continue to appear under promoter category in the post scheme shareholding pattern of the Company.

Notwithstanding the above, the non-compliance w.r.t inadvertent submission on your part has been viewed seriously. You are hereby advised to be careful in future and exercise due diligence while submitting further applications to the Stock Exchange. Any repetition of such violation in future will be viewed seriously and appropriate action will be initiated.

You are advised to place this letter before the Company's Board of Directors at the upcoming board meeting.

For BSE Limited,
Yours faithfully,



Ashok Kumar Singh
Deputy Vice President



Raghav Garg
Deputy Manager

Encl: As above