



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: April 11, 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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Sub: Voting results of the Postal Ballot through remote E-voting process along with Scrutinizer's report

Dear Sir/ Madam,

In furtherance to our earlier intimation dated March 6, 2025 and March 11, 2025 regarding the Notice of Postal Ballot and commencement of the remote E-voting thereon, for the purpose of the Special business as mentioned below:

1. Approve the Employee Stock Option Scheme 2025 ("**HFL ESOS 2025**" or "**Scheme**") - Special Resolution

In this regard, please find enclosed the voting results in the format prescribed under Regulation 44 of SEBI (LODR) Regulation, 2015 along with the Scrutinizer's report dated April 11, 2025, as per Section 108, 110 of the Companies Act, 2013, and the Rules framed thereunder read with the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

Based on the Scrutinizer's report, it is hereby informed that, the Members of the Company, have approved the Resolution mentioned in the Notice of the Postal Ballot dated March 6, 2025, by way of Special Resolution through Postal Ballot process by remote E-voting with requisite majority on Thursday, April 10, 2025, being the last date of E-voting.





The aforesaid documents are also being made available on the website of the Company at www.hindustanfoodslimited.com and on the website of the E-voting agency i.e. MUFG InTime India Private Limited (**"MUFG InTime"**) (formerly known as Link Intime India Private Limited) at <https://instavote.linkintime.co.in>.

The above is for your information and record.

Thanking you,

Yours faithfully,
For **HINDUSTAN FOODS LIMITED**

Bankim Purohit
Company Secretary and Legal Head
ACS: 21865

Encl: As above





HINDUSTAN FOODS LIMITED	
Details of the voting results of Postal Ballot through E-voting pursuant to the Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	
Date of Postal Ballot Notice	Thursday, March 6, 2025
Cut-off Date	Friday, March 7, 2025
Date of commencement of E-voting for the Postal Ballot	Wednesday, March 12, 2025 at 9:00 Hours IST
Date of end of E-voting for the Postal Ballot	Thursday, April 10, 2025 at 17:00 Hours IST
Total number of Shareholders as on record date (Cut-off date) on March 7, 2025	76,259
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group Public	Not Applicable Not Applicable
No. of shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group Public	Not Applicable Not Applicable



AGENDA - WISE DISCLOSURE								
Resolution required: Special			Approve the Employee Stock Option Scheme 2025 ("HFL ESOS 2025" or "Scheme")					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	73109975	73109975	100.0000	73109975	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total A	73109975	73109975	100.0000	73109975	0	100.0000	0.0000
Public-Institutions	E-Voting	23202375	9374074	40.4014	6872930	2501144	73.3185	26.6815
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total B	23202375	9374074	40.4014	6872930	2501144	73.3185	26.6815
Public - Non Institutions	E-Voting	21190063	2296538	10.8378	2295112	1426	99.9379	0.0621
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total C	21190063	2296538	10.8378	2295112	1426	99.9379	0.0621
Total (A+B+C)		117502413	84780587	72.1522	82278017	2502570	97.0482	2.9518

Yours faithfully,
For **HINDUSTAN FOODS LIMITED**

Bankim Purohit
Company Secretary and Legal Head
ACS: 21865

Encl: As above





SCRUTINIZER'S REPORT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended]

To
The Board of Directors,
Hindustan Foods Limited

Sub: Scrutinizer's Report on remote e-voting of Postal Ballot Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

Dear Sir,

I, Advocate Prashant Sharma (MAH/882/2025), have been appointed by the Board of Directors of **Hindustan Foods Limited** pursuant to the Resolution passed in the Board Meeting held on Thursday, March 6, 2025 as a Scrutinizer for votes casted through electronic means for Postal Ballot process and the votes cast in respect of the Resolution set out in the Postal Ballot Notice dated Thursday, March 6, 2025 ('Notice').

I do hereby submit my report as under:

1. Members approval were sought for the following Resolution:

ITEM NO. 1: APPROVE FOR THE EMPLOYEE STOCK OPTION SCHEME 2025 ("HFL ESOS 2025" OR "SCHEME").

2. Pursuant to the provisions of Section 110 of the Companies Act, 2013 ("Act") read with Rule 22 of Companies (Management and Administration) Rules, 2014 as amended (the "Rules") including any statutory modification or re-enactment thereof for the time being in force, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard- 2 on General Meetings ("SS-2"), pursuant to the various General Circulars issued by MCA from time to time and 09/2023 dated September 25, 2023 and the subsequent circulars issued in this regard, the latest being Circular no. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), and pursuant to other applicable laws and regulations.
3. The Postal Ballot Notice dated Thursday, March 6, 2025 along with statement setting out material facts under Section 102 of the Act in respect of the above mentioned resolution, as confirmed by the Company, was sent, via e-mail only to the Members whose names appeared in the Register of Members/List of Beneficial Owners as received from Depositories and whose e-mail addresses were registered with the Company/Depositories/RTA.



4. The Company completed the dispatch of Postal Ballot Notice by e-mail on Tuesday, March 11, 2025. In accordance with the MCA Circulars, no physical ballot notice were dispatched to the Members.
5. Pursuant to clause (v) of sub rule 4 of the Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had published an advertisement in 'Free Press Journal' (English newspaper) and 'Navshakti' (Marathi newspaper) on Wednesday, March 12, 2025 specifying the required information as provided under the said rule.
6. The Company had availed the e-voting facility offered by MUFG InTime India Private Limited ("**MUFG InTime**") (formerly Link Intime India Private Limited) for conducting remote e-voting by the Shareholders of the Company.
7. The Shareholders of the Company holding shares as on the 'cut-off' date of Friday, March 7, 2025 were entitled to vote on the Resolution as contained in the Notice.
8. The voting period for remote e-voting commenced on **Wednesday, March 12, 2025 at 9:00 Hours (IST)** and ended on **Thursday, April 10, 2025 at 17:00 Hours. (IST)**. The remote e-voting module was disabled by **MUFG InTime** thereafter.
9. The votes cast under remote e-voting facility were thereafter unblocked.
10. I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the e-voting system of **MUFG InTime** and have maintained a register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014, as amended.
11. The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013, Rules and the MCA Circulars relating to remote e-voting on the Resolution contained in the Notice of Postal Ballot.
12. My responsibility as Scrutinizer for the voting on Postal Ballot through remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the said Resolution.
13. I would like to mention that the voting rights of Members were in proportion to their Share of the Paid-Up Equity Share Capital of the Company as on the cut-off date i.e. Friday, March 7, 2025 and as per the Register of Members of the Company.
14. I now submit my Scrutinizer Report on the results of the voting by Postal Ballot only through the remote e-voting process.
15. All the 205 remote e-voting responses are valid.



Resolution 1 : (Special)	1 - Approve the Employee Stock Option Scheme 2025 (“HFL ESOS 2025” or “Scheme”)
Whether promoter/ promoter group are interested in the agenda/resolution?	No

	Total Votes	IN FAVOUR OF THE RESOLUTION			AGAINST THE RESOLUTION		
		No of Responses Received	No of Votes Cast	% of Votes Cast	No of Responses Received	No of Votes Cast	% of Votes Cast
Remote E Voting	84780587	150	82278017	97.04	58	2502570	2.96
TOTAL	84780587	150	82278017	97.05	58	2502570	2.95

- *3 voters with 75328, 10258 and 9355 shares have voted, out of which 74860, 5064 and 5893 shares are “IN FAVOUR” and 468, 5194 and 3462 have voted “AGAINST THE RESOLUTION” respectively.*

16. Accordingly, the proposed Resolution mentioned above has been approved by requisite majority of the Shareholders of the Company.

Thanking you,
Yours faithfully,

Prashant
Kishore
Sharma

Digitally signed by
Prashant Kishore
Sharma
Date: 2025.04.11
09:08:34 +05'30'

Advocate Prashant Sharma
MAH/882/2025

Place: Mumbai
Dated: April 11, 2025

Countersigned by **Hindustan Foods Limited**

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RAMANLAL
KOTHARI

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