SAMEER KOTHARI

904B, Kukreja Palace, V B Lane, Ghatkopar (East), Mumbai 400 075
Email: sameer.kothari@thevanitycase.com

20th January, 2020

To,
The Manager,
BSE Limited
Floor 25, P. J. Towers,
Dalal Street,
Mumbai-400 001.
Tel : (022) 2272 1233 / 34

To,
Company Secretary
Hindustan Foods Limited
Office No.3, Level-2, Phoenix Market City
15 LBS Marg, Kurla (West),
Mumbai 400 070

Dear Sir/ Madam,

Sub: Disclosure under Regulation 29 (1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Ref: Allotment of Shares pursuant to the Scheme of Arrangement

Pursuant to Regulation 29 (1) of the SEBI (Substation Acquisition of Shares and Takeovers) Regulations, 2011, We on behalf of the Promoter and Promoter group enclosed herewith the disclosures in the prescribed format, pursuant to Allotment of Shares by Hindustan Foods Limited (Target Company) to us, in the matter of scheme of Arrangement of Avalon Cosmetics Private Limited (Demerged Company) with the Hindustan Foods Limited (Resulting Company).

Please acknowledge the receipt.

Yours sincerely

Sameer Kothari
(Promoter)

Encl: As above

Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part-A- Details of the Acquisition

Name of the Target Company (TC)	HINDUSTAN FOODS LIMITED		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	1) Mr. Sameer Kothari 2) Ms. Asha Kothari 3) M/s. Vanity Case India Private Limited		
Whether the acquirer belongs to Promoter /Promoter group	YES		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited		
Details of the acquisition as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of acquirer along with PACs of:			
a) Shares carrying voting rights 1) Mr. Sameer Kothari 2) Ms. Asha Kothari 3) M/s. Vanity Case India Private Limited	1) Nil 2) Nil 3) 78,47,294	1) 0% 2) 0% 3) 58.16%	NA NA NA
b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	NA	NA	NA
c) Voting rights (VR) otherwise than by equity shares	NA	NA	NA
d)Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	NA	NA	NA
e) Total (a+b+c+d)	**78,47,294**	**58.16%**	NA
Details of acquisition			
a) Shares carrying voting rights acquired 1) Mr. Sameer Kothari 2) Ms. Asha Kothari 3) M/s. Vanity Case India Private Limited	1) 18,96,750 2) 18,96,750 3) 11,34,299	1) 8.95%* 2) 8.95%* 3) 5.35%*	NA NA NA
b) VRs acquired otherwise than by equity shares	NA	NA	NA
c) Warrants/convertible securities/any other			

d) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others) e) Total (a+b+c+/-d)	NA **49,27,799**	NA **23.23**	NA **23.23**
After the acquisition, holding of acquirer along with PACs of: a) Shares carrying voting rights 1)Mr. Sameer Kothari 2)Ms. Asha Kothari 3)M/s. Vanity Case India Private Limited b) VRs otherwise than by equity shares c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition d) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others) e) Total (a+b+c+d)	1)18,96,750 2) 18,96,750 3) 89,81,593 NA NA **1,27,75,093**	1) 8.95%* 2) 8.95%* 3) 42.36%* NA NA **60.27**	NA NA NA NA NA NA NA
Mode of acquisition (e.g. open market / public issue / rights issue/ preferential allotment / inter-se transfer/encumbrance, etc.)	Allotment pursuant to Scheme of Arrangement between Avalon Cosmetics Private Limited ('Demerged Company') and Hindustan Foods Limited ('Resulting Company')		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	One Share One Vote (42.15 Equity Shares of Hindustan Foods Limited for every 1 Equity Share of Avalon Cosmetics Private Limited held)		
Date of acquisition of/ ~~date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.~~	16.01.2020		
Equity share capital / total voting capital of the TC before the said acquisition	1,34,92,500		
Equity share capital/ total voting capital of the TC after the said acquisition	2,11,98,078*		
Total diluted share/voting capital of the TC after the said acquisition	Nil		

***Note**: The above % of shareholding and Share Capital of Target Company is computed-

1. Post issue and allotment of 49,27,799 Equity Shares by Target Company on 16.01.2020 pursuant to Scheme of Arrangement between Avalon Cosmetics Private Limited and the Target Company approved by the Board of Directors of both companies vide Board resolution dated 24.05.2018 and

2. Post conversion of 27,77,779 warrants into equivalent number of Equity Shares approved by the Board of Directors of the Target Company vide resolution dated 27.02.2019 and allotted on 16.01.2020.

The equity shares pursuant to the Scheme of Arrangement and conversion of warrants above have been allotted by the Allotment Committee of the Target Company in their meeting held on 16.01.2020.

Sameer Kothari
Promoter/Managing Director

Place: Mumbai
Date: 20.01.2020

Note: (*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.