Hindustan Foods Limited
A Vanity Case Group Company
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. +91-22-61801700 / 01 CIN: L15139MH1984PLC316003 **July 1, 2021**

Company Scrip Code: 519126

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

Dear Sir / Madam,

Sub: Proceedings of the Meeting of the Equity Shareholders of Hindustan Foods Limited ('the Company') convened as per the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench ('NCLT').

Ref: In the matter of Composite Scheme of Arrangement and Amalgamation between Avalon Cosmetics Private Limited, ATC Beverages Private Limited and Hindustan Foods Limited and their respective Shareholders ('the Scheme').

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith a summary of proceedings of Meeting of the Equity Shareholders of the Company convened as per the directions of NCLT on Wednesday, 30th June, 2021 at 11:30 a.m. (IST) through Video Conferencing facility **('VC')**/ Other Audio Visual Means **('OAVM')**.

We request you to take this on your records and treat this as compliance with Part A of Schedule III under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for the information of Exchange and the Members.

Thanking You,
Yours faithfully

For Hindustan Foods Limited

Purohit

Bankim Purohit
Company Secretary
ACS 21865
Encl: As above

Hindustan Foods Ltd.

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SUMMARY OF THE PROCEEDINGS OF THE MEETING OF THE EOUITY SHAREHOLDERS ('THE MEETING') OF HINDUSTAN FOODS LIMITED ('THE COMPANY') CONVENED AS PER THE DIRECTIONS OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH ('NCLT')

The Meeting of the Equity Shareholders of the Company as per the directions of NCLT was held on Wednesday, 30th June, 2021 at 11.30 a.m. (IST) through Video Conferencing facility **('VC')**/ Other Audio Visual Means **('OAVM')** and the venue of the Meeting was deemed to be the Registered Office of the Company situated at Office No. 3, Level - 2, Centrium, Phoenix Market City, 15, LBS Road, Kurla (West), Mumbai 400 070.

Mr. Bankim Purohit, Company Secretary informed that the Meeting was convened pursuant to the Order of Hon'ble NCLT dated 26th April, 2021 ('Order') to seek the approval of Members in the matter of Arrangement embodied in the Composite Scheme of Arrangement and Amalgamation between Avalon Cosmetics Private Limited ('the Demerged Company' or 'ACPL'), ATC Beverages Private Limited ('the Transferor Company' or 'ABPL') and Hindustan Foods Limited ('the Transferee Company' or 'the Resulting Company' or 'HFL') and their respective Shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ('the Scheme').

He further informed that vide the said Order, the Hon'ble NCLT had appointed Mr. Sameer Kothari as Chairman to preside over the proceedings of the Meeting.

The Chairman welcomed the Shareholders and called the Meeting to order as requisite quorum was present. The Chairman introduced the Directors, Key Managerial Personnel and the invitees present at the Meeting.

The Chairman informed that in view of the restrictions due to outbreak of COVID-19 and considering the social distancing norms, the Meeting was conducted through VC/ OAVM. The Meeting has been convened and being conducted in accordance with the applicable circulars issued by Ministry of Corporate Affairs ('MCA') and Securities and Exchange Board of India ('SEBI'). The Chairman informed that the Company had tied up with Link Intime India Private Limited ('LIIPL') to provide facility for voting through electronic means prior to the Meeting and e-voting during the Meeting and participation in the Meeting through VC/ OAVM facility.

The Notice dated 26th May, 2021 convening the Meeting of the Equity Shareholders of the Company along with the Scheme and Explanatory Statement under Section 230(3) of the Companies Act, 201 3 read with Section 102 of the Companies Act, 2013 was sent to the registered e-mail addresses of the Shareholders more than 30 days in advance. With the consent of the Members, the Notice convening the Meeting was taken as read.

Hindustan Foods Ltd.

The Chairman then provided the brief background and rationale of the Scheme.

On the invitation of the Chairman, Members who had registered themselves as speakers, addressed the Meeting through VC/ OAVM and sought clarifications on the Scheme. The Chairman responded to the queries of the Members and provided clarifications sought by them.

Thereafter, the following resolution set out in the Notice convening the Meeting was put to the Members for voting:

Sr. No.	Item Description	Approval
1	Approval for the arrangement embodied in the Composite Scheme of Arrangement and Amalgamation between Avalon Cosmetics Private Limited ('the Demerged Company' or 'ACPL'), ATC Beverages Private Limited ('the Transferor Company' or 'ABPL') and Hindustan Foods Limited ('the Transferee Company' or 'the Resulting Company' or 'HFL') and their respective Shareholders under Sections 230 to232 and other applicable provisions of the Companies Act, 2013 ('the Scheme')	Requisite majority

The Chairman informed the Members that pursuant to the provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the directions of Hon'ble NCLT, the Company had provided facility to Shareholders to cast their votes on the resolution through remote e-voting system administered by LIIPL. The remote e-voting commenced on Sunday, 27th June, 2021 09:00 am (IST) and ended on Tuesday, 29th June, 2021 at 05:00 pm (IST). For the Shareholders who did not exercise their vote through remote e-voting system, the Company had provided them an opportunity to cast their vote through e-voting during the Meeting.

The Hon'ble NCLT had appointed Mr. Prashant Sharma, Practicing Company Secretary, as the Scrutinizer for the purpose of scrutinizing the process of remote e-voting held prior and e-voting during the Meeting.

Thereafter, the Chairman announced for voting to be taken electronically (e-voting) and requested Mr. Prashant Sharma, the Scrutinizer for the orderly conduct of the voting.

The Chairman announced that the e-voting results along with the consolidated Scrutinizer's Report shall be informed to BSE Limited and be placed on the website of the Company, LIIPL and BSE Limited. The Meeting concluded at 12.00 noon (IST)

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The Chairman then concluded the Meeting with vote of thanks to all the Shareholders for attending and participating in the Meeting.

Note:
This document does not constitute the minutes of the proceedings of the Meeting of the Company.

Thanking You.

Yours faithfully

For Hindustan Foods Limited

Bankim Purohit
Company Secretary
ACS 21865

Place: Mumbai