



Hindustan Foods Ltd.

CIN:L15139GA1984PLC000601

Registered Office: Dempo House Campal, Panaji, Goa 403001

Tel No: 0832- 2441300; Fax No: 0832-2228588, 2225098;

Website: www.hflgoa.com E-mail: hfl@dempos.com

POSTAL BALLOT NOTICE

Notice to members pursuant to Section 110 of the Companies Act, 2013

Dear Member,

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) that the Resolutions appended below are proposed to be passed, by way of Postal Ballot.

The Member's consideration and approval is being sought for the Resolutions annexed hereto. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, pertaining to the said resolutions, setting out material facts and the reasons thereof is annexed hereto along with the Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed CS. Sadashiv V. Shet, Practicing Company Secretary, (Membership No. FCS. 2477, C.P No 2540), as Scrutinizer for conducting the postal ballot (Physical & E-voting) process in fair and transparent manner in accordance with the provisions of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014.

The Scrutinizer will submit the report to the Chairman of the Company, upon completion of the scrutiny of the Postal Ballot. The results of the Postal Ballot will be announced by any one of the Directors of the Company on Tuesday, November 15, 2016 at the Registered Office of the Company by 5.00 pm. The results of the Postal Ballot shall be posted on the Company's website viz. www.hflgoa.com and on NSDL's website viz. www.nsdl.co.in besides communicating to the BSE Limited, the only Stock Exchange where the shares of the Company are listed.

The proposed Resolutions shall be declared as passed if the number of votes casted in favour of the Resolution is not less than three times the number of votes casted against the Resolution. The date of the declaration of results of Postal Ballot shall be considered to be the date of passing the Resolutions for the purpose of compliance, in terms of the provisions of the Companies Act, 2013.

Encl: (i) Resolutions and Explanatory Statements for Approval,
(ii) Postal Ballot Form and
(iii) Self addressed Reply Envelope.

Place: Goa
Date: September 19, 2016

**By the Order of the Board
For Hindustan Foods Limited**

Sd/-

**Beena M. Mahambrey
(Company Secretary)
Membership No: 18806**

Hindustan Foods Limited

SPECIAL BUSINESS

Item No 1 - Increase in Authorized Share Capital

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**.

"RESOLVED THAT pursuant to the provisions of Section 61(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and subject to such other rules framed there under as may be applicable, the authorized share capital of the Company be and is hereby increased from Rs.7,00,00,000/- (Rupees Seven Crores Only) divided into 50,00,000 (Fifty Lacs) Equity Shares of Rs. 10/- each and 2,00,000 (Two Lakh) 9% Redeemable Preference shares of Rs. 100/- each to Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,30,00,000 (One Crore Thirty Lacs) Equity Shares of Rs. 10/- each and 2,00,000 (Two Lakh) 9% Redeemable Preference shares of Rs. 100/- each.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary for giving effect to this resolution."

Item No 2 - Amendment in Memorandum and Articles of Association

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:-

"RESOLVED THAT pursuant to the provisions of Section 13 read with Section 61 and other applicable provisions of the Companies Act, 2013, Clause V of the Memorandum of Association of the Company be and is hereby substituted and read as under :-

V. The Authorised Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,30,00,000 (One Crore Thirty Lacs Only) Equity Shares of Rs. 10/- each and 2,00,000 (Two Lakh) 9% Redeemable Preference shares of Rs. 100/- each.

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013, the existing Article 3 of the Articles of Association of the Company be and is hereby substituted and read as under :-

3. The Authorised Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,30,00,000 (One Crore Thirty Lacs Only) Equity Shares of Rs. 10/- each and 2,00,000 (Two Lakh) 9% Redeemable Preference shares of Rs. 100/- each.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, things and matters that may be necessary, desirable or expedient for giving effect to the aforesaid resolution."

Item No 3 - Issue of Equity Shares on Preferential Basis

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 23, 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) read with Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the "CA 2013") and in accordance with the existing Securities and Exchange Board of India (Issue of Capital and Disclosure



Requirements) Regulations, 2009, as amended (hereinafter referred to as “**SEBI (ICDR) Regulations**”) and any other rules / regulations / guidelines prescribed by the Securities and Exchange Board of India (“**SEBI**”) and other applicable laws, as may be applicable, and subject to all necessary approvals, consents, permission and/or sanctions of the Government of India, Reserve Bank of India, Foreign Investment Promotion Board, SEBI and/or any other competent authorities and the enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreement entered into by the Company with Stock Exchange where the shares of the Company are listed and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions or sanctions and which may be agreed to by the Board of Directors of the Company and subject to such terms and conditions as may be determined by the Board of Directors of the Company (hereinafter referred to as “**the Board**” which expression shall include any Committee which the Board may constitute to exercise its powers including powers conferred by this Resolution), the consent of the members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to create, offer, issue and allot, on preferential basis upto maximum of 80,00,000 (Eighty Lacs) equity shares of face value of Rs.10/- each at a price being not lower than the minimum price calculated in accordance with Regulation 76 of SEBI (ICDR) Regulations, to :

Sr. No.	Name	Category	No. of securities proposed to be allotted
1	Vanity Case India Private Limited	Promoter	4125000
2	Vinod Raichand Shah [HUF]	Non Promoter	38750
3	Savita Vinod Shah	Non Promoter	25000
4	Sameer Virkumar Shah	Non Promoter	12500
5	Neeti Sunil Bamb	Non Promoter	12500
6	Neha Bamb	Non Promoter	12500
7	Jaswant Amrutlal Sarvaiya	Non Promoter	50000
8	Meghna Amit Bamb	Non Promoter	12500
9	Meghna Rahul Bamb	Non Promoter	12500
10	Pundalik Raut Desai	Non Promoter	2500
11	Alex A. D'Costa	Non Promoter	7500
12	Sugandha L. Kamat	Non Promoter	2500
13	Prashant G. Wagadre	Non Promoter	3750
14	Nitin P. P. Lawande	Non Promoter	2500
15	Tej Bahadur Sahib	Non Promoter	5000
16	Prakash K. Joshi	Non Promoter	2500
17	Beena M. Mahambrey	Non Promoter	2500
18	Nitin Mahale	Non Promoter	3750
19	Mahesh Charate	Non Promoter	2500
20	Anthony S. V. Pereira	Non Promoter	10000
21	Assumpta P. Estrochio e Alphonso	Non Promoter	2500
22	Adv. Francis A. D'Souza	Non Promoter	5000
23	Atmaram Desai	Non Promoter	10000
24	Mukund P. Apte	Non Promoter	2500

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Sr. No.	Name	Category	No. of securities proposed to be allotted
25	Anselmo D'Souza	Non Promoter	5000
26	Sharan G. Chari	Non Promoter	2500
27	Rohish R. Gawas	Non Promoter	2500
28	Krishna Govind Mantri	Non Promoter	5000
29	Rajan Vasudev Kamat	Non Promoter	12500
30	Sharmila Sandeep Prabhu	Non Promoter	25000
31	Purushottam Sitaram Mantri	Non Promoter	25000
32	S. Srinivasan	Non Promoter	7500
33	Pallaviben C Kotak	Non Promoter	45000
34	Gopal Bhagwatrao Takarkhede	Non Promoter	2000
35	Robin D'Souza	Non Promoter	10000
36	Rishikesh Shashikant Patil	Non Promoter	2000
37	Madineni Vara Prasad Rao	Non Promoter	2000
38	Muthusamy Ramasamy Pragatheeswarn	Non Promoter	2000
39	Pramod Karbhari Nikam	Non Promoter	2000
40	Mr. Kishor Ramrao Chavan	Non Promoter	2000
41	Sadashiv Uttam Borse	Non Promoter	2000
42	Satish Raghunath Phadke	Non Promoter	2000
43	Govind Singh Rawat	Non Promoter	10000
44	Vinod Arvind Bhosale	Non Promoter	2000
45	Kelvin Manuel Fernandes	Non Promoter	2000
46	Rajesh Ganapati Babshet	Non Promoter	2000
47	Satish Nagesh Pisolkar	Non Promoter	5000
48	Archana Arunkumar Nawade	Non Promoter	2500
49	Renu Suryakant Mishra	Non Promoter	16250
50	Suryakant Mataprasad Mishra	Non Promoter	16250
51	Vikrant Arora	Non Promoter	2000
52	Deo Brat Pandey	Non Promoter	2000
53	Sunil Kumar Satpathy	Non Promoter	2000
54	Dharam Pal	Non Promoter	2000
55	Manish Kunj Bihari Goel	Non Promoter	12500
56	Ashok Kumar Dabas	Non Promoter	2000
57	Ravindar Kumar Rathi	Non Promoter	2000
58	Sanjeet Mutha	Non Promoter	10000
59	Ganesh Tukaram Argekar	Non Promoter	50000
60	Mayank Samdani	Non Promoter	25000



Sr. No.	Name	Category	No. of securities proposed to be allotted
61	Nalini Kalra	Non Promoter	50000
62	Kedarnath Narayan Chandra Swain	Non Promoter	2250
63	Kshitij Bhatnagar	Non Promoter	2500
64	Vijayavalli S	Non Promoter	7500
65	Deepak Ravindra Dandekar	Non Promoter	12500
66	Paresh Pratap Vasa	Non Promoter	7500
67	Krishnamurthi Arunkumar	Non Promoter	10000
68	Krishnan Narayanan	Non Promoter	3750
69	Mrs.Vasudha Krishnan	Non Promoter	3750
70	Daksha Bharat Mehta	Non Promoter	5000
71	Priti Hitendra Mehta	Non Promoter	5000
72	Bijal Kirti Mehta	Non Promoter	5000
73	Purvi Darshan Mehta	Non Promoter	5000
74	Bijal Hemant Mehta	Non Promoter	5000
75	Miral Keyur Desai	Non Promoter	37500
76	Shalini Umesh Chablani	Non Promoter	25000
77	Mitesh Bipin Kumar Shah	Non Promoter	2000
78	Rashmi Mitesh Shah	Non Promoter	2000
79	Mitesh Bipin Kumar Shah HUF	Non Promoter	2250
80	Bipin Kumar Vadilal Shah HUF	Non Promoter	2250
81	Bipin Kumar Vadilal Shah	Non Promoter	2000
82	Smita Bipin Kumar Shah	Non Promoter	2000
83	Shubhada Tukaram Argekar	Non Promoter	25000
84	Bharti Jayesh Sangani	Non Promoter	25000
85	Varun Jayesh Sangani	Non Promoter	25000
86	Nita Rajesh Sanghvi	Non Promoter	11250
87	Ajay Kumar Agarwal	Non Promoter	4375
88	Ramesh Shantilal Shah	Non Promoter	4375
89	Nirav Nitin Shah	Non Promoter	2500
90	Aruna Dhru	Non Promoter	2500
91	Chirag Chunibhai Makwana	Non Promoter	11625
92	Mahek Uday Mandavia	Non Promoter	2000
93	Malini Nilesh Sheth	Non Promoter	2000
94	Bharat Dhirajlal Sangani	Non Promoter	4375
95	Manish Chandulal Savla	Non Promoter	2000
96	Kasturben Chandulal Savla	Non Promoter	2000

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Sr. No.	Name	Category	No. of securities proposed to be allotted
97	Nirmal Kirit Kanabar	Non Promoter	3750
98	Filonee Nirmal Kanabar	Non Promoter	3750
99	Nirmal Kirit Kanabar (HUF)	Non Promoter	2500
100	Aradhana Subhash Bhansali	Non Promoter	2000
101	Rekha Avnishkumar Trivedi	Non Promoter	2000
102	Akansha Avnishkumar Trivedi	Non Promoter	2000
103	Jay Ghiya	Non Promoter	2000
104	Keyur Manoj Soni	Non Promoter	2000
105	Dilip Somchand Shah	Non Promoter	2000
106	Malcolam Irani	Non Promoter	12500
107	Nitika Kumar Gupta	Non Promoter	25000
108	Ines Kumar Gupta	Non Promoter	25000
109	Rishi Bharat Jasapara	Non Promoter	2000
110	Rajesh Chandulal Rajkotia	Non Promoter	2000
111	Sixth Sense India Opportunities - 1	Non Promoter	2000000
112	Chaitali Vora	Non Promoter	550000
113	SAM Financial Services LLP	Non Promoter	100000
114	Poonam Munshi	Non Promoter	62500
115	Faisal Hawa	Non Promoter	37500
116	Nehal Vora	Non Promoter	37500
117	Nirav Mehta	Non Promoter	10000
118	Saumil Shah	Non Promoter	10000
119	Kalpesh Lodaya	Non Promoter	10000
120	Swati Mehra	Non Promoter	20000
121	Gaurav Sheth	Non Promoter	10000
122	Kamlesh Hathi	Non Promoter	10000
123	Mehul Shah	Non Promoter	10000
124	Devang Kamdar	Non Promoter	10000
125	Rajul Adani	Non Promoter	10000
126	Amit Shah	Non Promoter	10000
127	Meenakshi Bhalerao	Non Promoter	2500
		TOTAL	8000000



RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue and also to vary, alter or modify any of the terms and conditions in the proposal as may be required by the agencies/authorities involved in such issues but subject to such conditions as the Reserve Bank of India (RBI)/Securities and Exchange Board of India (SEBI)/Financial Institutions/Investment Institutions and/or such other appropriate authority may impose at the time of their approval and as agreed to by the Board;

RESOLVED FURTHER THAT the equity shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the existing equity shares of the Company including Dividend;

RESOLVED FURTHER THAT in accordance with Regulation 71 and 73(4) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the 'Relevant Date' for determination of the Issue Price of equity shares, shall be Friday, October 14, 2016, being the date which is thirty (30) days prior to the date on which the result of postal ballot shall be declared or in the case where the Relevant Date falls on a Weekend/Holiday, the day preceding the Weekend/Holiday will be reckoned to be the Relevant Date;

RESOLVED FURTHER THAT the equity shares allotted on preferential basis shall be locked in for such period as prescribed in Regulation 78 of SEBI (ICDR) Regulations;

RESOLVED FURTHER THAT pursuant to the provisions of the CA 2013, the names of the Subscribers be recorded for the issue of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Subscribers inviting the Subscribers to subscribe to the Equity Shares, as per the table drafted and duly initialed by the Chairman for the purpose of identification and consent of the Company is hereby accorded to the issuance of the same to the Subscribers inviting the Subscribers to subscribe to the Equity Shares.

RESOLVED FURTHER THAT the monies received by the Company from the Subscriber for application of the Equity Shares pursuant to this private placement shall be kept by the Company in a separate bank account opened by the Company with Bank of Maharashtra, Ponda Branch and shall be utilized by the Company in accordance with Section 42 of the CA 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue, allotment of the Equity Shares, the Board, all the Directors of the Company and Mrs. Beena M. Mahambrey, Company Secretary, be and are hereby jointly and severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage / appoint Merchant Banker, Scrutinizer, registrars, bankers, and other consultants and advisors to the issue and to remunerate them by way of commission, brokerage, fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required, and as permitted by law.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company."

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Item No 4 - Increase in borrowing power in terms of Section 180(1)(c) of the Companies Act, 2013

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **:Special Resolution :**

"RESOLVED THAT in supersession of the Special Resolution passed by members of the Company at the Annual General Meeting held on September 27, 2014 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, consent of members of the Company be and is hereby accorded to Board of Directors (including any Committee which the Board may have constituted or may hereinafter constitute to exercise the power conferred by this Resolution) to borrow, from time to time, any amount, secured or unsecured, as it may deem requisite for the purpose of business of the Company, notwithstanding that the amount to be borrowed together with the amount already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) would exceed the aggregate of paid-up share capital and free reserves of the company, provided that the amount to be borrowed together with the amount already borrowed by the Company shall not at any time exceed Rupees 100,00,00,000 (Rupees Hundred Crores only) or the aggregate of paid up share capital and free reserves of the Company, whichever is higher.

RESOLVED THAT the consent of the company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions, if any of the Companies Act, 2013 for mortgaging or charging by the Board of Directors of the Company, of all the immovable and moveable assets of the Company wheresoever's situated, present and future, and or conferring power, to enter upon and to take possession of assets of the Company in certain events, to or in favour of Financial Institutions / Banks / Lenders/ Facility Agent/ Account Bank to secure the financial assistance provided/ to be provided by them to the Company aggregating together with all interest, additional interest, default interest, further interest, principal amounts, premia on prepayment, any fee, costs, charges, expenses, and other monies whatsoever stipulated in or payable under the respective financing documents and any other agreements and amendments thereto that have or may be entered into by the Company."

RESOLVED FURTHER THAT the Board of Directors (including any Committee which the Board may have constituted or may hereinafter constitute to exercise the power conferred by this Resolution), be and is hereby authorized to do all such acts, deeds and things, and to execute all such documents, instruments and writings as may be required to give effect to this resolution."

Item No 5 -Alteration in main object clause and amendment to the Memorandum of Association

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, consent of the Company be and is hereby accorded for alteration of existing Clause III (A) of the Memorandum of Association of the Company by the inserting new sub clauses 5, 6, 7 and 8 immediately after the existing sub clause 4 of Clause III (A) of the Memorandum of Association as detailed below:

5. *To carry on the business as manufacturers, producers, processors, makers, inventors, converters, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, movers, preservers, stockiest, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaires or otherwise deal in all kinds and varieties of products used for or as personal care, fabric care, air care, hair care, household insecticides, surface cleaning, toilet preparations, food and beverages, cosmetic and beauty products, dairy products, mineral water and Ayurveda / herbal based products of*



whatsoever nature in solid , liquid , gaseous , semi-solid , wax , paper , viscous emulsification or aerosol for or a combination of any such

6. *to carry on the business as manufacturers, producers, processors, makers, convertors, importers, exporters, traders, buyers, sellers, retailers wholesalers, suppliers, indenters, packers, movers, preservers, stockiest, agents, sub-agents, merchants, distributors, Consignors, jobbers, brokers, concessionaires or otherwise deal in all kinds of proprietary product, hair, skin, nail and other beauty preparations, deodorants, aerosol, pump spray products, baby products, petroleum and other mineral oil products, chemicals, acids, and alkalis, all kinds of perfumery and other compounds, preparations, materials and products, bath products, care products, cotton swab, family planning appliances, hair dye pigments, varnishes, essential oils, detergents, insecticides, oils, beauty specialties, preparations, antiseptic or not, ingredients or accessories thereof and other materials or things capable of being used in connection with such manner, factor or business.*
7. *To manufacture, sell and distribute all types of mosquito coils, repellants, liquid vaporizers, active card etc. and other related and allied products;*
8. *To carry on the business as manufacturers, producers, processors, makers, inventors, converters, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, movers, preservers, stockiest, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaires or otherwise deal in all kinds and varieties of products used for or as or related to foot care, foot wear and other allied products*

RESOLVED FURTHER THAT that the Board of Directors of the of the Company, be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.

Item No 6 - Alteration and amendment to the Articles of Association

To consider and, if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:

'RESOLVED THAT, pursuant to the provisions of Section 14 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the Company be and is hereby accorded, to include, the following Article No. 117(c) in the Articles of Association of Company enabling appointment of nominee director/s, after Article 117(b) in the Articles of Association:

117(c) The Board may appoint any person as a director nominated by any institution, bank, corporation or any other statutory body, or if the Company has entered into any obligation with any such institution, bank, corporation or body in relation to any financial assistance by way of loan advanced to the Company or guarantee or given of any loan borrowed or liability incurred by the Company or so long as the Company is indebted. Such Nominee Director/s shall not be liable to retirement by rotation of Directors. Subject as aforesaid, the Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company."

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RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Shri Ganesh T. Argekar, Executive Director of the Company and Mrs. Beena M. Mahambrey, Company Secretary be and are hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.

**By the Order of the Board
For Hindustan Foods Limited**

**Sd/-
Beena M. Mahambrey
(Company Secretary)
Membership No: 18806**

Place:Goa

Date: September 19, 2016

Notes:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out all the material facts and reasons for the proposed resolutions are enclosed herewith.
2. In terms of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014, the business set out in the notice above is sought to be passed by postal ballot. Accordingly, your approval is sought for the resolutions contained in this Notice through postal ballot, with an additional option of remote e-voting.
3. Only a member who is entitled to vote is entitled to exercise his/her/its vote through postal ballot. Voting rights of every member shall be reckoned on the paid-up value of equity shares whose names shall appear in the Register of Members as on Friday, September 23, 2016, and any recipient of this notice who has no voting rights as on the aforesaid date should treat the same as intimation only.
4. In accordance with the provisions of Section 110 of the Companies Act 2013 and the postal ballot rules, notice of the postal ballot may be served on the members through electronic means. Members who have registered their email ids with their Depository Participants or with the Company are being sent this Notice of Postal Ballot by email and the members who have not registered their email ids will be sent the Notice of Postal Ballot along with the Postal Ballot Form by speed post, registered post or courier. Shareholders who have received the Postal ballot Notice by email and who wish to vote through Physical Ballot Form can download the Postal Ballot Form from the Company's website www.hflgoa.com or seek duplicate Postal Ballot Form from the registered office of the Company, fill in the relevant details and send it to the Scrutinizer.
5. The notice of Postal Ballot is being sent to all the members of the Company, whose names appear on the Register of Members as at close of business hours on Friday, September 23, 2016.
6. Resolution passed by the Members through postal ballot is deemed to have been passed as if the same has been passed at a General Meeting of the Members.
7. A Postal Ballot Form and a postage prepaid self-addressed business reply envelope are attached to this Notice. The self addressed envelope bears the address to which duly completed Postal Ballot Form is to be sent by the shareholder.
8. The vote on postal ballot cannot be exercised through proxy



9. The date of dispatch of the notice of postal ballot will be announced through advertisements in newspapers.
10. The Board of Directors at their meeting held on Monday, September 19, 2016 has appointed CS. Sadashiv V. Shet, Practicing Company Secretary, (Membership No. FCS. 2477, C.P No 2540) as the Scrutinizer to conduct the voting through postal ballot as well as remote e-voting in accordance with law and in a fair and transparent manner.
11. The Shareholders are requested to carefully read the instructions and the notes and either: a) return the Postal Ballot form duly completed in the attached self-addressed pre-paid postage envelope (the "Envelope"); or b) vote by electronic means in the manner set out herein, in each case, so as to ensure that the duly completed and signed ballot forms reach the Scrutinizer on or before Thursday, November 10, 2016.
12. Shareholders are requested to exercise their voting rights by either using the attached postal ballot form or through remote e-voting. No other form or photocopy of the postal ballot form is permitted.
13. The Scrutinizer will submit his report to the Chairman of the Board or in his absence to any other Designated Director after completion of scrutiny of postal ballot forms received and the result of the Postal Ballot shall be declared by the Chairman or any other person authorized by him not later than the closing of working hours on Tuesday, November 15, 2016 at the registered office of the company. The results along with the Scrutinizer's Report will be posted on the website of the Company: www.hflgoa.com and on NSDL's website besides communicating to the Stock Exchange where the shares of the Company are listed. The date of the declaration of results of Postal Ballot shall be considered to be the date of passing the Resolutions, for the purpose of compliance, in terms of the provisions of the Companies Act, 2013.
14. The decision of the Scrutinizer on the validity of the votes cast through the postal ballot and remote e-voting and any other matter in this regard shall be final and binding.
15. All relevant documents referred in the Explanatory Statement shall be open for inspection at the registered office of the Company on all working days between 11.00 AM to 1.00 PM upto the date of declaration of the result of Postal Ballot i.e. Tuesday, November 15, 2016 .
16. Members are requested to notify change in address, if any, in case of shares held in Electronic form to the concerned Depository Participant quoting their Client ID and in case of physical shares to the Registrar and Transfer Agent of the Company quoting their folio numbers.
17. **Instructions for casting votes using the Postal Ballot form are furnished on the reverse of the postal ballot form.**
18. **PROCESS FOR MEMBERS OPTING FOR E-VOTING:**
 - (a) In accordance with the requirement under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 108, Section 110 and other applicable provisions of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide electronic voting ("e-voting") as an option to its members to enable them to cast their votes electronically instead of dispatching the Postal Ballot Form by post. The Company has engaged the services of NSDL to provide remote e-voting facility.

The Members who wish to vote by Postal Ballot Form (instead of e-voting) can download the Postal ballot Form from NSDL Website or from the company website www.hflgoa.com.
 - (b) The Board of Directors has appointed CS. Sadashiv V. Shet, Practicing Company Secretary, (Membership No. FCS. 2477, C.P No 2540) as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner. E-voting is optional.

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(c) The voting rights of the shareholders/ beneficial owners shall be reckoned on the equity shares held by them as on the cutoff date i.e. Friday, September 23, 2016

(d) The instructions and process for voting electronically by the Members are as under:

A. In case of Members receiving E-mail from NSDL:

- (i) Open E-mail and open PDF file attached in the mail with your Client ID or Folio No. as password. The PDF file contains your user ID and Password for E-Voting on the resolution mentioned in the Postal Ballot Notice. Please note that the password is an initial password, which the member may change.
- (ii) If you are registered with NSDL for E-Voting then you can use your existing User ID and Password for casting your vote.
- (iii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iv) Click on Shareholder – “Login”
- (v) Put User ID and Password as noted in step (i) above. Click Login
- (vi) Password change menu appears. Change the password with new password of your choice with minimum 8 digits / characters or combination thereof.
- (vii) Please note your new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) The Home page of “E-Voting” opens. Click on “E-Voting - Active Voting Cycles”.
- (ix) Select “EVEN” (E-Voting Event Number) of Hindustan Foods Limited and click on “SUBMIT”.
- (x) Now you are ready for E-Voting as Cast Vote page opens.
- (xi) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (xii) Upon confirmation, the message “Vote cast successfully” will be displayed. Kindly note that vote once cast cannot be modified.
- (xiii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail at sadashivshet@gmail.com and the Company at hfl@dempos.com with a copy marked to evoting@nsdl.co.in.

B. In case of Members' receiving Postal Ballot Notice by Post

- (i) Initial password is provided at the bottom of Postal Ballot Form.

EVEN (E-voting Event Number)	USER ID	PASSWORD



- (ii) If you are registered with NSDL for E-Voting then you can use your existing User ID and Password for casting your vote.
- (iii) Please follow all steps from Sl. No. (iii) to Sl. No. (xiii) as mentioned in (A) above, to cast vote except Sl. No. (v)
- C. Member cannot exercise his / her vote by proxy on Postal Ballot.
- D. The Scrutinizer's decision on the validity or otherwise of Postal Ballot / E-Voting will be final.
- E. Members may also note that the Postal Ballot Notice will also be available on the Company's website viz. www.hflgoa.com for downloading.
- F. In case you have any queries or issues regarding E-Voting, you may refer the Frequently Asked Questions ["FAQs"] and E-Voting manual for shareholder available at downloads section of <https://www.evoting.nsdl.com/> or contact NSDL at the toll free No. 1800-222-990.

(e) Other Instructions

- (i) The e-voting period begins at 9 AM on Wednesday, October 12, 2016 and ends on at 5.00 PM on Thursday, November 10, 2016. During this period, the members of the Company holding shares either in physical form or in dematerialised form as on the cut-off date (record date) of Friday, September 23, 2016 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- (ii) Once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently.
- (iii) The voting rights of members shall be in proportion to their share of the paid-up equity share capital of the Company.
- (iv) The Scrutinizer shall, after the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against if any, forthwith to the Chairman of the Company.

The results shall be declared not later than the close of working hours on Tuesday, November 15, 2016 at the registered office of the Company at Dempo House Campal, Panaji, Goa 403001. The results declared along with the Scrutinizer's report shall also be placed on the Company's website www.hflgoa.com. The date of declaration of the results will be treated as the date of passing of the resolutions.
- (v) Voting will be provided to the members through e-voting/postal ballot. A member can opt for only one mode of voting, i.e. either through e-voting or through postal ballot. If a member casts votes by both modes, then voting done through e-voting shall prevail and the voting through postal ballot mode shall be treated as invalid.

EXPLANATORY STATEMENT TO SPECIAL BUSINESS

(Pursuant to Section 102 of the Companies Act, 2013, ("ACT"))

ITEM NO. 1 & 2

The Issue of Equity Shares referred to in Resolution at Item No. 3, will result in the increase in Paid-up Share Capital of the Company. The current Authorised Share Capital of the Company is not sufficient to accommodate the enhanced capital on issuance of shares. The Company therefore, proposes to increase its Authorised Share Capital to Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,30,00,000 (One Crore Thirty Lacs) Equity Shares of Rs. 10/- each and 2,00,000 (Two Lakh) 9% Redeemable Preference shares of Rs. 100/- each from the existing Authorized Share Capital of Rs. 7,00,00,000/- (Rupees Seven Crores Only) divided into 50,00,000 (Fifty Lacs) Equity Shares of Rs. 10/- each and 2,00,000 (Two Lakh) 9% Redeemable Preference shares of Rs. 100/- each.

As per section 61(1) and other applicable provisions of the Companies Act, 2013, the consent of shareholders is required for increasing the Authorized Share Capital of the Company. Consequent to increase in the Authorised Share Capital, it is necessary to change the existing capital clause of the Memorandum of Association and Articles of Association of the Company.

Therefore, the Board recommends the proposed resolution for your approval.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives, are in any way, concerned or interested, financial or otherwise, in the resolution set out in Item No.1 & 2 except to the extent of their shareholding in the Company, if any.

ITEM NO. 3

Approval of the members by way of special resolution is required inter alia in terms of Sections 42 and 62(1)(c) of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (collectively, the "CA 2013") as well as the Securities and Exchange Board of India, (Issue of Capital and Disclosure Requirement) Regulations, 2009 ("*SEBI (ICDR) Regulations*").

Therefore, in terms of said sections, rules and regulations, consent of the Members is being sought for the issue and allotment, upto maximum of 80,00,000 equity shares of the Company, having a face value of Rs. 10/- (Rupees Ten only) each at a price being not lower than the minimum price calculated in accordance with Regulation 76 of SEBI (ICDR) Regulation, on a preferential basis to the Subscribers, entitling the Subscribers to subscribe to and be allotted the Equity Shares, not later than 15 (fifteen) days from the date of passing of this Special Resolution by the members.

In terms of the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and as per Regulation 73 of the ICDR Regulations, the relevant disclosures / details are given below:

A. OBJECTS OF THE ISSUE:

The Company proposes to raise additional funds through the issue of equity shares on preferential basis. The proceeds of the issue is proposed, inter alia, to be utilized towards meeting the Capital expenditure for expansion of current business operations by acquiring or constructing operational units, repayment of unsecured loans, to meet long term working capital requirements, to meet the capital expenditure in expanding the operational capacity of the existing units and general corporate purposes. The Board of Directors of the Company, at its meeting held on Monday, September 19, 2016 has decided to issue and allot, upto maximum of 80,00,000 (Eighty Lacs) equity shares of face value of Re.10/- (Rupee Ten Only) each at a price being not lower than the minimum price calculated in accordance with Regulation 76 of SEBI (ICDR) Regulations, as amended.



B. PROPOSAL OF THE PROMOTERS / DIRECTORS / KEY MANAGERIAL PERSONNEL TO SUBSCRIBE TO THE OFFER:

None of the Promoter/Director / Persons in Promoter/ Promoter Group / Key Managerial Personnel are subscribing to the offer except the following:

Name of Applicant (Proposed Allottee)	Category	Maximum No. of Shares proposed to be allotted
Vanity Case India Private Limited	Promoter	4125000
Ganesh Tukaram Argekar	Key Managerial Personnel	50000
Beena M. Mahambrey	Key Managerial Personnel	2500
Kedarnath Narayan Chandra Swain	Key Managerial Personnel	2250

C. NO CHANGE IN CONTROL:

The existing promoters of the company will continue to be in control of the company and there will not be any changes in the management/control of the company as a result of the proposed preferential allotment

D. SHAREHOLDING PATTERN BEFORE AND AFTER THE PROPOSED PREFERENTIAL ISSUE :

Category	Pre-Issue Equity Holdings		Preferential Allotment of equity shares	Post-Issue Equity Holdings *	
	No. of Shares	% of Share Holding		No. of Shares	% of Share Holding
1) Promoter Holdings					
a. Indian Promoters					
Vanity Case India Private Limited	3722294	74.45	4125000	7847294	60.36
b. Foreign Promoters	0	0.00		0	0.00
Sub-total	3722294	74.45	4125000	7847294	60.36
2) Non-Promoters Holding					
a. Resident Indians (Individuals)	1105005	22.10	1729250	2834255	21.80
b. Bodies Corporate	61813	1.24	2100000	2161813	16.63
c. NRI/FII/NRR/OCB/FPI	90651	1.81		90651	0.70
d. Others		0.00		0	0.00
Clearing Members	6536	0.13		6536	0.05
HUF	13701	0.27	45750	59451	0.46
Sub-Total	1277706	25.55	3875000	5152706	39.64
Total	5000000	100.00	8000000	13000000	100.00

* On assumption that entire 80,00,000 equity shares may be allotted

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E. LOCK-IN PERIOD

The equity shares allotted will be subject to applicable lock in, for such period as prescribed in Regulation 78 of SEBI (ICDR) Regulations.

The entire pre preferential holding of the allottees, if any shall be locked in from the Relevant Date upto a period of six months from the date of trading approval granted by the Stock Exchange.

F. TRANSFERRABILITY PERIOD

The equity shares allotted on preferential basis shall be non-transferrable from the date of allotment till trading approval is granted by all the recognized stock as prescribed in Regulation 79(2) of SEBI (ICDR) Regulations.

G. PROPOSED TIME WITHIN WHICH ALLOTMENT SHALL BE COMPLETED

As required under the SEBI (ICDR) Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 days from the date of such approval(s), as the case may be.

H. CERTIFICATE FROM AUDITORS

The Statutory Auditors' Certificate, as mandated under Regulation 73(2) of the SEBI (ICDR) Regulations, certifying that the proposed preferential issue is being made in accordance with the requirement of SEBI (ICDR) Regulations, will be available for inspection at the Registered Office of the Company on all working days between 11.00 a.m. to 1.00 p.m. upto the last day of receipt of Postal Ballot Form by the Company

I. IDENTITY OF NATURAL PERSONS WHO ARE THE ULTIMATE BENEFICIAL OWNERS OF THE SHARES PROPOSED TO BE ALLOTTED AND/OR WHO ULTIMATELY CONTROL THE PROPOSED ALLOTTEE AND THE PERCENTAGE OF POST PREFERENTIAL ISSUE CAPITAL THAT MAY BE HELD BY THE ALLOTTEE:

Identity of Proposed allottees	Category	Pre-Holding		No. of equity shares proposed to be issued	Post- Holding (*)		Beneficial Ownership
		Shares	%		Shares	%	
Vanity Case India Private Limited	Promoter	3722294	74.45	4125000	7847294	60.36	Mr. Sameer Kothari
Sixth Sense India Opportunities - 1	Non - Promoter	0	0.00	2000000	2000000	15.38	Mr. Nikhil Vora
SAM Financial Services LLP	Non - Promoter	0	0.00	100000	100000	0.77	Mr. Ajay Sarupria

* On assumption that entire 80,00,000 equity shares shall be allotted.

The consent of the Members is sought for the issue of equity shares, in terms of Section 62 of the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and in terms of the provisions of the SEBI (ICDR) Regulations and the Listing Agreement entered into by the Company with the stock exchange, where the Company's equity shares are listed.

J. PERSONS TO WHOM ALLOTMENT ON PREFERENTIAL BASIS HAVE BEEN MADE DURING THE YEAR

During the year, the company has not made any preferential allotment to any person.

K. PRICING:

The equity shares will be issued on preferential basis at a price being not lower than the minimum price calculated in accordance with Regulation 76 of SEBI (ICDR) Regulations, as amended for Preferential Issue.



L. RELEVANT DATE:

"Relevant Date" will be 30 days prior to the date on which the result of postal ballot shall be declared or in the case where the Relevant Date falls on a Weekend/Holiday, the day preceding the Weekend/Holiday will be reckoned to be the Relevant Date

The Board accordingly recommends the Special Resolution set out at Item No. 3 for approval of the Members.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives is in any way, concerned or interested, financial or otherwise, in the above referred Resolution except Mr. Ganesh Argekar, Mrs. Beena M. Mahambrey and Mr. Kedarnath N. C. Swain, being the Key Managerial Personnel of the Company to the extent the allotment is to be made under this resolution.

ITEM NO.4

In terms of the resolution passed by the Shareholders at the Annual General Meeting held on September 27, 2014 pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company is authorized to borrow upto a sum of Rs. 25,00,00,000 (Rupees Twenty Five Crores) over and above the paid-up share capital and free reserves of the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business). The Business Expansion proposal which is being carried out by the Company requires additional funds. Hence, the mobilization of the funds has been substantially increased. Therefore, it is considered desirable to increase the Board's borrowing powers from the existing limit of Rs.25,00,00,000 (Rupees Twenty Five Crores) to Rs. 100,00,00,000 (Rupees Hundred Crores) over and above the paid-up share capital and free reserves of the Company. Accordingly, the consent of the Shareholders is sought under Section 180 (1) (c) of the Companies Act, 2013.

Further, mortgage and/or charge by the Company on its moveable and/or immoveable properties and/or the whole or any part of the undertaking(s) of the Company in favour of the Financial Institutions / Banks / Lenders/ Facility Agent/ Account Bank, may be regarded as disposal of the Company's undertaking(s) within the meaning of section 180(1)(a) of the Companies Act 2013 which provides for approval of shareholders by a Special Resolution. Hence, approval of the shareholders is sought under Section 180 (1)(a) of the Companies Act, 2013.

The Board accordingly recommends the Special Resolution set out at Item No. 4 for approval of the Members.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives, are in any way, concerned or interested, financial or otherwise, in the resolution set out in Item No. 4 except to the extent of their shareholding in the Company, if any.

ITEM NO. 5

The Board meeting held on September 19, 2016 has examined the working of the Company. Your, board has come to an opinion that the Company needs to diversify in the business other than existing object clauses of the Company and for the same Company needs to alter its main object. Therefore, the approval of the Members is being sought by way of a Special Resolution under Section 13 of the Act read with the Rules made thereunder, to enable the Company to alter the main object of the Memorandum of Association of the Company by adding Clause 5, 6, 7 and 8 after sub Clause 4 of Clause III (A) of the Memorandum of Association

The Board accordingly recommends the Special Resolution set out at Item No. 5 for approval of the Members.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives, are in any way, concerned or interested, financial or otherwise, in the resolution set out in Item No. 5 except to the extent of their shareholding in the Company, if any.

ITEM NO. 6

The Company has availed the credit facilities from Banks/ Financial Institutions ('the Lenders') from time to time for setting up of various projects and also to meet the working capital requirements of the business. As per the terms of agreement(s) entered into with the Lenders, the Lenders have right to nominate directors on the Board of Directors of the Company.

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As per the provisions of Section 161 of the Companies Act, 2013, it is necessary that the Articles of Association of the Company contain provisions for authority of the Board of Director(s) to appoint Nominee Director(s) on the Board.

The present Articles of Association does not contain such power of appointment of Nominee Director(s) and hence, it would be necessary to alter the Articles of Association of the Company to enable the Board of Directors to appoint Nominee Director(s) on the Board.

As per the provisions of Section 14 of the Companies Act, 2013, alteration of Articles of Association requires approval of shareholders by way of a Special Resolution

The Board accordingly recommends the Special Resolution set out at Item No. 6 for approval of the Members.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives, are in any way, concerned or interested, financial or otherwise, in the resolution set out in Item No. 6 except to the extent of their shareholding in the Company, if any

**By the Order of the Board
For Hindustan Foods Limited**

**Sd/-
Beena M. Mahambrey
(Company Secretary)
Membership No: 18806**

**Place: Goa
Date: September 19, 2016**