

*Sadashiv V. Shet*

B.A., B.Com., LL.B., F.C.S  
**Company Secretary**

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**Consolidated Scrutinizer's Report**  
on voting through ballot paper and through remote e-voting

**[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015]**

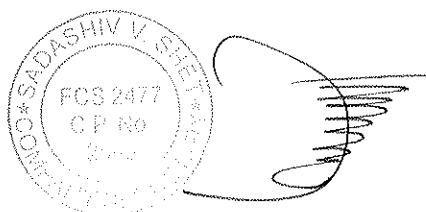
To,  
The Chairperson for the 32<sup>nd</sup> Annual General Meeting of Equity Shareholders  
**Hindustan Foods Limited**  
held on Wednesday, 27<sup>th</sup> September, 2017 at 10:30 a.m.  
at Dempo House, Campal, Panaji-Goa 403 001

Dear Sir,

I, Sadashiv V. Shet, Practicing Company Secretary, had been appointed as a Scrutinizer for the purpose of scrutinizing the voting on the below mentioned resolutions through ballot paper at the 32<sup>nd</sup> Annual General Meeting (32<sup>nd</sup> AGM) of the Equity Shareholders of Hindustan Foods Limited held on Wednesday, the 27<sup>th</sup> September, 2017 at Dempo House, Campal, Panaji-Goa 403001 and through remote e-voting during the period from Sunday, 24<sup>th</sup> September, 2017 (9:00 a.m IST) to Tuesday, 26<sup>th</sup> September, 2017 (5:00 p.m.IST) in a fair and transparent manner and for ascertaining the requisite majority on voting through ballot paper and remote e-voting carried out as per the provisions of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015.

I hereby submit as under:

1. The remote e-voting period remained open from Sunday, 24<sup>th</sup> September, 2017 (9:00 a.m IST) to Tuesday, 26<sup>th</sup> September, 2017 (5:00 p.m. IST) and was disabled for voting thereafter.
2. The Shareholders holding shares as on the "cut-off" date i.e. 20<sup>th</sup> September, 2017 were entitled to vote on the proposed resolutions contained in the notice of the 32<sup>nd</sup> AGM.
3. One ballot box kept for the purpose of voting through ballot paper was locked in my presence with due identification marks placed by me.
4. The locked ballot box was subsequently opened in my presence and the ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Company / Registrar and Share Transfer Agents of the Company and the authorizations lodged with the Company.
5. I did not find any ballot paper invalid.



6. After counting the votes cast by the shareholders present at the 32<sup>nd</sup> AGM through ballot paper, the votes casted through remote e-voting were unblocked on 27<sup>th</sup> September 2017 at around 4.30 p.m. in the presence of two witnesses, Ms. Sushma Bandeker and Ms. Rakhi Malkarnekar, who are not in employment of the Company.
7. The consolidated report on the result of the voting through ballot paper and remote e-voting are as under:

**Item no. 1: Ordinary Resolution**

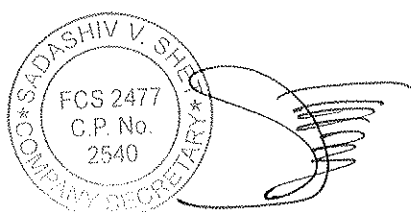
Adoption of Audited Financial Statements, Directors' Report & Auditors' Report for the financial year ended 31st March, 2017.

Mode of Voting	Number of Shareholders voted	Number of Votes/Shares polled	Number of Votes/Shares in favour of the resolution	Number of Votes/Shares against the resolution	% of Votes/Shares - in favour	% of Votes/Shares - against	Neutral/ Abstained / Invalid votes
		(1)	(2)	(3)	(4)=[(2)/(1)] * 100	(5)=[(3)/(1)] * 100	(6)
Remote e-voting	8	13115	13115	0	100.0000	0.0000	0
Ballot paper	46	10121194	10121194	0	100.0000	0.0000	200
<b>Total</b>	<b>54</b>	<b>10134309</b>	<b>10134309</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>200</b>

**Item no. 2: Ordinary Resolution**

Reappointment of Mr. Rajesh S. Dempo (DIN 05143106), who retires by rotation and being eligible offers himself for re-appointment.

Mode of Voting	Number of Shareholders voted	Number of Votes/Shares polled	Number of Votes/Shares in favour of the resolution	Number of Votes/Shares against the resolution	% of Votes/Shares - in favour	% of Votes/Shares - against	Neutral/ Abstained / Invalid votes
		(1)	(2)	(3)	(4)=[(2)/(1)] * 100	(5)=[(3)/(1)] * 100	(6)
Remote e-voting	8	13115	13115	0	100.0000	0.0000	0
Ballot paper	46	10121194	10121194	0	100.0000	0.0000	200
<b>Total</b>	<b>54</b>	<b>10134309</b>	<b>10134309</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>200</b>



**Item no. 3: Ordinary Resolution**

Appointment of M/s. MSKA & Associates, Chartered Accountants (Registration No. 105047W) as Statutory Auditors of the Company, in place of the retiring auditors M/s. R. Sundararaman & Co., Chartered Accountants, and to fix their remuneration.

Mode of Voting	Number of Shareholders voted	Number of Votes/Shares polled	Number of Votes/Shares in favour of the resolution	Number of Votes/Shares against the resolution	% of Votes/Shares - in favour	% of Votes/Shares - against	Neutral/ Abstained / Invalid votes
		(1)	(2)	(3)	(4)=[(2)/(1)] * 100	(5)=[(3)/(1)] * 100	
Remote e-voting	8	13115	13115	0	100.0000	0.0000	0
Ballot paper	46	10121194	10121194	0	100.0000	0.0000	200
<b>Total</b>	<b>54</b>	<b>10134309</b>	<b>10134309</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>200</b>

**Item no. 4: Ordinary Resolution**

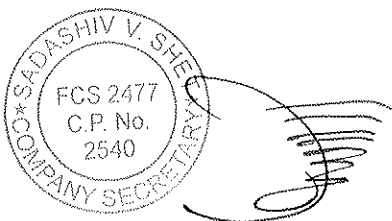
Appointment of Mr. Sameer R Kothari (DIN: 01261343) as a Director

Mode of Voting	Number of Shareholders voted	Number of Votes/Shares polled	Number of Votes/Shares in favour of the resolution	Number of Votes/Shares against the resolution	% of Votes/Shares - in favour	% of Votes/Shares - against	Neutral/ Abstained / Invalid votes
		(1)	(2)	(3)	(4)=[(2)/(1)] * 100	(5)=[(3)/(1)] * 100	
Remote e-voting	8	13115	13115	0	100.0000	0.0000	0
Ballot paper	46	10121194	10121194	0	100.0000	0.0000	200
<b>Total</b>	<b>54</b>	<b>10134309</b>	<b>10134309</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>200</b>

**Item no. 5: Ordinary Resolution**

Appointment of Mr. Nikhil K Vora (DIN: 05014606) as a Non-Executive Director

Mode of Voting	Number of Shareholders voted	Number of Votes/Shares polled	Number of Votes/Shares in favour of the resolution	Number of Votes/Shares against the resolution	% of Votes/Shares - in favour	% of Votes/Shares - against	Neutral/ Abstained / Invalid votes
		(1)	(2)	(3)	(4)=[(2)/(1)] * 100	(5)=[(3)/(1)] * 100	
Remote e-voting	8	13115	13115	0	100.0000	0.0000	0
Ballot paper	46	10121194	10121194	0	100.0000	0.0000	200
<b>Total</b>	<b>54</b>	<b>10134309</b>	<b>10134309</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>200</b>



### Item no. 6: Ordinary Resolution

Appointment of Ms. Honey Vazirani (DIN: 07508803) as an Independent - Woman Director.

Mode of Voting	Number of Shareholders voted	Number of Votes/Shares polled	Number of Votes/Shares in favour of the resolution	Number of Votes/Shares against the resolution	% of Votes/Shares - in favour	% of Votes/Shares - against	Neutral/ Abstained / Invalid votes
		(1)	(2)	(3)	(4)=[(2)/(1)] * 100	(5)=[(3)/(1)] * 100	(6)
Remote e-voting	7	12915	12915	0	100.0000	0.0000	200
Ballot paper	46	10121194	10121194	0	100.0000	0.0000	200
<b>Total</b>	<b>53</b>	<b>10134109</b>	<b>10134109</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>400</b>

### Item no. 7: Special Resolution

Appointment of Mr. Sameer R Kothari (DIN No. 01261343) as the Managing Director of the Company for a period of 5 years with effect from 22<sup>nd</sup> May, 2017 till 21<sup>st</sup> May 2022, without any remuneration.

Mode of Voting	Number of Shareholders voted	Number of Votes/Shares polled	Number of Votes/Shares in favour of the resolution	Number of Votes/Shares against the resolution	% of Votes/Shares - in favour	% of Votes/Shares - against	Neutral/ Abstained / Invalid votes
		(1)	(2)	(3)	(4)=[(2)/(1)] * 100	(5)=[(3)/(1)] * 100	(6)
Remote e-voting	8	13115	13115	0	100.0000	0.0000	0
Ballot paper	46	10121194	10121194	0	100.0000	0.0000	200
<b>Total</b>	<b>54</b>	<b>10134309</b>	<b>10134309</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>200</b>

### Item no. 8: Special Resolution

Re-appointment of Mr. Ganesh T Argekar, (DIN:06865379) as Whole-time Director of the Company, designated as Executive Director, for a further period of 3 years with effect from 19<sup>th</sup> May, 2017 and payment of remuneration.

Mode of Voting	Number of Shareholders voted	Number of Votes/Shares polled	Number of Votes/Shares in favour of the resolution	Number of Votes/Shares against the resolution	% of Votes/Shares - in favour	% of Votes/Shares - against	Neutral/ Abstained / Invalid votes
		(1)	(2)	(3)	(4)=[(2)/(1)] * 100	(5)=[(3)/(1)] * 100	(6)
Remote e-voting	8	13115	13115	0	100.0000	0.0000	0
Ballot paper	46	10121194	10121194	0	100.0000	0.0000	200
<b>Total</b>	<b>54</b>	<b>10134309</b>	<b>10134309</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>200</b>

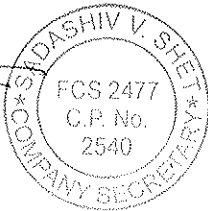



The Register, all other papers and relevant records relating to remote e-voting and voting through ballot papers shall remain in our safe custody until the Chairperson considers, approves and signs the Minutes of the aforesaid 32<sup>nd</sup> AGM and thereafter the same would be handed over to the Company Secretary for safe keeping.

**I report that all the Resolutions have been passed by the Shareholders by the requisite majority.**

Thanking you,

Yours faithfully,



**(Sadashiv V. Shet)**  
**Practicing Company Secretary**  
**Membership No. 2477**  
**C. P. No. 2540**



Witness 1: Sushma Bandeker



2: Rakhi Malkarnekar

Date: 28<sup>th</sup> September, 2017

Place: Panaji-Goa.

**Countersigned**