

Sadashiv V. Shet

B.A., B.Com., L.L.B., F.C.S.
Company Secretary

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To,
The Chairperson
Hindustan Foods Limited
Dempo House, Campal,
Panaji-Goa 403001


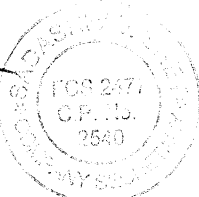
Re.: Report of Scrutinizer on passing of resolution through Postal Ballot and e-Voting

Dear Sir,

I, Sadashiv V. Shet, *Practicing Company Secretary* (having Certificate of Practice No. 2540), was appointed as a Scrutinizer by the Board of Directors of Hindustan Foods Limited ("the Company") for the purpose of conducting the postal ballot voting process for passing of the Special resolution as set out in the Notice of the Postal Ballot dated December 7, 2016 issued by the Company.

I hereby submit my report as under:

1. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and pursuant to the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility also to its Members to enable them to cast their votes electronically in respect of the aforesaid postal ballot.
2. The shareholders holding shares either in physical form or in dematerialized form as on the "cut off" date i.e. December 2, 2016 were entitled to vote through e-voting and through postal ballot on the Special Resolution as set out in the Notice of Postal Ballot dated December 7, 2016 of the Company. As on the "cut off" date i.e. December 2, 2016, the issued, subscribed & paid-up share capital of the Company was Rs. 5,00,00,000/- comprising of 50,00,000 Equity shares of Rs. 10/- each.
3. The Company had completed by December 17, 2016, the dispatch of the Postal Ballot Forms to all the shareholders of the Company whose names appeared on the Register of Members/List of Beneficiaries as on December 2, 2016 as per following details:
 - a) NSDL had mailed the Postal Ballot Notice along with the Postal Ballot Form electronically to those shareholders who had registered their email ID's with the Company/Depositories; and
 - b) The Company had couriered/posted the Postal Ballot Notice along with the Postal Ballot Form and a self-addressed postage prepaid Business Reply Envelope to the rest of the shareholders.
4. The Company published Newspaper Advertisement in The Financial Express and The Navhind Times (English Dailies) and The Navprabha (Marathi Daily) regarding dispatch of the Notice of Postal Ballot

along with the Postal Ballot Form and containing all the matters required under the Companies Act, 2013 and relevant rules on December 18, 2016.

5. Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.
6. All postal ballot forms received up to 5:00 p.m. on January 17, 2017, being the last date fixed by the Company for receipt of the forms, were considered for my scrutiny.
7. The postal ballot forms were kept under my safe custody before commencing the scrutiny of the said postal ballot forms.
8. The postal ballot forms were duly opened, scrutinized and the shareholding was matched/confirmed with the Register of Members/List of Beneficiaries of the Company
9. No postal ballot forms were received after 5:00 p.m. on January 17, 2017 till the signing of this report.
10. I did not find any defaced or mutilated ballot paper.
11. A summary of the voting (through physical postal ballot forms and through e-voting) is given below:

ITEM NO. 1: SPECIAL RESOLUTION

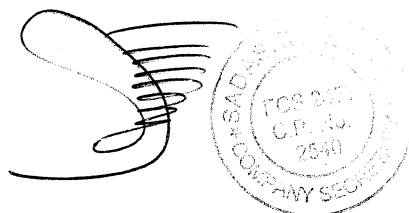
Ratification of the disclosure in respect of the preferential issue of shares.

(i) Voted in favour of the resolution:

Particulars of Postal Ballot Voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Physical	114	38,19,826	-
E-voting	27	1,590	-
Total	141	38,21,416	100.000

(ii) Voted against the resolution:

Particulars of Postal Ballot Voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Physical	-	-	-
E-voting	-	-	-
Total	0	0	0.000



The image shows a handwritten signature in black ink on the left. To its right is a circular stamp. The stamp contains the text 'FOR SECRETARY', 'C.P. No. 2540', and 'COMPANY SECRETARY' around the perimeter.

(iii) Invalid votes:

Particulars of Postal Ballot Voting	Total number of shareholders whose votes were declared invalid	Total number of votes cast by them
Physical	2	7
E-voting	Nil	N.A.
Total	2	7

The postal ballot forms and other related papers/registers and records were handed over to the Company Secretary for safe keeping.

I report that the Resolution has been passed by the shareholders by the requisite majority.

You may accordingly declare the result of the voting by Postal Ballot and e-Voting.

Thanking you,

Yours faithfully,



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

Date: January 19, 2017
Place: Panaji-Goa.