

VANITY CASE INDIA PRIVATE LIMITED

CIN: U74999MH2012PTC357921

Registered Office: Office No. 3, Level 2, Centrium, Phoenix Market City,
15, Lal Bahadur Shastri Road, Kurla (West), Mumbai, Maharashtra, India, 400 070.
Email: legal@thevanitycase.com Tel No. +91-22-61801700/01

Date: December 21, 2023

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| To, The General Manager Department of Corporate Services BSE Limited Floor 25, P. J. Towers, Dalal Street, Mumbai- 400 001 Tel: (022) 2272 1233 / 34 Company Scrip Code: 519126 | To, The Manager, National Stock Exchange of India Limited, Listing Department, Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai 400 070 Company Symbol: HNDFDS |
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Dear Sir /Madam,

Sub: Disclosure under Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011

Ref: Allotment of 72,71,081 Convertible Warrants to certain Qualified Institutional Buyers and Non-Qualified Institutional Buyers under Non-Promoter category on Preferential basis

Pursuant to Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011, We on behalf of the Promoters enclosed herewith the disclosures in the prescribed format, pursuant to Allotment of 72,71,081 Convertible Warrants to certain Qualified Institutional Buyers and Non-Qualified Institutional Buyers under Non-Promoter category on Preferential basis by the Hindustan Foods Limited ("**Target Company**").

Kindly take the same on record.

Yours faithfully,

For VANITY CASE INDIA PRIVATE LIMITED


SAMEER KOTHARI
DIRECTOR
DIN: 01361343



Encl: As above

CC:

To,

Hindustan Foods Limited

Office No. 3, Level 2, Centrium, Phoenix Market City,
15, Lal Bahadur Shastri Road, Kurla (West),
Mumbai 400 070, Maharashtra

Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

| | | | |
|--|---|--|--|
| Name of the Target Company (TC) | HINDUSTAN FOODS LIMITED | | |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | 1) M/s. Vanity Case India Private Limited 2) Mr. Sameer Kothari 3) Ms. Asha Kothari | | |
| Whether the acquirer belongs to Promoter/Promoter group | NA | | |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed | a) BSE Limited b) National Stock Exchange of India Limited | | |
| Details of the acquisition / disposal 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: | | | |
| a) Shares carrying voting rights | | | |
| 1) M/s. Vanity Case India Private Limited | 1) 4,64,58,145 | 1) 41.21% | 1) 0% |
| 2) Mr. Sameer Kothari | 2) 1,20,75,915 | 2) 10.71% | 2) 0% |
| 3) Ms. Asha Kothari | 3) 1,20,75,915 | 3) 10.71% | 3) 0% |
| b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others) | NA | NA | NA |
| c) Voting rights (VR) otherwise than by 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) | 7,06,09,975 | 62.63% | 0% |



| | | | |
|---|--|---------------|---------------|
| Details of acquisition/sale | | | |
| a) Shares carrying voting rights acquired/allotted | | | |
| 1) M/s. Vanity Case India Private Limited | 1)NA | 1)NA | 1) NA |
| 2) Mr. Sameer Kothari | 2)NA | 2)NA | 2) NA |
| 3) Ms. Asha Kothari | 3)NA | 3)NA | 3) NA |
| b) VRs acquired /sold otherwise than by shares | NA | NA | NA |
| 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) acquired/sold | NA | NA | NA |
| d) Shares encumbered / invoked/released by the acquirer | NA | NA | NA |
| e) Total (a+b+c+/-d) | NA | NA | NA |
| After the acquisition/sale, holding of: | | | |
| a) Shares carrying voting rights | | | |
| 1) M/s. Vanity Case India Private Limited | 1) 4,64,58,145 | 1) 41.21% | 1) 38.71% |
| 2) Mr. Sameer Kothari | 2) 1,20,75,915 | 2) 10.71% | 2) 10.06% |
| 3) Ms. Asha Kothari | 3) 1,20,75,915 | 3) 10.71% | 3) 10.06% |
| b) Shares encumbered with the acquirer | NA | NA | NA |
| c) VRs otherwise than by 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) after acquisition. | NA | NA | NA |
| e) Total (a+b+c+d) | 7,06,09,975 | 62.63% | 58.83% |
| Mode of acquisition / sale (e.g. open market / off market / public issue / rights issue / preferential allotment / inter-se transfer etc.) | The Board of Directors of TC, in their Meeting held on December 20, 2023 allotted 72,71,081 Convertible Warrants on preferential basis, each Warrant convertible into 1 Equity Share of face value of Rs. 2/- each fully paid-up of the TC to the certain QIBs and Non-QIBs under Non-Promoter category. Considering on exercise of option by the Warrant holder to convert into resulting equity shares the Percentage (%) of the shares held by the Promoters may change and get diluted. | | |
| Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable | 20.12.2023 | | |
| Equity share capital / total voting capital of the TC before the said acquisition / sale | 11,27,42,690 | | |
| Equity share capital/ total voting capital of the TC after the said acquisition / sale | 11,27,42,690 | | |
| Total diluted share/voting capital of the TC after the said acquisition | 12,00,13,771 | | |

S.K.M.

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

1. The Board of Directors of TC, in their Board Meeting held on December 20, 2023 had allotted 72,71,081 Convertible Warrants to certain Qualified Institutional Buyers & Non-Qualified Institutional Buyers under the Non Promoter category on Preferential basis.
2. The said allotted Warrants are convertible into equivalent number of Equity Shares of face value of Rs. 2/- each fully paid-up of the Company.

(*) 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.



Sameer Kothari
Promoter / Managing Director

Place: Mumbai
Date: 21.12.2023
