### NHC FOODS LTD

(Government Recognised Three Star Export House)

An ISO 22000:2005 Certified Company
CIN: L15122GJ1992PLC076277 • GSTIN: 27AAACM3032B1Z6



December 02, 2024

To The Manager BSE Limited P.J. Towers, Dalal Street, Mumbai-400001, Maharashtra, India.

Scrip Code: 517554

Scrip Symbol: NHCFOODS

<u>Sub: Newspaper Advertisement – Disclosure under Regulation 30 and Regulation 47 of SEBI</u>
(<u>Listing Obligations and Disclosure Requirements</u>) Regulations, 2015 ("SEBI Listing Regulations")

Ref: Pre-Issue Advertisement as per Regulation 84 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018

Pursuant to Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed copies of the newspaper publication pertaining to the extract of advertisement for Notice to Shareholders regarding upcoming Rights Issue of the Company in accordance with Regulation 84 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

Name of the Newspaper	Language	Edition English National Daily Hindi National Daily Regional Newspaper	
Financial Express	English		
Jansatta	Hindi		
Sandesh	Gujarati		

The said advertisement was published on December 02, 2024.

This will also be hosted on Company's website at www.nhcgroup.com

Copy of the advertisements are enclosed herewith for your record.

Thanking you,

Yours faithfully

For NHC Foods Limited

Alesha Hakim Khan Company Secretary & Compliance Officer

Encl: as above

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This advertisement is for information purposes only and does not constitute an offer or an invitation or a recommendation to purchase, hold or sell securities. This is not an announcement for the offer document. All capitalized terms used herein and not defined herein shall have the meaning assigned to them in the letter of offer dated November 19, 2024



# NHC FOODS LIMITED

Our Company was incorporated in the name of "Midpoint Software & Electro Systems Limited" on August 04, 1992, in Mumbai, Maharashtra, as a Public Limited Company under the Companies Act, 1956, pursuant to a certificate of incorporation issued by the Registrar of Companies — Mumbai, Maharashtra. A certificate of commencement of business was granted to our Company on August 12, 1992 by Registrar of Companies — Mumbai, Maharashtra. Pursuant to the scheme of amalgamation under Section 391-394 and other relevant provisions of the Companies Act, 1956, NHC Industries Private Limited has been merged with our Company with effect from September 07, 2010. Subsequently, the name of our Company was changed to NHC Foods Limited pursuant to a certificate of incorporation dated October 15, 2010 issued by the Registrar of Companies — Mumbai, Maharashtra. For details of change in the name and registered office of the Company, refer chapter titled "General Information" on page 38

Registered Office: Survey No. 777, Umarsadi Desaiwad Road, Village Umarsadi, Taluka Pardi, Valsad - 396175, Gujarat, India

Corporate Office: 419/420, C Wing, Atrium 215, Andheri-Kurla Road, Chakala, Andheri East, J. B. Nagar, Mumbai – 400059, Maharashtra, India Contact Person: Mrs. Alesha Hakim Khan, Company Secretary & Compliance Officer;

Tel No: +91 8104472565 E-Mail ID: cs@nhcgroup.com; Website: www.nhcgroup.com CIN: L15122GJ1992PLC076277

#### **OUR PROMOTER: APOORVA HIMATLAL SHAH**

#### FOR PRIVATE CIRCULATION TO ELIGIBLE PUBLIC SHAREHOLDERS OF NHC FOODS LIMITED ("THE COMPANY" OR "THE ISSUER") ONLY

ISSUE OF UP TO 47,42,00,000 EQUITY SHARES OF FACE VALUE OF ₹1/- (RUPEE ONE ONLY) ("RIGHTS EQUITY SHARES") EACH AT A PRICE OF ₹1/- PER RIGHTS EQUITY SHARE AGGREGATING UP TO ₹4,742.00 LAKHS (1) ON A RIGHTS BASIS TO THE ELIGIBLE PUBLIC SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 4 (FOUR) RIGHTS EQUITY SHARE FOR EVERY 1 (ONE) FULLY PAID-UP EQUITY SHARE HELD BY THE ELIGIBLE PUBLIC SHAREHOLDERS AS ON THE RECORD DATE, TUESDAY, NOVEMBER 26, 2024 ("THE ISSUE"). FOR FURTHER DETAILS, KINDLY REFER TO THE CHAPTER TITLED "TERMS OF THE ISSUE" BEGINNING ON PAGE 214 OF THIS LETTER OF OFFER.

(1)Assuming full subscription

### NOTICE TO THE ELIGIBLE PUBLIC SHAREHOLDERS OF THE COMPANY

**ISSUE PROGRAMME \*** 

## ISSUE OPENS ON THURSDAY, DECEMBER 05, 2024

## LAST DATE FOR ON MARKET RENUNCIATION\*\* THURSDAY, DECEMBER 12, 2024

ISSUE CLOSES ON\*\*\*
WEDNESDAY, DECEMBER 18, 2024

- Pursuant to the SEBI Circular on Rights Issue dated 22 January 2020 Rights Issue Circular, SEBI has introduced the concept of credit of Rights Entitlements into the demat accounts of the Eligible Public Shareholders, which can be renounced by them by way of On Market Renunciation or Off Market renunciation. Further, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made only in dematerialised form.
- \* Eligible Public Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat accounts of the Renouncees on or prior to the Issue Closing Date.

  \*\* Our Board / Rights Issue Committee thereof will have the right to extend the Issue Period as it may determine from time to time, provided that this Issue will not remain open in excess of 30 days from the Issue Opening Date. Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

ASBA\*

## Simple, Safe, Smart way of Application-Make use of it!!!

\*Application Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For further details check section on ASBA below.

Process for Application in this Issue: In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, refer "Procedure for Application through the ASBA Process" on page 227 of the Letter of Offer ("LOF").

**ASBA facility:** Investors can submit either the Application Form in physical mode to the Designated Branch of the SCSBs or online/electronic Application through the website of the SCSBs (if made available by such SCSB) authorizing the SCSB to block the Application Money in an ASBA Account maintained with the SCSB. Application through ASBA facility in electronic mode will only be available with such SCSBs who provide such facility.

Investors applying through the ASBA facility should carefully read the provisions applicable to such Applications before making their Application through the ASBA process. For details, see "Procedure for Application through the ASBA Process" on page no. 227 of the LOF. Please note that subject to SCSBs complying with the requirements of SEBI Circular CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs.

Further, in terms of the SEBI Circular CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

Applicants should note that they should very carefully fill-in their depository account details and PAN in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Please note that incorrect depository account details or PAN or Application Forms without depository account details shall be treated as incomplete and shall be rejected. For details see "Grounds for Technical Rejection" beginning on page 234 of the Letter of Offer. The Company, the Lead Manager, the Registrar and the SCSBs shall not be liable for any incomplete or incorrect demat details provided by the Applicants.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that Eligible Public Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, see "Application on Plain Paper under ASBA process" beginning from page 228 of the letter of offer.

APPLICATION SUPPORTED BY BLOCKED AMOUNT (ASBA): For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer

to https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmld=34. ELIGIBLE PUBLIC SHAREHOLDERS UNDER THE ASBA PROCESS MAY PLEASE NOTE THAT THE EQUITY SHARES UNDER THE ASBA PROCESS CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH THE EQUITY SHARES ARE HELD BY SUCH ASBA APPLICANT ON THE RECORD DATE. FOR DETAILS, SEE "ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS" ON PAGE 238 OF THE LOF.

APPLICATION ON PLAIN PAPER: An Eligible Public Shareholder who is eligible to apply under the ASBA process may make an Application to subscribe to the Issue on plain paper. An Eligible Public Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB.

Applications on plain paper will not be accepted from any address outside India. Please note that the Eligible Public Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently. The application on plain paper, duly signed by the Eligible Public Shareholder including joint holders, in the same order and as per specimen recorded with his bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

1. Name of the Company: "NHC FOODS LIMITED"; 2. Name and address of the Eligible Public Shareholder including joint holders (in the same order and as per specimen recorded with the Company or the Depository); 3. Registered Folio No./DP and Client ID No.; 4. Number of Equity Shares held as on Record Date; 5. Allotment option — only dematerialised form; 6. Number of Rights Equity Shares entitled to; 7. Total number of Rights Equity Shares applied for; 8. Number of additional Rights Equity Shares applied for, if any; 9. Total number of Rights Equity Shares applied for; 10. Total amount paid at the rate of ₹1/- for each Rights Equity Shares issued; 11. Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB; 12. In case of non-resident Eligible Public Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO Account such as the account number, name, address, branch of the SCSB with which the account is maintained and a copy of the RBI approval obtained pursuant to Rule 7 of the Foreign Exchange Management (Non-debt Instruments) Rules, 2019. 13. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Public Shareholder and for each Eligible Public Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to this Issue; 14. Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account; 15. Signature of the Eligible Public Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and 16. In addition, all such Eligible Public Shareholders are deemed to have accepted the following:

"I/ We understand that neither the Rights Entitlement nor the Equity Shares have been, or will be, registered under the United States Securities Act of 1933, as amended (the "US Securities Act") or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the "United States") except in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act. I/ we understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Equity Shares or Rights Entitlement in the United States. Accordingly, I/ we understand that this application should not be forwarded to or transmitted in or to the United States at any time. I/ we understand that none of the Company, the Registrar, the Lead Managers or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, the Lead Managers or any other person acting on behalf of the Company has reason to believe is in the United States, or if such person is outside India and the United States, such person is not a corporate shareholder, or is ineligible to participate in the Issue under the securities laws of their jurisdiction. I/ We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for h

I/ We understand and agree that the Rights Entitlement and Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S under the US Securities Act ("Regulation S"), or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. I/We (i) am/are, and the person, if any, for whose account I/we am/are acquiring such Rights Entitlement, and/or the Equity Shares, is/are outside the United States, and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S.

I/ We acknowledge that the Company, the Lead Manager, their affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements."
In cases where multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow
account, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected. Investors are
requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with the Company, the Lead Manager and the Registrar not
having any liability to the Investor.

I/ We acknowledge that the Company, the Lead Manager and the Registrar shall not be responsible if the Applications are not uploaded by SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date".

**NOTICE TO INVESTORS**: The distribution of the Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlements Letter and any other Issue material and the issue of Rights Entitlements and the Rights Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession the Letter of Offer, the Abridged Letter of Offer, the Application Form or the Rights Entitlements Letter may come, are required to inform themselves about and observe such restrictions.

Further, the Letter of Offer will be provided, by the Company to any existing Shareholder who make a request in this regard. Investors can also access the Letter of Offer, the Abridged Letter of Offer and the Application Form from the websites of the Registrar, the Company, the Stock Exchange and Lead Manager to the issue.

NO OFFER IN THE UNITED STATES: The Rights Equity Shares or Rights Entitlements have not been recommended by any U.S. federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of the Draft Letter of Offer, Letter of Offer and the CAF. Any representation to the contrary is a criminal offence in the United States. The rights and securities of the Company, including the Rights Equity Shares and Rights Entitlements have not been and will not be registered under the United States Securities Act, 1933, as amended (the "Securities Act"), or any U.S. state securities laws and may not be offered, sold, resold or otherwise transferred within the United States or the territories or possessions thereof (the "United States" or "U.S.") or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under the Securities Act ("Regulation S"), except in a transaction exempt from the registration requirements of the U.S. Securities Act. The Rights Equity Share referred to in the Letter of Offer are being offered in India, but not in the United States. The offering to which this Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlements for sale in the United States or as a solicitation therein of an offer to buy any of the said securities or rights. Accordingly, this Letter of Offer/ Abridged Letter of Offer and the enclosed CAF should not be forwarded to or transmitted in or into the United States at any time.

Neither our Company nor any person acting on behalf of our Company will accept subscriptions or renunciation from any person, or the agent of any person, who appears to be, or who our Company or any person acting on behalf of our Company has reason to believe is in the United States when the buy order is made. Envelopes containing an Application Form and Rights Entitlement Letters should not be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer, and all persons subscribing for the Right Entitlements or the Rights Shares and wishing to hold such Rights Shares in registered form must provide an address for registration of the Equity Shares in India.

LEAD MANAGER TO THE ISSUE

Place: Mumbai

Date: November 30, 2024

Any person who acquires Rights Entitlements and the Rights Equity Shares will be deemed to have declared, represented, warranted and agreed, (i) that it is not and that at the time of subscribing for the Rights Equity Shares or the Rights Entitlements, it will not be, in the United States when the buy order is made, (ii) it is not a U.S. person (as defined in Regulation S), and does not have a registered address (and is not otherwise located) in the United States, and (iii) is authorized to acquire the Rights Entitlements and the Rights Equity Shares in compliance with all applicable laws and regulations.

Our Company and the Lead Manager are not making, and will not make, and will not participate or otherwise be involved in any offers or sales of the Rights Entitlements, the Rights Equity Shares or any other security with respect to this Issue in the United States. Our Company, in consultation with the Lead Manager, reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in or dispatched from the United States of America; (ii) does not include the relevant certification set out in the Application Form headed "Overseas Shareholders" to the effect that the person accepting and/or renouncing the Application Form does not have a registered address (and is not otherwise located) in the United States of America, and such person is complying with laws of the jurisdictions applicable to such person in connection with the Issue, among others; or (iii) where our Company believes that the Application Form is incomplete or the acceptance of such Application Form may infringe applicable legal or regulatory requirements; or (iv) where a registered Indian address is not provided, and our Company shall not be bound to issue or allot any Rights Equity Shares in respect of any such Application Form. Rights Entitlement may not be transferred or sold to any person in the United States of America.

The above information is given for the benefit of the Applicants / Investors. The Company and the Lead Manager are not liable for any amendments or modification or changes

in applicable laws or regulations, which may occur after the date of the Letter of Offer. Investors are advised to make their independent investigations and ensure that the number of Rights Equity Shares applied for do not exceed the applicable limits under laws or regulations.

CREDIT OF RIGHTS ENTITLEMENTS IN DEMAT ACCOUNTS OF FLIGHTE PUBLIC SHAREHOLDERS: Pursuant to provisions of the SERLICER Regulations and in terms of the Letter.

CREDIT OF RIGHTS ENTITLEMENTS IN DEMAT ACCOUNTS OF ELIGIBLE PUBLIC SHAREHOLDERS: Pursuant to provisions of the SEBI ICDR Regulations and in terms of the Letter of Offer, the Rights Entitlements of the Eligible Public Shareholders have been credited in their respective demat account under the ISIN - INE141C20010, by November 29, 2024.

Eligible Public Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar https://www.skylinerta.com/ by entering their DP

ID and Client ID or Folio Number (in case of Eligible Public Shareholders holding Equity Shares in physical form). The link for the same shall also be available on the website of the Company (www.nhcgroup.com).

LAST DATE FOR APPLICATION: The last date for submission of the duly filled in the Application Form or a plain paper Application is **Wednesday**. **December 18, 2024**, i.e., Issue

LAST DATE FOR APPLICATION: The last date for submission of the duly filled in the Application Form or a plain paper Application is Wednesday, December 18, 2024, i.e., Issue Closing Date. The Board of Directors/ Right Issue Committee may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and the Application Money is not blocked with the SCSB, on or before the Issue Closing Date or such date as may be extended by the Right Issue Committee/ Board, the invitation to offer contained in the Letter of Offer shall be deemed to have been declined and the Right Issue Committee shall be at liberty to dispose of the Rights Equity Shares hereby offered, as provided under the section, "Basis of Allotment" on page 237 of the LOF.

Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until **5.00 p.m.** (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

ALLOTMENT ONLY IN DEMATERIALISED FORM: The Allotment of Equity Shares pursuant to the Issue will only be made in dematerialized form. In accordance with SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the credit of Rights Entitlement and the Allotment of Equity Shares shall be made in dematerialized form only. Accordingly, the Rights Entitlement of Physical Shareholders has been credited in the suspense escrow demat account opened in the name and style of "NHC FOODS LIMITED RIGHTS ISSUE SUSPENSE ESCROW DEMAT ACCOUNT". Eligible Public Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or the Company at least two Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat account at least one day before the Issue Closing Date. The Rights Entitlement of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse. For further details, see "Terms of Issue – Procedure for Application on page 225 of the LOF and "Terms of Issue – Credit of Rights Entitlements in demat accounts of Eligible Public Shareholders" on page 217 of the LOF.

INVESTORS MAY PLEASE NOTE THAT THE EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGE ONLY IN DEMATERIALISED FORM.

**LISTING:** The existing Equity Shares of the Company are listed on BSE Limited ("BSE"). The Company has received "in-principle" approval from BSE for listing of the Rights Equity Shares to be allotted in this Issue pursuant to letter dated October 25, 2024. The Company shall make application to BSE to obtain trading approval for the Rights Entitlements as enshrined under the SEBI circular bearing reference number 'SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020'. For the purpose of this issue, BSE shall be the Designated Stock Exchange.

DISCLAIMER CLAUSE OF SEBI: It is to be distinctly understood that submission of the letter of offer to the Securities and Exchange Board of India ("SEBI") should not in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of any scheme or the project for which the issue is proposed to be made or for the correctness of the statements made or opinions expressed in the LOF. The Investors are advised to refer to the full text of the Disclaimer as provided in "Other Regulatory and Statutory Disclosures – Disclaimer Clause of SEBI" on page 211 of the LOF.

DISCLAIMER CLAUSE OF BSE (THE DESIGNATED STOCK EXCHANGE): It is to be distinctly understood that the permission given by BSE Limited should not in any way be deemed or construed that the letter of offer has been cleared or approved by BSE Limited, nor does it certify the correctness or completeness of any of the contents of the letter of offer. The investors are advised to refer to the letter of offer for the full text of the Disclaimer clause of the BSE Limited on Page 212 of the LOF.

INVESTORS ARE ADVISED TO REFER THE LOF, ALOF, AND THE RISK FACTORS CONTAINED THEREIN BEFORE APPLYING IN THE ISSUE.

DISPATCH AND AVAILABILITY OF ISSUE MATERIALS: In accordance with the SEBI ICDR Regulations and relevant SEBI circulars on Rights Issue, the Company has sent/dispatched, the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue material (i) only to e-mail addresses of the resident Eligible Public Shareholders who have provided their e-mail addresses; (ii) physical delivery only to the Indian address of resident Eligible Public Shareholders, on a reasonable effort basis, whose e-mail addresses are not available with our Company or the Eligible Public Shareholders have not provided the valid email address to our Company; (iii) physical delivery only to the Indian addresses of the non- resident Eligible Public Shareholders, on a reasonable effort basis, who have provided an Indian address to our Company or to their email addresses; and (iv) to the e-mail addresses of the foreign corporate or institutional shareholders, and in each case who make a request in this regard. The dispatch was completed by November 30, 2024.

The Letter of Offer will also be provided by the Company to any existing Shareholder who makes a request in this regard.

Please note that Eligible Public Shareholders, in order to update the respective Indian addresses/ email addresses/ mobile numbers in the records maintained by the

Registrar or the Company, should visit www.skylinerta.com. Investors can access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Public Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) on the websites of:

- The Company at www.nhcgroup.com;
   the Registrar at www.skylinerta.com;
- the Lead Manager at www.finshoregroup.com;
   the Stock Exchange at www.bseindia.com
- the Stock Exchange at www.bseindia.com
   Eligible Public Shareholders can obtain the de

Eligible Public Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar (<a href="www.skylinerta.com">www.skylinerta.com</a>) by entering their DP ID and Client ID or Folio Number (in case of Eligible Public Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of the Company (<a href="www.nhcgroup.com">www.nhcgroup.com</a>).

Further the Company along with the Lead Manager will undertake all adequate store to reach out the Eligible Public Shareholders who have provided their Indian address.

Further, the Company along with the Lead Manager will undertake all adequate steps to reach out the Eligible Public Shareholders who have provided their Indian address through other means, as may be feasible. The Company and the Lead Manager and the Registrar will not be liable for non-dispatch of physical copies of Issue materials, including the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form or delay in the receipt of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non-availability of the email addresses of Eligible Public Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit.

other Important Links and Helpline: The Investors can visit following links for the below-mentioned purposes:

a) Frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the

- Investors: grievances@skylinerta.com

  b) Updation of Email address/ mobile number in the records maintained by the Registrar: grievances@skylinerta.com
- b) Updation of Email address/ mobile number in the records maintained by the Registrar: <a href="mailto:grievances@skylinerta.com">grievances@skylinerta.com</a>
  Updation of Indian address in the records maintained by the Registrar or our Company by email to <a href="mailto:grievances@skylinerta.com">grievances@skylinerta.com</a>
  - Updation of Indian address in the records maintained by the Registrar of our Company by email to grievances@skylinerta.com

    Updation of demat account details by Eligible Public Shareholders holding shares in physical form: grievances@skylinerta.com
  - Submission of self-attested PAN, client master sheet and demat account details by non- resident Eligible Public Shareholders: grievances@skylinerta.com/kyc@skylinerta.com

**COMPANY SECRETARY AND COMPLIANCE OFFICER** 

**Skyline Financial Services Private Limited Finshore Management Services Limited NHC Foods Limited** D-153A, First Floor, Okhla Industrial Area, Phase-I, New "Anandlok", Block-A, 2nd Floor, Room No. 207, 227 A.J.C Bose Registered Office: Survey No. 777, Umarsadi Desaiwad Road, Village Road, Kolkata-700020, West Bengal, India Delhi-110020 Umarsadi, Taluka Pardi, Valsad - 396175, Gujarat, India **Telephone:** +91 33 2289510; **Telephone**: 011-40450193-197; Fax: 011-26812683; Corporate Office: 419/420, C Wing, Atrium 215, Andheri-Kurla Road, Chakala, Andheri East, J. B. Nagar, Mumbai – 400059, E-mail: info@finshoregroup.com; Email: ipo@skylinerta.com; Website: https://www.skylinerta.com/ FINSHORE Investor grievance E-mail: investors@finshoregroup.com; Investor Grievance Email Id:grievances@skylinerta.com, Maharashtra, India Website: www.finshoregroup.com; Contact Person: Mr. Anuj Rana; SEBI Registration No: Contact No.: +91 8104472565 INR000003241; Contact Person: Mrs. Alesha Hakim Khan **Contact person:** Mr. S. Ramakrishna Iyengar; SEBI Registration No.: INM000012185; CIN: U74899DL1995PTC071324 E-mail ID: cs@nhcgroup.com CIN: U74900WB2011PLC169377 Website: www.nhcgroup.com

**REGISTRAR TO THE ISSUE** 

Investors may contact the Registrar to the Issue and/or the Company Secretary and Compliance Officer and/or Lead Manager to the issue, in case of any pre-issue or post-issue related problems, such as non- receipt of letters of allotment, credit of allotted Equity Shares in the respective beneficiary account or refund orders, etc.

For NHC Foods Limited Sd/-

Alesha Hakim Khan Company Secretary & Compliance Officer

NHC Foods Limited is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to make a rights issue of its Equity Shares to its eligible public shareholders and has filed the LOF with the Stock Exchanges. The LOF shall be available on the websites of SEBI and BSE at www.sebi.gov.in and www.bseindia.com, respectively. The LOF will be available on the website of the Registrar to the Issue at www.skylinerta.com. Potential investors should note that investment in Equity Shares involves a high degree of risk and for details relating to the same, see the section titled "Risk Factors" on page 19 of the LOF. The securities offered via the Letter of Offer are not being offered to investors outside of India and recipients of the Letter of Offer should refer to the offering restrictions noted therein.

financialexp.epapr.in \_\_\_\_\_

(the "Letter of Offer" or "LOF") filed with the Securities and Exchange Board of India ("SEBI") and the stock exchange, namely BSE Limited ("BSE").



# NHC FOODS LIMITED

Our Company was incorporated in the name of "Midpoint Software & Electro Systems Limited" on August 04, 1992, in Mumbai, Maharashtra, as a Public Limited Company under the Companies Act, 1956, pursuant to a certificate of incorporation issued by the Registrar of Companies – Mumbai, Maharashtra. A certificate of commencement of business was granted to our Company on August 12, 1992 by Registrar of Companies – Mumbai, Maharashtra. Pursuant to the scheme of amalgamation under Section 391-394 and other relevant provisions of the Companies Act, 1956, NHC Industries Private Limited has been merged with our Company with effect from September 07, 2010. Subsequently, the name of our Company was changed to NHC Foods Limited pursuant to a certificate of incorporation dated October 15, 2010 issued by the Registrar of Companies – Mumbai, Maharashtra. For details of change in the name and registered office of the Company, refer chapter titled "General Information" on page 38

Registered Office: Survey No. 777, Umarsadi Desaiwad Road, Village Umarsadi, Taluka Pardi, Valsad - 396175, Gujarat, India

Corporate Office: 419/420, C Wing, Atrium 215, Andheri-Kurla Road, Chakala, Andheri East, J. B. Nagar, Mumbai – 400059, Maharashtra, India Contact Person: Mrs. Alesha Hakim Khan, Company Secretary & Compliance Officer; Tel No: +91 8104472565 E-Mail ID: cs@nhcgroup.com; Website: www.nhcgroup.com CIN: L15122GJ1992PLC076277

#### **OUR PROMOTER: APOORVA HIMATLAL SHAH**

#### FOR PRIVATE CIRCULATION TO ELIGIBLE PUBLIC SHAREHOLDERS OF NHC FOODS LIMITED ("THE COMPANY" OR "THE ISSUER") ONLY

ISSUE OF UP TO 47,42,00,000 EQUITY SHARES OF FACE VALUE OF ₹1/- (RUPEE ONE ONLY) ("RIGHTS EQUITY SHARES") EACH AT A PRICE OF ₹1/- PER RIGHTS EQUITY SHARE AGGREGATING UP TO ₹4,742.00 LAKHS¹¹ ON A RIGHTS BASIS TO THE ELIGIBLE PUBLIC SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 4 (FOUR) RIGHTS EQUITY SHARE FOR EVERY 1 (ONE) FULLY PAID-UP EQUITY SHARE HELD BY THE ELIGIBLE PUBLIC SHAREHOLDERS AS ON THE RECORD DATE, TUESDAY, NOVEMBER 26, 2024 ("THE ISSUE"). FOR FURTHER DETAILS, KINDLY REFER TO THE CHAPTER TITLED "TERMS OF THE ISSUE" BEGINNING ON PAGE 214 OF THIS LETTER OF OFFER.

(1) Assuming full subscription

#### NOTICE TO THE ELIGIBLE PUBLIC SHAREHOLDERS OF THE COMPANY

**ISSUE PROGRAMME \*** 

## **ISSUE OPENS ON** THURSDAY, DECEMBER 05, 2024

## LAST DATE FOR ON MARKET RENUNCIATION\*\* THURSDAY, DECEMBER 12, 2024

**ISSUE CLOSES ON\*\*\*** WEDNESDAY, DECEMBER 18, 2024

- Pursuant to the SEBI Circular on Rights Issue dated 22 January 2020 Rights Issue Circular, SEBI has introduced the concept of credit of Rights Entitlements into the demat accounts of the Eligible Public Shareholders, which can be renounced by them by way of On Market Renunciation or Off Market renunciation. Further, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made only in dematerialised form.
- Eligible Public Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat accounts of the Renouncees on or prior to the Issue Closing Date. Our Board / Rights Issue Committee thereof will have the right to extend the Issue Period as it may determine from time to time, provided that this Issue will not remain open in excess of 30 days from the Issue Opening Date. Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

## Simple, Safe, Smart way of Application-Make use of it!!!

\*Application Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For further details check section on ASBA below.

Process for Application in this Issue: In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, refer "Procedure for Application through the ASBA Process" on page 227 of the Letter of Offer ("LOF")

ASBA facility: Investors can submit either the Application Form in physical mode to the Designated Branch of the SCSBs or online/electronic Application through the website of the SCSBs (if made available by such SCSB) authorizing the SCSB to block the Application Money in an ASBA Account maintained with the SCSB. Application through ASBA facility in electronic mode will only be available with such SCSBs who provide such facility.

nvestors applying through the ASBA facility should carefully read the provisions applicable to such Applications before making their Application through the ASBA process. For details, see "Procedure for Application through the ASBA Process" on page no. 227 of the LOF. Please note that subject to SCSBs complying with the requirements of SEBI Circular CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs. Further, in terms of the SEBI Circular CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an

Application in this Issue and clear demarcated funds should be available in such account for such an Application. Applicants should note that they should very carefully fill-in their depository account details and PAN in the Application Form or while submitting application through online/ electronic Application through the website of the SCSBs (if made available by such SCSB). Please note that incorrect depository account details or PAN or Application Forms without depository account details shall be treated as incomplete and shall be rejected. For details see "Grounds for Technical Rejection" beginning on page 234 of the Letter

of Offer. The Company, the Lead Manager, the Registrar and the SCSBs shall not be liable for any incomplete or incorrect demat details provided by the Applicants. Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that Eligible Public Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, see "Application on Plain Paper under ASBA process" beginning from page 228 of the letter of offer.

APPLICATION SUPPORTED BY BLOCKED AMOUNT (ASBA): For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmld=34. ELIGIBLE PUBLIC SHAREHOLDERS UNDER THE ASBA PROCESS MAY PLEASE NOTE THAT THE EQUITY SHARES UNDER THE ASBA PROCESS CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH THE EQUITY SHARES ARE HELD BY SUCH ASBA APPLICANT ON THE RECORD DATE. FOR DETAILS, SEE "ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS" ON PAGE 238 OF THE LOF.

APPLICATION ON PLAIN PAPER: An Eligible Public Shareholder who is eligible to apply under the ASBA process may make an Application to subscribe to the Issue on plain paper. An Eligible Public Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB.

Applications on plain paper will not be accepted from any address outside India. Please note that the Eligible Public Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently. The application on plain paper, duly signed by the Eligible Public Shareholder including joint holders, in the same order and as per specimen recorded with his bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

 Name of the Company: "NHC FOODS LIMITED";
 Name and address of the Eligible Public Shareholder including joint holders (in the same order and as per specimen) recorded with the Company or the Depository); 3. Registered Folio No./DP and Client ID No.; 4. Number of Equity Shares held as on Record Date; 5. Allotment option – only dematerialised form; 6. Number of Rights Equity Shares entitled to; 7. Total number of Rights Equity Shares applied for; 8. Number of additional Rights Equity Shares applied for, if any; 9. Total number of Rights Equity Shares applied for; 10. Total amount paid at the rate of ₹1/- for each Rights Equity Shares issued; 11. Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB; 12. In case of non-resident Eligible Public Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO Account such as the account number, name, address, branch of the SCSB with which the account is maintained and a copy of the RBI approval obtained pursuant to Rule 7 of the Foreign Exchange Management (Non-debt Instruments) Rules, 2019. 13. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Public Shareholder and for each Eligible Public Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to this Issue; 14. Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account; 15. Signature of the Eligible Public Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and 16. In addition, all such Eligible Public Shareholders are deemed to have accepted the following:

"I/ We understand that neither the Rights Entitlement nor the Equity Shares have been, or will be, registered under the United States Securities Act of 1933, as amended (the "US Securities Act") or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the "United States") except in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act. I/ we understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Equity Shares or Rights Entitlement in the United States. Accordingly, I/ we understand that this application should not be forwarded to or transmitted in or to the United States at any time. I/ we understand that none of the Company, the Registrar, the Lead Managers or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, the Lead Managers or any other person acting on behalf of the Company has reason to believe is in the United States, or if such person is outside India and the United States, such person is not a corporate shareholder, or is ineligible to participate in the Issue under the securities laws of their jurisdiction. I/ We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.

I/ We understand and agree that the Rights Entitlement and Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction n compliance with Regulation S under the US Securities Act ("Regulation S"), or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. I/We (i) am/are, and the person, if any, for whose account I/we am/are acquiring such Rights Entitlement, and/or the Equity Shares, is/ are outside the United States, and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S.

I/ We acknowledge that the Company, the Lead Manager, their affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements." In cases where multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected. Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with the Company, the Lead Manager and the Registrar not having any liability to the Investor.

I/ We acknowledge that the Company, the Lead Manager and the Registrar shall not be responsible if the Applications are not uploaded by SCSB or funds are not blocked in the nvestors' ASBA Accounts on or before the Issue Closing Date".

NOTICE TO INVESTORS: The distribution of the Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlements Letter and any other Issue material and the issue of Rights Entitlements and the Rights Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession the Letter of Offer, the Abridged Letter of Offer, the Application Form or the Rights Entitlements Letter may come, are required to inform themselves about and observe such restrictions.

Further, the Letter of Offer will be provided, by the Company to any existing Shareholder who make a request in this regard. Investors can also access the Letter of Offer, the Abridged Letter of Offer and the Application Form from the websites of the Registrar, the Company, the Stock Exchange and Lead Manager to the issue.

NO OFFER IN THE UNITED STATES: The Rights Equity Shares or Rights Entitlements have not been recommended by any U.S. federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of the Draft Letter of Offer, Letter of Offer and the CAF. Any representation to the contrary is a criminal offence in the United States. The rights and securities of the Company, including the Rights Equity Shares and Rights Entitlements have not been and will not be registered under the United States Securities Act, 1933, as amended (the "Securities Act"), or any U.S. state securities laws and may not be offered, sold, resold or otherwise transferred within the United States or the territories or possessions thereof (the "United States" or "U.S.") or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under the Securities Act ("Regulation S"), except in a transaction exempt from the registration requirements of the U.S. Securities Act. The Rights Equity Share referred to in the Letter of Offer are being offered in India, but not in the United States. The offering to which this Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlements for sale in the United States or as a solicitation therein of an offer to buy any of the said securities or rights. Accordingly, this Letter of Offer/ Abridged Letter of Offer and the enclosed CAF should not be forwarded to or transmitted in or into the United States at any time.

Neither our Company nor any person acting on behalf of our Company will accept subscriptions or renunciation from any person, or the agent of any person, who appears to be, or who our Company or any person acting on behalf of our Company has reason to believe is in the United States when the buy order is made. Envelopes containing an Application Form and Rights Entitlement Letters should not be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer, and all persons subscribing for the Right Entitlements or the Rights Shares and wishing to hold such Rights Shares in registered form must provide an address for registration of the Equity Shares in India.

"Risk Factors" on page 19 of the LOF. The securities offered via the Letter of Offer are not being offered to investors outside of India and recipients of the Letter of Offer should refer to the offering restrictions noted therein.

Any person who acquires Rights Entitlements and the Rights Equity Shares will be deemed to have declared, represented, warranted and agreed, (i) that it is not and that at the time of subscribing for the Rights Equity Shares or the Rights Entitlements, it will not be, in the United States when the buy order is made, (ii) it is not a U.S. person (as defined in Regulation S), and does not have a registered address (and is not otherwise located) in the United States, and (iii) is authorized to acquire the Rights Entitlements and the Rights Equity Shares in compliance with all applicable laws and regulations.

Our Company and the Lead Manager are not making, and will not make, and will not participate or otherwise be involved in any offers or sales of the Rights Entitlements, the Rights Equity Shares or any other security with respect to this Issue in the United States. Our Company, in consultation with the Lead Manager, reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in or dispatched from the United States of America; (ii) does not include the relevant certification set out in the Application Form headed "Overseas Shareholders" to the effect that the person accepting and/or renouncing the Application Form does not have a registered address (and is not otherwise located) in the United States of America, and such person is complying with laws of the jurisdictions applicable to such person in connection with the Issue, among others; or (iii) where our Company believes that the Application Form is incomplete or the acceptance of such Application Form may infringe applicable legal or regulatory requirements; or (iv) where a registered Indian address is not provided, and our Company shall not be bound to issue or allot any Rights Equity Shares in respect of any such Application Form. Rights Entitlement may not be transferred or sold to any person in the United States of America.

The above information is given for the benefit of the Applicants / Investors. The Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Letter of Offer. Investors are advised to make their independent investigations and ensure that the number of Rights Equity Shares applied for do not exceed the applicable limits under laws or regulations.

CREDIT OF RIGHTS ENTITLEMENTS IN DEMAT ACCOUNTS OF ELIGIBLE PUBLIC SHAREHOLDERS: Pursuant to provisions of the SEBI ICDR Regulations and in terms of the Letter of Offer, the Rights Entitlements of the Eligible Public Shareholders have been credited in their respective demat account under the ISIN - INE141C20010, by November 29,

Eligible Public Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar https://www.skylinerta.com/ by entering their DP ID and Client ID or Folio Number (in case of Eligible Public Shareholders holding Equity Shares in physical form). The link for the same shall also be available on the website of the Company (www.nhcgroup.com).

LAST DATE FOR APPLICATION: The last date for submission of the duly filled in the Application Form or a plain paper Application is Wednesday, December 18, 2024, i.e., Issue Closing Date. The Board of Directors/ Right Issue Committee may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and the Application Money is not blocked with the SCSB, on or before the Issue Closing Date or such date as may be extended by the Right Issue Committee/ Board, the invitation to offer contained in the Letter of Offer shall be deemed to have been declined and the Right Issue Committee shall be at liberty to dispose of the Rights Equity Shares hereby offered, as provided under the section, "Basis of Allotment" on page 237 of the LOF.

Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by

ALLOTMENT ONLY IN DEMATERIALISED FORM: The Allotment of Equity Shares pursuant to the Issue will only be made in dematerialized form. In accordance with SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the credit of Rights Entitlement and the Allotment of Equity Shares shall be made in dematerialized form only. Accordingly, the Rights Entitlement of Physical Shareholders has been credited in the suspense escrow demat account opened in the name and style of "NHC FOODS LIMITED RIGHTS ISSUE SUSPENSE ESCROW DEMAT ACCOUNT". Eligible Public Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or the Company at least two Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat account at least one day before the Issue Closing Date. The Rights Entitlement of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse. For further details, see "Terms of Issue - Procedure for Application on page 225 of the LOF and "Terms of Issue - Credit of Rights Entitlements in demat accounts of Eligible Public

Shareholders" on page 217 of the LOF. INVESTORS MAY PLEASE NOTE THAT THE EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGE ONLY IN DEMATERIALISED FORM.

LISTING: The existing Equity Shares of the Company are listed on BSE Limited ("BSE"). The Company has received "in-principle" approval from BSE for listing of the Rights Equity Shares to be allotted in this Issue pursuant to letter dated October 25, 2024. The Company shall make application to BSE to obtain trading approval for the Rights Entitlements as enshrined under the SEBI circular bearing reference number 'SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020'. For the purpose of this issue, BSE shall be the Designated Stock Exchange.

DISCLAIMER CLAUSE OF SEBI: It is to be distinctly understood that submission of the letter of offer to the Securities and Exchange Board of India ("SEBI") should not in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of any scheme or the project for which the issue is proposed to be made or for the correctness of the statements made or opinions expressed in the LOF. The Investors are advised to refer to the full text of the Disclaimer as provided in "Other Regulatory and Statutory Disclosures – Disclaimer Clause of SEBI" on page 211 of the LOF.

DISCLAIMER CLAUSE OF BSE (THE DESIGNATED STOCK EXCHANGE): It is to be distinctly understood that the permission given by BSE Limited should not in any way be deemed or construed that the letter of offer has been cleared or approved by BSE Limited, nor does it certify the correctness or completeness of any of the contents of the letter of offer. The investors are advised to refer to the letter of offer for the full text of the Disclaimer clause of the BSE Limited on Page 212 of the LOF.

DISPATCH AND AVAILABILITY OF ISSUE MATERIALS: In accordance with the SEBI ICDR Regulations and relevant SEBI circulars on Rights Issue, the Company has sent/ dispatched, the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue material (i) only to e-mail addresses of the resident Eligible Public Shareholders who have provided their e-mail addresses; (ii) physical delivery only to the Indian address of resident Eligible Public Shareholders, on a reasonable effort basis, whose e-mail addresses are not available with our Company or the Eligible Public Shareholders have not provided the valid email address to our Company; (iii) physical delivery only to the Indian addresses of the non- resident Eligible Public Shareholders, on a reasonable effort basis, who have provided an Indian address to our Company or to their email addresses; and (iv) to the e-mail addresses of the foreign corporate or institutional shareholders, and in each case who make a request in this regard. The dispatch was completed by November 30, 2024.

The Letter of Offer will also be provided by the Company to any existing Shareholder who makes a request in this regard.

INVESTORS ARE ADVISED TO REFER THE LOF, ALOF, AND THE RISK FACTORS CONTAINED THEREIN BEFORE APPLYING IN THE ISSUE.

Please note that Eligible Public Shareholders, in order to update the respective Indian addresses/ email addresses/ mobile numbers in the records maintained by the Registrar or the Company, should visit www.skylinerta.com. Investors can access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Public Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) on the websites of:

• The Company at www.nhcgroup.com;

• the Registrar at www.skylinerta.com;

 the Lead Manager at www.finshoregroup.com; • the Stock Exchange at www.bseindia.com

Eligible Public Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar (www.skylinerta.com) by entering their DP ID and Client ID or Folio Number (in case of Eligible Public Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of the Company (www.nhcgroup.com).

Further, the Company along with the Lead Manager will undertake all adequate steps to reach out the Eligible Public Shareholders who have provided their Indian address through other means, as may be feasible. The Company and the Lead Manager and the Registrar will not be liable for non-dispatch of physical copies of Issue materials, including the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form or delay in the receipt of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non-availability of the email addresses of Eligible Public Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit.

**OTHER IMPORTANT LINKS AND HELPLINE:** The Investors can visit following links for the below-mentioned purposes:

- Frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors: grievances@skylinerta.com
- Updation of Email address/ mobile number in the records maintained by the Registrar: grievances@skylinerta.com
- Updation of Indian address in the records maintained by the Registrar or our Company by email to grievances@skylinerta.com
- Updation of demat account details by Eligible Public Shareholders holding shares in physical form: grievances@skylinerta.com d) Submission of self-attested PAN, client master sheet and demat account details by non- resident Eligible Public Shareholders: grievances@skylinerta.com/

LEAD MANAGER TO THE ISSUE **REGISTRAR TO THE ISSUE COMPANY SECRETARY AND COMPLIANCE OFFICER Finshore Management Services Limited NHC Foods Limited Skyline Financial Services Private Limited** "Anandlok", Block-A, 2nd Floor, Room No. 207, 227 A.J.C Bose D-153A, First Floor, Okhla Industrial Area, Phase-I, New Registered Office: Survey No. 777, Umarsadi Desaiwad Road, Village Road, Kolkata-700020, West Bengal, India Delhi-110020 Umarsadi, Taluka Pardi, Valsad - 396175, Gujarat, India Corporate Office: 419/420, C Wing, Atrium 215, Andheri-Kurla **Telephone:** +91 33 2289510: **Telephone**: 011-40450193-197; Fax: 011-26812683; **Email**: ipo@skylinerta.com; Website: https://www.skylinerta.com/ **E-mail:** info@finshoregroup.com; Road, Chakala, Andheri East, J. B. Nagar, Mumbai – 400059, FINSHORE **Investor grievance E-mail:** investors@finshoregroup.com; Investor Grievance Email Id:grievances@skylinerta.com, Maharashtra, India Website: www.finshoregroup.com; **Contact Person:** Mr. Anuj Rana; SEBI Registration No: Contact No.: +91 8104472565 INR000003241; Contact Person: Mrs. Alesha Hakim Khan **Contact person:** Mr. S. Ramakrishna Iyengar; CIN: U74899DL1995PTC071324 **SEBI Registration No.:** INM000012185; E-mail ID: cs@nhcgroup.com CIN: U74900WB2011PLC169377 Website: www.nhcgroup.com

Investors may contact the Registrar to the Issue and/or the Company Secretary and Compliance Officer and/or Lead Manager to the issue, in case of any pre-issue related problems, such as non- receipt of letters of allotment, credit of allotted Equity Shares in the respective beneficiary account or refund orders, etc.

**For NHC Foods Limited** 

Alesha Hakim Khan Place: Mumbai Date: November 30, 2024 Company Secretary & Compliance Officer NHC Foods Limited is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to make a rights issue of its Equity Shares to its eligible public shareholders and has filed the LOF with the Stock Exchanges. The LOF shall be available on the

websites of SEBI and BSE at www.sebi.gov.in and www.bseindia.com, respectively. The LOF will be available on the website of the Registrar to the Issue at www.skylinerta.com. Potential investors should note that investment in Equity Shares involves a high degree of risk and for details relating to the same, see the section titled



## **NHC FOODS LIMITED**

Our Company was incorporated in the name of "Midpoint Software & Electro Systems Limited" on August 04, 1992, in Mumbai, Maharashtra, as a Public Limited Company under the Companies Act, 1956, pursuant to a certificate of incorporation issued by the Registrar of Companies – Mumbai, Maharashtra. A certificate of commencement of business was granted to our Company on August 12, 1992 by Registrar of Companies – Mumbai, Maharashtra. Pursuant to the scheme of amalgamation under Section 391-394 and other relevant provisions of the Companies Act, 1956, NHC Industries Private Limited has been merged with our Company with effect from September 07, 2010. Subsequently, the name of our Company was changed to NHC Foods Limited pursuant to a certificate of incorporation dated October 15, 2010 issued by the Registrar of Companies — Mumbai, Maharashtra. For details of change in the name and registered office of the Company, refer chapter titled "General Information" on page 38

Registered Office: Survey No. 777, Umarsadi Desaiwad Road, Village Umarsadi, Taluka Pardi, Valsad - 396175, Gujarat, India

Corporate Office: 419/420, C Wing, Atrium 215, Andheri-Kurla Road, Chakala, Andheri East, J. B. Nagar, Mumbai – 400059, Maharashtra, India Contact Person: Mrs. Alesha Hakim Khan, Company Secretary & Compliance Officer: Tel No: +91 8104472565 E-Mail ID: cs@nhcgroup.com; Website: www.nhcgroup.com CIN: L15122GJ1992PLC076277

#### **OUR PROMOTER: APOORVA HIMATLAL SHAH**

FOR PRIVATE CIRCULATION TO ELIGIBLE PUBLIC SHAREHOLDERS OF NHC FOODS LIMITED ("THE COMPANY" OR "THE ISSUER") ONLY

ISSUE OF UP TO 47,42,00,000 EQUITY SHARES OF FACE VALUE OF ₹1/- (RUPEE ONE ONLY) ("RIGHTS EQUITY SHARES") EACH AT A PRICE OF ₹1/- PER RIGHTS EQUITY SHARE AGGREGATING UP TO ₹4,742.00 LAKHS<sup>(1)</sup> ON A RIGHTS BASIS TO THE ELIGIBLE PUBLIC SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 4 (FOUR) RIGHTS EQUITY SHARE FOR EVERY 1 (ONE) FULLY PAID-UP EQUITY SHARE HELD BY THE ELIGIBLE PUBLIC SHAREHOLDERS AS ON THE RECORD DATE, TUESDAY, NOVEMBER 26, 2024 ("THE ISSUE"). FOR FURTHER DETAILS, KINDLY REFER TO THE CHAPTER TITLED "TERMS OF THE ISSUE" BEGINNING ON PAGE 214 OF THIS LETTER OF OFFER. 1)Assuming full subscription

#### NOTICE TO THE ELIGIBLE PUBLIC SHAREHOLDERS OF THE COMPANY

**ISSUE PROGRAMME\*** 

#### **ISSUE OPENS ON** THURSDAY, DECEMBER 05, 2024

#### LAST DATE FOR ON MARKET RENUNCIATION\*\* THURSDAY, DECEMBER 12, 2024

**ISSUE CLOSES ON\*\*\*** WEDNESDAY, DECEMBER 18, 2024

Pursuant to the SEBI Circular on Rights issue dated 22 January 2020 – Rights Issue Circular, SEBI has introduced the concept of credit of Rights Entitlements into the demat accounts of the Eligible Public Sharehold or Off Market renunciation. Further, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made only in dematerialised form.

Eligible Public Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat accounts of the Renouncees on or prior to the Issue Closing Dat Our Board / Rights Issue Committee thereof will have the right to extend the Issue Period as it may determine from time to time, provided that this Issue will not remain open in excess of 30 days from the Issue Opening Date. Further, no withdrawal of Application shall be pe by any Applicant after the Issue Closing Date.

Simple, Safe, Smart way of Application-Make use of it!!!

\*Application Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For further details check section on ASBA below.

plication in this issue: in accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights issue Circulars and ASBA Circulars, all Investors desiring to cation in this issue are mandatorily required to use the ASBA process, investors should carefully read the provisions applicable to such Applications before application through the ASBA process, in feet "procedure for Application through the ASBA process," on page 227 of the Letter ("LOP"), investors can submit either the Application Form in physical mode to the Designated Branch of the SCSBs or online/electronic Application through the website made available by such SCSB) authorizing the SCSB to block the Application Money in an ASBA Account maintained with the SCSB. Application through ASBA root mode with College and the SCSB to block the Application Money in an ASBA Account maintained with the SCSB. Application through ASBA root mode with College and the SCSB to Describe AsBA root mode with College and the SCSB to Describe AsBA root mode with College and the SCSB to Describe AsBA root maintained with the SCSB.

scility in electronic mode will only be available with such Scale who provide such scility in westors applying through the ASB Actily should carefully read the provisions applicable to such Applications before making their Application through the ASBA process, or details, see "Procedure for Application through the ASBA Process" on page no. 227 of the LDF Please note that subject to SCSBs complying with the requirements of SCBI Troubs and LDF ACTION (LDF ACTION ACT

Application in this issue and clear demarcated funds should be available in such account for such an Application.

Application is the issue and clear demarcated funds should be available in such account for such an Application Form or while submitting application through online/
electronic Application through the website of the SCSBs (if made available by such SCSB), Please note that incorrect depository account details or PAN or Application Forms
without depository account details and be rested as incomplete and shall be rejected. For details see "Grounds for Technical Rejection" beginning on page 234 of the Letter
of Other. The Company, the Legol Manager, the Registrar and the SCSBs shall not be lable for early incomplete or incorrect demarcal details provided by the Applications.
Additionally, in terms of Regulation 78 of the SSBI (CDR Regulations, Investors may choose to accept the Offer to particular in this loss by making plain paper Applications.
Please note that Eligible Public Shareholders making an application in this lass be way of plain paper applications shall not be permitted or the provided and the paper application in the Paper application on a Paper Application.
Please note that Eligible Public Shareholders making an application in this lass be way of plain paper applications shall not be permitted or the control of their Rights
Eintlements, For details, see "Application on Palia Paper under ASBA process" beginning from page 228 of the letter of offer.

APPLICATION SUPPORTED BY BLOCKED MODURY (ASBA) For the last of banks which have been notified by SEB to act as SCSBs for the ASBA process, please refer
to https://www.sebi.gov.in/sebivel/poter/OtherAction.do?dofecegoised?pieves&intmid=34. ELGGIBLE PUBLIC SHAREHOLDERS UNDER THE ASBA PROCESS MAY PLEASE
HOTE THAN THE GUITY SHARES LONGER THE ASBA PROCESS AND REJUCTED ONLY 10 REARTERIALIZED FORM AND TO THE ASBA PROCESS MAY PLEASE
HOTE THAN THE GUITY SHARES LONGER THE ASBA PROCESS AND REJUCTED ONLY 10 REARTERIALIZED FORM AND TO THE ASBA PROCESS MAY PL

APPLICATION ON PLAIN PAPER: An Eligible Public Shareholder who is eligible to apply under the ASBA process may make an Application to subscribe to the Issue on plain paper. An Eligible Public Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank accumum adiatation with the same SCSB.

ne said oans account maintained with the saigned Scale.

Poplications on plain paper will not be excepted from any address outside India. Please note that the Eligible Public Shareholders who are making the Application special paper shall not be entitled to renounce their rights Entitlements and should not utilize the Application form for any purpose including renunciation even if it is ubsequently. The application on plain paper, duly signed by the Eligible Public Shareholder including joint holders, in the same order as par specimen recorder and, must reach the office of the Designated Branch of the 5CSB before the issue Closing Date and should contain the following particulars:

subsequently. The application on plain paper, duly signed by the Eligible Public Shareholder including joint holders, in the same order and as per specimen recorded with his bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing David and should contain the following pacing the Issue Closing David here is the Issue Closing David here and should contain the following pacing the Issue Closing David Public Shareholder including joint holders (in the same order and as per specimen recorded with the Company or the Depository) 3. Registered Folio No. QP and client 10 No. 4. Number of Equity Shares he gold and Control David Public Shareholder in Chair Control Contro

xong saranjes, an suriability standards for investments of the type subscribed for herein imposed by the jurisdiction of our residence.

We understand and agree that the Rights Entitlement and Equity Shores may not be reoldered, resold, ledged or otherwise transferred except in an offshore transaction in compliance with Regulation S under the US Securities Act "Regulation S", or otherwise pursuant to an exemption from, or in a transaction not subject to, the replantation equilibration of the US Securities Act, UNE (i) and may and the person, if one, for whose occurrent Vive and may equilibrate intelliment, and/or the Regulation S, is a subject to the Company of the Regulation of the Regulation S, and the person, if one, for whose occurrent Vive and may equiving such Regulation for the Regulation S. If we acknowledge that the Company, the Lead Managor, their diplication and others will cell upon the truth and accuracy of the forming representation and agreements, in cases where multiple Application forms are submitted for Applications pertaining to Rights Entitlements credited to the same demant account or in demand suspense escroures and and advanced of the Intelligence and the same demant account or in demand suspense escroures and advanced of the Intelligence and the Intelligence and advanced of the Intelligence and the Intelligence and advanced of the Intelligence and the Intelligence and advanced of the Intelligence and Int

in, including cases where an investor salmits appreciation forms are upon injuried in the case of the

Office To INVESTORS. The distribution of the Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlements Letter and any other issue material off the issue of Rights Entitlements and the Rights Equity Shares on a rights basis to persons in certain jurisdictions outside india is restricted by legal requirements prevailing those jurisdictions. Persons into whose possession the Letter of Offer, the Abridged Letter of Offer, the Application Form or the Rights Entitlements Letter may come, are equired to inform themselves about and observe such restrictions.

required to Inform themselves about and observe such restrictions.

Further, the Letter of Offer will be provided, by the Company to any existing Shareholder who make a request in this regard, Investors can also access the Letter of Offer, the Abridged Letter of Offer and the Application form from the websites of the Registrar, the Company, the Stock Exchange and Load Manager to the Issue.

NO OFFERIN THE UNITED STATES: The Rights Equity Shares or Rights Entitlements have not been recommended by any U.S. Federal or state securities commission or regulatory authority. Furthermore, the foregoing subtorities have not confirmed the accuracy or determined the adequacy of the Draft Letter of Offer, Letter of Offer and the CAF. Any representation to the contrary is a criminal offence in the United States. The rights and securities of the Company, including the Rights Equity Shares and Rights Entitlements have not been and will not be registred under the United States. The rights and securities of the Company, including the Rights Entitlements below the CAF. The Rights Entitlements have not been and will not be registred under the United States. The rights and securities of the Company, including the Rights Entitlements below the CAF. The Rights Entitlement is a securitied to the CAF. The Rights Entitlement is a securitied and the CAF. The Rights Entitlement is a securitied and the CAF. The Rights Entitlement is a transaction exempted from the registration requirements of the U.S. Securities Act. The Rights Entitlement is transaction exempted from the registration requirements of the U.S. Securities Act. The Rights Entitlement for sale in the United states or as solicitation therend of an offer to buy any of the said securities or rights. Accordingly, this Letter of Offer/ Plandged Letter of Offer and the enclosed CAF should not be forwarded to or transmitted in or

Into the United States at any mire.

Keither our Company nor any person acting on behalf of our Company will accept subscriptions or renunciation from any person, or the agent of any person, who appears to be, or who our Company nor any person acting on behalf of our Company has reason to believe is in the United States when the buy order is made. Envelopes containing an Application Formand Rights Entitlement Letters should not be postmarked in the United States or although dispatched from the Visited States or any other purisdiction where it would be illegal to make an offer, and all persons subscribing for the Right Entitlements or the Rights Shares and wishing to hold such Rights Shares in registered form must provide an address for registration of the Equity Shares in indict.

Any person who acquires Rights Entitlements and the Rights Equity Shares will be deemed to have declared, represented, warranted and agreed, (i) that it is not and that at it time of subscribing for the Rights Equity Shares or the Rights Equity Shares or the Rights Equity Shares or the Rights Equity Shares (a defined in Regulation S), and does not have a registered address (and is not otherwise located) in the United States, and (iii) is authorized to acquire the Rights Entitlements and if Rights Equity Shares in compliance with all applicable laws and regulations.

Rights Equity Shares in compliance with all applicable laws and regulations.

Our Company and the Lead Manager are not making, and will not make, and will not participate or otherwise be involved in any offers or sales of the Rights Entitlements, the Rights Equity Shares or any other security with respect to this issue in the United States. Our Company, in consultation with the Lead Manager, reserves the right to treat a invalid any Application form which: (i) appears to our Company or its agents to have been executed in or dispatched from the United States of America; (ii) does not included the relevant certification set out in the Application Form deaded "Overeas Shareholders" to the effect that the person accepting and promoring the Application Form deaded "Overeas Shareholders" to the effect that the person accepting and promoring the Application Form may infining applicable legal or regulatory requirements; or (iii) where a registered indian address is not provided, and our Company shall not be bound to issue or allot any Right's Equit Share in respect of any such Application Form, Right's Equit Share in respect of any such Application Form is (instituted in the Company of the Promority of

CREDIT OF RIGHTS ENTITLEMENTS IN DEMAT ACCOUNTS OF ELIGIBLE PUBLIC SHAREHOLDERS: Pursuant to provisions of the SEBI ICDR Regulations and in term of Offer, the Rights Entitlements of the Eligible Public Shareholders have been credited in their respective demat account under the ISIN - INE141C20010, by

Eligible Public Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar https://www.skylinerta.com/ by entering their ID and Client ID or Folio Number (in case of Eligible Public Shareholders holding Equity Shares in physical form). The link for the same shall also be available on the website

the Company (www.nbcgroup.com).

LAST DATE FOR APPLICATION. The last date for submission of the duly filled in the Application Form or a plain paper Application is Wednesday, December 18, 2024, i.e., issue Closing Date. The Board of Directors/ Right Issue Committee may extend the said date for such period as it may determine from time to time, subject to the issue Period no exceeding 30 days from the Issue Opening Date (included or the Issue Opening Date). If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and the Application Money is not blocked with the SCSB, on or before the Issue Committee of Date of such date as may be extended by the Right issue Committee, Bloard, the Invitation to offer contained in the Letter of Offer shall be deemed to have been decined and the Right issue Committee shall be at liberty to dispose of the Rights Equity Shares hereby offered, as provided under the section. "Basis of Alloument" on page 1237 of the Lofe.

the Stock Exchanges.

ALD/TMENT ONLY IN DEMATERIALISED FORM: The Allotment of Equity Share's pursuant to the issue will only be made in dematerialized form. In accordance with SEBI Circula SEBI/HO/CFD/DILZ/CIR/P/2020/13 dated January 22, 2020, the credit of Rights Entitlement and the Allotment of Equity Share's shall be made in dematerialized form only Accordingly, the Rights Entitlement of Physical Shareholders has been credited in the suspense escrow demat account spended in the name and style of "NHC FOODS LIMITE RIGHTS ISSUE SUSPENSE ESCROW DEMAM ACCOUNT." Eligible Public Shareholders holding Equity Shares in physical form as excert of the and excert of the Service of State and excert of the state of the Service of State and excert of the Service State of Service of State of Service State of Service of Service

LISTING: The existing Equity Shares of the Company are listed on BSE Limited ("BSE"). The Company has received "in-principle" approval from BSE for listing of the Rights Equit Shares to be allotted in this issue pursuant to letter dated October 25, 2024. The Company shall make application to BSE to obtain trading approval for the Rights Entitlement as enthringed under the SSE include bearing reference number "SEM/INO/CEO/DIALZ/CIRP/2004/3 dated January 22, 2020." For the SSE shall be et Included the Company shall make application to SSE included the SSE include

Designates Stock Exchange.

DESCLAIMER CLAUSE OF SEBI: It is to be distinctly understood that submission of the letter of offer to the Securities and Exchange Board of India ("SEBI") should not in anywar be deemed or construed that the same has been cleared or approved by SEBI, SEBI does not take any responsibility either for the financial soundness of any scheme or the project for which the issue is proposed to be made or for the correctness of the statements made or opinions expressed in the LOF. The Investors are advised to refer to the full text of the Obsichimer as provided in "Other Regulatory and Statutory Disclosures—Disclaimer Clause of SEBI" on page 211 of the LOF.

DISCLAIMER CLAUSE OF SEB CTHE DESIGNATED STOCK EXCHANGE; It is to be distinctly understood that the permission given by BSE Limited should not in any way be deemed or construed that the letter of offer has been cleared or approved by BSE Limited, no drost it certify the correctness or complete so any of the contents of the letter of offer to the letter of offer for the full text of the Disclaimer clause of the BSE Limited on Page 212 of the LOF.

INVESTORS ARE ADVISED TO REFER THE LOF, ALOF, AND THE RISK FACTORS CONTAINED THEREIN BEFORE APPLYING IN THE ISSUE.

INVESTORS ARE ADVISED TO REFER THE LOF, ALOF, AND THE RISK FACTORS CONTAINED THERRIN BEFORE APPLYING IN THE ISSUE.

DISPARCH AND AVAILABILITY OF ISSUE MATERIALS In accordance with the SEBI ICOR, Regulations and retireven SEBI circulation on Rights Issue, the Company has sent/
dispatched, the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue material (i) only to e-mail addresses of the resident Eligible Public Shareholders who have provided their e-mail addresses (ii) physical delivery only to the Indian address of resident Eligible Public Shareholders who have provided and address to our Company (iii) physical delivery only to the Indian address series of the non-resident Eligible Public Shareholders, on a reasonable effort basis, who have provided an Indian address to our Company or to their e-mail addresses and (iv) to the e-mail addresses and (iv) to the e-mail addresses and (iv) to the e-mail addresses of the foreign corporate or institutional shareholders, and in each case who make a request in this regard. The dispatch was completed by November 30, 2024. The Letter of Offer will also be provided by the Company to any existing Shareholder who makes a request in this regard

The Cease of the Highe Public Shareholders, in order to update the respective indian addresses/ email addresses/ mobile numbers in the records maintained by the Please note the Company, should visit www.sws.juris.edu to update the respective indian addresses/ email addresses/ mobile numbers in the records maintained by the Registra or the Company, should visit www.sws.juris.edu cases and expected the company should visit www.sws.juris.edu and the Application Form (provided that the Eligible Public Shernbolder is eligible to subscribe for two fields that the fields the subscribe for two fields the subscribe for two fields that the fields that the fields the subscribe for two fields that the fields that

- The Company at www.nhcgroup.com: . the Registrar at www.skylinerta.com:
- the Lead Manager at www.finshoregroup.com:
- the Stock Exchange at www.bseindia.com

Eligible Public Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar (www.skylinerta.com) by entering their DP ID Client IO or Folio Number (in case of Eligible Public Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the web of the Company (www.nhcgroup.com),

Further, the Company along with the Lead Manager will undertake all adequate steps to reach out the Elgible Public Shareholders who hive provided their indian adds through other means, as may be feasible. The Company and the Lead Manager and the Registrary will not be liabile for non-dispatch of physical copies of issue materiationing the Antiqued Letter of Other, the Rights Tentitement Letter and the Application Form or delay in the receipt of the Letter of Other, the Albridged Letter of Other, the Rights Tentitement Letter and the Application Form or delay in the receipt of the Letter of Other, the Albridged Letter of Other, the Rights Tentitement Letter and the Application Form or the Rights Entitlement Letter and the Application Form or the Rights Entitlement Letters are delayed or insighated in the Tentitement Letter and the Application Forms or the Rights Entitlement Letters are delayed or insighated in the Tentitement Letter and the Application Forms or the Rights Entitlement Letters are delayed or insighated in the Tentitement Letter and the Application Forms or the Rights Entitlement Letters are delayed or insighated in the Tentitement Letter and the Application Forms or the Rights Entitlement Letters are delayed or insighated in the Tentitement Letter and the Proposition of the Proposition Forms or the Rights Entitlement Letters are delayed or insighated in the Tentitement Letter and the Proposition Forms or the Rights and the Proposition Forms or the Rights and the Proposition Forms or the Rights and Tentitement Letters are delayed or insighated in the Tentitement Letter and the Proposition Forms or the Rights and Tentitement Letters are delayed or insighated in the Tentitement Letters ar

OTHER IMPORTANT LINKS AND HELPLINE: The Investors can visit following links for the below-mentioned purposes

- ons and online/ electronic dedicated investor hel Investors: grievances@skylinerta.com
- b) Updation of Email address/ mobile number in the records maintained by the Registrar: grievances@skylinerta.com
- Updation of Indian address in the records maintained by the Registral or our Company by email to <a href="mailto:meances@skylinerta.com">meances@skylinerta.com</a>
  Updation of demat account details by Eligible Public Shareholders holding shares in physical form: grievances@skylinerta.com
  Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Public Shareholders.

LEAD MANAGER TO THE ISSUE		REGISTRAR TO THE ISSUE		COMPANY SECRETARY AND COMPLIANCE OFFICER	
FINSHORE Creating Entering Visionality (video.	Finshore Management Services Limited "Anandlok", Block-A, 2nd Floor, Room No. 207, 227 A.J.C. Bose Road, Kolkata-700020, West Bengal, India Telephone: 91.33 2289510; E-mail: inlo@finshoregroup.com; Investor grievance E-mail: investors@finshoregroup.com; Website: www.finshoregroup.com; Contact person: Mr. S. Ramakrishna Iyengar; SEBI Registration No.: INM000012185; CIN: U74900WB2013PLC1693377	Skyline	Skyline Financial Services Private Limited D-153A, First Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 Telephone: 011-40450193-197; Fax: 011-26812683; Email: joo@skylinerta.com; Website: https://www.skylinerta.com/. Investor Grievance Email Id: grievances@skylinerta.com, Contact Person: Mr. Anuj Rana; SEBI Registration No: INRO00003243; CN: U74899DL1995PTC071324	<b>O</b> NHC	NHC Foods Limited Registered Office: Survey No. 777, Umarsadi Desaiwad Road, Villagi Umarsadi, Taluka Pardi, Valsad - 396175, Gujarat, India Corporate Office: 419/420, C. Wing, Atrium 215, Andheri-Kurla Road, Chakala, Andheri East, J. B. Nagar, Mumbai – 400059, Maharashtra, India Contact No.: +91 8104472565 Contact Contact No.: +91 8104472565 Contact Description of the Contact No.: +91 8104872565 Contact Verson: Mrs. Alesha Hakim Khan E-mail ID: cs@nlcgoup.com Website: www.nhrgroup.com

peneficiary account or refund orders, etc.

Date: November 30, 2024

MINE Foods United is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to make a rights issue of its Equity Shares to its eligible public shareholders and has filed the LOF with the Stock Exchanges. The LOF shall be evaluable on websites of \$EBI and BSE at www.sebi.gov.in and www.bseindia.com, respectively. The LOF will be available on the website of the Registrar to the Issue at www.sebiinerta.com, Potential investors should note that investment in Equity Shares involves a high degree of risk and for details relating to the same, see the section tit "Risk Factors" on page 19 of the LOF. The securities offered via the Letter of Offer are not being offered to investors outside in investors outside to the offering restrictions noted therein.