

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

Sub: Newspaper Advertisement – Disclosure under Regulation 30 and Regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) 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
Financial Express	English	English National Daily
Jansatta	Hindi	Hindi National Daily
Sandesh	Gujarati	Regional Newspaper

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

Warehouse : D-22/8, TTC Industrial Area,
MIDC, Turbhe, Navi - Mumbai - 400705.

Factory & Registerd Office : Suevey No.777,
Umarsadi Desaiwad Road, Village Umarsadi,
Taluka Pardi, Dist. Valsad, Gujarat - 396175.

Corporate Office : 419 & 420, 4th Floor, C - Wing,
Atrium 215, Andheri - Kurla Road, Chakala, Andheri (E),
Mumbai - 400059.

Tel: + 91 22 - 698 75000 / Email: contact@nhcgroup.com / URL : <http://www.nhcgroup.com>

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 (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 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 Renounees 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&intmid=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 United States 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 in compliance with Regulation 5 under the US Securities Act ("Regulation 5"), 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 5.

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 5 under the Securities Act ("Regulation 5"), but not 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	REGISTRAR TO THE ISSUE	COMPANY SECRETARY AND COMPLIANCE OFFICER
<p>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: info@finshoregroup.com; Investor grievance E-mail: investors@finshoregroup.com; Website: www.finshoregroup.com; Contact person: Mr. S. Ramakrishna Iyengar; SEBI Registration No.: INM000012185; CIN: U74900WB2011PLC169377</p>	<p>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: ipo@skylinert.com; Website: https://www.skylinert.com/; Investor Grievance Email ID: grievances@skylinert.com; Contact Person: Mr. Anuj Rana; SEBI Registration No: INR000003241; CIN: U74899DL1995PTC071324</p>	<p>NHC Foods Limited 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 No.: +91 8104472565 Contact Person: Mrs. Alesha Hakim Khan E-mail ID: cs@nhcgroup.com Website: www.nhcgroup.com</p>

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.

Place: Mumbai
Date: November 30, 2024

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.skylinert.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.

For NHC Foods Limited
Sd/-
Alesha Hakim Khan
Company Secretary & Compliance Officer

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LAST DATE FOR ON MARKET RENUNCIATION**

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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 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 in compliance with Regulation 5 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 5. 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 makes 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	REGISTRAR TO THE ISSUE	COMPANY SECRETARY AND COMPLIANCE OFFICER
<p>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: info@finshoregroup.com; Investor grievance E-mail: investors@finshoregroup.com; Website: www.finshoregroup.com; Contact person: Mr. S. Ramakrishna Iyengar; SEBI Registration No.: INM00012185; CIN: U74900WB2011PLC169377</p>	<p>Skyline Financial Services Private Limited D-153A, First Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 Telephone: 011-40450193-197; Fax: 011-26812683; Investor: ipo@skylinert.com; Website: https://www.skylinert.com/; Investor Grievance Email ID: grievances@skylinert.com; Contact Person: Mr. Anuj Rana; SEBI Registration No: INR000003241; CIN: U74899DL1995PTC071324</p>	<p>NHC Foods Limited 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 No.: +91 8104472565 Contact Person: Mrs. Alesha Hakim Khan E-mail ID: cs@nhcgroup.com Website: www.nhcgroup.com</p>

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.

Place: Mumbai
Date: November 30, 2024
For NHC Foods Limited
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.skylinert.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.

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 13, 2024 (the "Letter of Offer" or "LOF") ("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: L15122G11992PLC076277

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
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* 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 Renounees 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 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 SCSS or online/electronic Application through the website of the SCSS (if made available by such SCSS) authorizing the SCSS to block the Application Money in an ASBA Account maintained with the SCSS. Application through ASBA facility in electronic mode will only be available with such SCSSs 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 SCSSs 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 SCSSs. Further, in terms of the SEBI Circular CIR/CFD/DIL/13/2012 dated January 2, 2013, it is clarified that for making Applications by SCSSs on their own account using ASBA facility, each such SCSS should have a separate account in its own name with another SEBI registered SCSS(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 SCSSs (if made available by such SCSS). 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 SCSSs 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 SCSSs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?do=recognised&pi=yes&intmid=34>. ELIGIBLE PUBLIC SHAREHOLDERS UNDER THE ASBA PROCESS MAY PLEASE NOTE THAT THE EQUITY SHARES ARE TO 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 SCSS for authorizing such SCSS to block Application Money in the said bank account maintained with the same SCSS.

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 SCSS before the Issue Closing Date. 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);
- Registered Folio No./DP and Client ID No.;
- Number of Equity Shares held as on Record Date;
- Allotment option - only dematerialised form;
- Number of Rights Equity Shares applied for;
- Number of additional Rights Equity Shares applied for, if any;
- Total number of Rights Equity Shares applied for;
- Total amount paid at the rate of ₹1/- for each Rights Equity Shares issued;
- Details of the ASBA account such as the account number, name, address and branch of the relevant SCSS;
- In case of non-resident Eligible Public Shareholders making an application with an Indian address, details of the NRE/FNRI/NRO account such as the account number, name, address, branch of the SCSS 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;
- 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;
- Authorization to the Designated Branch of the SCSS to block an amount equivalent to the Application Money in the ASBA Account;
- 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 SCSS); and
- 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 of 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 therefor 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, 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 person to whom we are offering securities, 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 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, if/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 SCSS 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 offense 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 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 therefor 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 renunciations 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 Rights 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	REGISTRAR TO THE ISSUE	COMPANY SECRETARY AND COMPLIANCE OFFICER
 Fingshore Management Services Limited "Anandilok", Block-A, 2nd Floor, Room No. 207, 227 A.J.C Bose Road, Kolkata-700020, West Bengal, India Telephone: +91 33 2289510; E-mail: info@fingshoregroup.com; Investor grievance E-mail: investors@fingshoregroup.com; Website: www.fingshoregroup.com; Contact person: Mr. S. Ramakrishna Iyengar; SEBI Registration No.: INM000012185; CIN: U74900WB2011PLC169377	 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: ipo@skylinert.com; Website: https://www.skylinert.com/ Investor Grievance Email ID: grievances@skylinert.com Contact Person: Mr. Anuj Rana; SEBI Registration No: INR000003241; CIN: U74899DL1995PTC071324	 NHC Foods Limited 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 No.: +91 8104472565 Contact Person: Mrs. Alesha Hakim Khan E-mail ID: cs@nhcgroup.com 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 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.

Place: Mumbai
Date: November 30, 2024
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 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.skylinert.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.