

NHC FOODS LTD

(Government Recognised Three Star Export House)

An ISO 22000:2005 Certified Company

CIN : L15122GJ1992PLC076277 • GSTIN :- 27AAACM3032B1Z6



April 29, 2024

To,
The Listing/Compliance Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001
SCRIP CODE: 517554

Dear Sir,

Sub: Notice of Postal Ballot

Ref: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Please find enclosed herewith Postal Ballot Notice dated April 24, 2024, together with the Explanatory Statement thereto, seeking consent of the Members of the Company in respect of the following Resolutions through voting by electronic means ("e-voting"):-

Sr. No.	Particulars	Type of Resolution
1	To re-appoint Mr. Apar Shah (DIN: 07125733) as a Whole-Time Director	Special
2	To re-appoint Mr. Manish Vyas (DIN: 08502223) as a Non-Executive Independent Director	Special
3	To re-appoint Ms. Neha Dhanuka (DIN: 08502169) as a Non-Executive Independent Director	Special

In compliance with the various MCA / SEBI circulars, the Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company / Depositories as on cut-off date i.e., Friday, April 26, 2024.

The Company has engaged NSDL for facilitating remote e-voting to enable the Members to cast their votes electronically. The remote e-Voting facility would be available during the following period: -

Commencement of e-Voting	Tuesday, April 30, 2024 at 9:00 A.M. (IST)
End of e-Voting	Wednesday, May 29, 2024 at 5:00 P.M. (IST)

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>

NHC FOODS LTD

(Government Recognised Three Star Export House)

An ISO 22000:2005 Certified Company

CIN : L15122GJ1992PLC076277 • GSTIN :- 27AAACM3032B1Z6



The Postal Ballot Notice is also available on the Company's website at www.nhcgroup.com. The results along with Scrutinizer's Report will be announced within 2 Working days of last date of e-voting. The said results along with Scrutinizer's Report will be uploaded on the Company's website www.nhcgroup.com and on the website of NSDL www.evoting.nsdl.com.

You are requested to take the same on records.

Thanking you,

Yours Faithfully,

For NHC FOODS LIMITED

SHANU BHANDARI
COMPANY SECRETARY & COMPLIANCE OFFICER
ICSI M. NO: A31268

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>

NHC FOODS LIMITED

CIN: L15122GJ1992PLC076277

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

Corporate Office: 419, 420, C Wing, Atrium 215, Andheri-Kurla Road, Chakala, Andheri East, J. B. Nagar, Mumbai - 400059 | **Telephone No:** 022-69875000

Website: www.nhcgroup.com | **Email:** grievances@nhcgroup.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members(s),

Notice is hereby given pursuant to the provisions of Section 108, 110, and other applicable provisions of the Companies Act, 2013, as amended (the "Act"), read together with Rule 20, 22 of the Companies (Management and Administration) Rules, 2014, as amended (the "Management Rules"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/ 2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and No. 9/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolution appended below, be passed by the members of the Company (as on the Cut-off Date), through postal ballot (the "Postal Ballot") only by way of remote e-voting ("e-voting") process. An Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons/rationale thereof form part of this Postal Ballot notice ("the Notice" or "the Postal Ballot Notice").

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "LODR Regulations") and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / Depository participant(s). The details of the procedure to cast the vote forms part of the 'Notes' to this Notice.

The Board of Directors has appointed CS Dinesh Kumar Deora, Practising Company Secretary (Membership No. F5683 and Certificate of Practice No.4119), as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Company has engaged the services of National Securities Depository Limited ("NSDL") for facilitating e-voting. The Company has made necessary arrangements with Link Intime India Pvt. Ltd, Registrar and Share Transfer Agent ("RTA") to enable the Members to register their e-mail address. Those Members who have not yet registered their email address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

The remote e-voting period commences from 9:00 a.m. (IST) on Tuesday, April 30, 2024, and shall end at 5:00 p.m. (IST) on Wednesday, May 29, 2024. The Scrutinizer will submit his report to the Chairman of the Company (the "Chairman") or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced not later than 2 Working days from the conclusion of the e-voting to the Stock Exchange i.e. BSE Limited. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice.

The results will be available on the Company's website www.nhcgroup.com and on the website of National Securities Depository Limited ("NSDL") www.evoting.nsdl.com.

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in

the Notes forming part of the Notice not later than 5:00 p.m. (IST) on Wednesday, May 29, 2024. The e-voting facility will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time.

The last date of e-voting, i.e. Wednesday, May 29, 2024, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

Resolutions proposed:

Item No.1

To re-appoint Mr. Apar Shah (DIN: 07125733) as a Whole-Time Director:

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules made thereunder, Schedule V of the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and Articles of Association of the Company, recommendation of the Nomination and Remuneration Committee and approval of the Board and such other approvals, permissions and sanctions, as may be required, consent of the members of the company be and is hereby accorded for the re-appointment of Mr. Apar Shah (DIN: 07125733), who holds office as a Whole-Time Director upto June 9, 2024, for a term of three years with effect from June 10, 2024 upto June 9, 2027, liable to retire by rotation, upon such terms and conditions including remuneration payable to him as set out in the Explanatory Statement annexed to this Notice, with liberty to the Nomination and Remuneration Committee and the Board of Directors to alter and vary the terms and conditions of the said appointment including remuneration in such manner as may be agreed between the Board and Mr. Apar Shah.

RESOLVED FURTHER THAT the existing Executive Directors & Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient, to give effect to the aforesaid resolution.”

Item No.2

To re-appoint Mr. Manish Vyas (DIN: 08502223) as a Non-Executive Independent Director:

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and Articles of Association of the Company, recommendation of the Nomination and Remuneration Committee and approval of the Board, consent of the members of the company be and is hereby accorded for the re-appointment of Mr. Manish Vyas (DIN: 08502223), who holds office as a Non-Executive Independent Director upto July 11, 2024, for a second term of five years with effect from July 12, 2024 upto July 11, 2029, not liable to retire by rotation, upon such terms and conditions with liberty to the Nomination and Remuneration Committee and the Board of Directors to alter and vary the same as may be agreed between the Board and Mr. Manish Vyas.

RESOLVED FURTHER THAT the Executive Directors & Key Managerial Personnel be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No.3

To re-appoint Ms. Neha Dhanuka (DIN: 08502169) as a Non-Executive Independent Director:

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and Articles of Association of the Company, recommendation of the Nomination and Remuneration Committee and approval of the Board, consent of the members of the company be and is hereby accorded for the re-appointment of Ms. Neha Dhanuka (DIN: 08502169), who holds office as a Non-Executive Independent Director upto July 11, 2024, for a second term of five years with effect from July 12, 2024 upto

July 11, 2029, not liable to retire by rotation, upon such terms and conditions with liberty to the Nomination and Remuneration Committee and the Board of Directors to alter and vary the same as may be agreed between the Board and Ms. Neha Dhanuka.

RESOLVED FURTHER THAT the Executive Directors & Key Managerial Personnel be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By Order of Board of Directors
NHC FOODS LIMITED**

Place: Mumbai
Date: April 24, 2024

**Apoorva Shah
Managing Director
DIN :00573184**

Registered Office:

Survey No. 777, Umarsadi Desaiwad Road,
Village Umarsadi, Taluka Pardi, Valsad,
Pardi-396175, Gujarat

NOTES:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), as amended, setting out material facts relating to the Resolution proposed to be passed is annexed hereto.
2. This Postal Ballot Notice is being sent to the members whose names appear on the Register of members / List of beneficial owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email address is registered with the Company / Depository participant(s), as on Friday, April 26, 2024 (“Cut-off Date”). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system.
3. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at www.nhcgroupp.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The Postal Ballot Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdll.com.
4. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the Listing Regulations, the Company can serve notices, annual reports and other communication through electronic mode to those Members who have registered their e-mail addresses either with the Depository Participant(s) or the Company. Members who have not registered their e-mail addresses, so far, are requested to register their email addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to provide their email addresses to the Link Intime India Private Limited by sending an e-mail at rnt.helpdesk@linkintime.co.in or to the Company at grievances@nhcgroupp.com.
5. Resolution, if passed by the Members through postal ballot would be deemed to have been duly passed on the last date specified for the remote e-voting i.e. Wednesday, May 29, 2024 in terms of Secretarial Standard – 2 on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India. Resolution passed by Members with requisite majority, through postal ballot shall be deemed to have been passed at a General meeting of Members convened in that behalf.

6. The vote in this Postal Ballot cannot be exercised through proxy.
7. In case of any query/grievance in connection with the Postal Ballot including remote e-voting, Members may contact NSDL by e-mail at evoting@nsdl.com or to the Company at grievances@nhcgroup.com.

VOTING THROUGH ELECTRONIC MEANS

In compliance with the provisions of Sections 108 and 110 of the Act, Rules 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, Secretarial Standards-2, MCA Circulars and SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020. Listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions, and individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access remote e-voting facilities. Pursuant to aforesaid SEBI Circular, login method for remote e-voting for Individual shareholders holding securities in demat mode with CDSL / NSDL is given below:

How do I vote electronically using NSDL e-Voting system?




The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for Easi / Easiest facility, can login through their existing User id and Password. Option will be made available to reach e-Voting page without any further authentication. The Users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing myeasi Username & Password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service provider's website directly If the user is not registered for Easi/ Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on in www.cdslindia.com home page. The system will authenticate the user by sending OTP on Registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at toll free no.: 022 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for Shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of NHC Foods Limited.

3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolution set out in this notice:

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to grievances@nhcgroup.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to grievances@nhcgroup.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively Shareholders/Members may send a request to evoting@nsdl.com for procuring User id and Password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to dinesh.deora@yahoo.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 or send a request at evoting@nsdl.com.

**By Order of Board of Directors
NHC FOODS LIMITED**

Place: Mumbai
Date: April 24, 2024

**Apoorva Shah
Managing Director
DIN :00573184**

Registered Office:

Survey No. 777, Umarsadi Desaiwad Road,
Village Umarsadi, Taluka Pardi, Valsad,
Pardi-396175, Gujarat

Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013

Item No.1

The Board of Directors in its Meeting held on April 24, 2024 based upon recommendation of Nomination and Remuneration Committee, reappointed Mr. Apar Shah, whose term ends on June 9, 2024, as a Whole- time Director of the Company, for a period of 3 years effective from June 10, 2024 upto June 9, 2027, liable to retire by rotation, on the terms and conditions including remuneration as agreed to be entered into by the Company with Mr. Apar Shah subject to approval of the members.

He has confirmed that he is neither disqualified from being re-appointed as a Director in terms of Section 164 of the Act nor debarred from holding office as a Director of the company, by virtue of any SEBI Order or any other such authority and given his consent to act as a Director. The Board of Directors have taken on record the confirmation submitted by Mr. Apar Shah.

It is thus proposed to seek member's consent for re-appointment of Mr. Apar Shah as the Whole- time Director of the Company and remuneration payable to Mr. Apar Shah as the Whole- time Director of the Company, in terms of the applicable provisions of the Act. Details pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India is attached as Annexure- II.

The terms and conditions entered into by the Company with Mr. Apar Shah inter – alia contains the following:

- a) Remuneration: Rs. 38,19,300 p.a.
- b) In addition to remuneration, Mr. Apar Shah shall be entitled to the perquisites/ allowances which shall be as per the policy of the company.
- c) No Sitting fee shall be payable to him for attending the Meetings of the Board of Directors or Committee thereof.
- d) The appointment may be terminated at any time by either party giving to the other party three month notice of such termination without the necessity of showing any cause. and neither party will have any claim against the other for damages or compensation by reason of such termination. Provided that the aforesaid notice may be waived off in consultation with the Managing Director. In any event, the Whole time director shall not be entitled to any compensation in cases mentioned in Section 202 of the Companies Act, 2013.
- e) The Nomination and Remuneration Committee & Board Directors will have authority to alter and vary the terms and conditions of the said appointment including remuneration as it may deemed fit and as be acceptable to the Whole- time Director subject to the same not exceeding the Limits specified under Section II of Part II of Schedule V of the Companies Act 2013 or any statutory modification or re-enactment thereof.
- f) The other terms and conditions of the agreements are such as are customarily contained in agreements of similar nature.

A statement pursuant to the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 in respect of Mr. Apar Shah is attached as Annexure – I to the Notice.

Your Directors recommend the said resolution for your approval as Special Resolution.

Mr. Apar Shah is interested in the resolution set out at Item No. 1 of the Notice. The relatives of Mr. Apar Shah may be deemed to be interested in the said resolution to the extent of their respective shareholding, if any, in the Company.

Save and except the above, none of the other Directors and Key Managerial Personnel of the Company or their relatives is, in anyway concerned or interested, financially or otherwise, in the said resolution.

Item No.2

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 149, 152 of the Companies Act, 2013 ("the Act") and provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") read with the Articles of Association of the Company, approved the re-appointment of Mr. Manish Vyas (DIN: 08502223), as a Non-Executive Independent Director, for a second term of five years with effect from July 12, 2024 upto July 11, 2029 subject to consent of the Members.

Mr. Manish Vyas is independent from management and possesses appropriate skills, experience and knowledge. The Company has received a declaration from him that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

He has confirmed that he is neither disqualified from being re-appointed as a Director in terms of Section 164 of the Act nor debarred from holding office as a Director of the company, by virtue of any SEBI Order or any other such authority and given his consent to act as a Director. The Board of Directors have taken on record the declaration and confirmation submitted by Mr. Manish Vyas. Further, in the opinion of Board of Directors, Mr. Manish Vyas fulfills such conditions as specified for the said re-appointment.

None of the Directors, Key Managerial Personnel or their relatives except Mr. Manish Vyas is, in any way, concerned or interested, financially or otherwise, in the said resolution. The relatives of Mr. Manish Vyas may be deemed to be interested in the said resolution, to the extent of their respective shareholding, if any, in the Company.

Your Directors recommend the said Resolution for your consent as a Special Resolution.

Details pursuant to Regulation 36 of Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India is attached as Annexure- II.

Item No.3

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 149, 152 of the Companies Act, 2013 ("the Act") and provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") read with the Articles of Association of the Company, approved the re-appointment of Ms. Neha Dhanuka (DIN: 08502169), as a Non-Executive Independent Director, for a second term of five years with effect from July 12, 2024 upto July 11, 2029 subject to consent of the Members.

Ms. Neha Dhanuka is independent from management and possesses appropriate skills, experience and knowledge. The Company has received a declaration from her that she meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

She has confirmed that she is neither disqualified from being re-appointed as a Director in terms of Section 164 of the Act nor debarred from holding office as a Director of the company, by virtue of any SEBI Order or any other such authority and given her consent to act as a Director. The Board of Directors have taken on record the declaration and confirmation submitted by Ms. Neha Dhanuka. Further, in the opinion of Board of Directors, Ms. Neha Dhanuka fulfills such conditions as specified for the said re-appointment.

None of the Directors, Key Managerial Personnel or their relatives except Ms. Neha Dhanuka is, in any way, concerned or interested, financially or otherwise, in the said resolution. The relatives of Ms. Neha Dhanuka may be deemed to be interested in the said resolution, to the extent of their respective shareholding, if any, in the Company.

Your Directors recommend the said Resolution for your consent as a Special Resolution.

Details pursuant to Regulation 36 of Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India is attached as Annexure- II.

**By Order of Board of Directors
NHC FOODS LIMITED**

Place: Mumbai
Date: April 24, 2024

**Apoorva Shah
Managing Director
DIN :00573184**

Registered Office:

Survey No. 777, Umarsadi Desaiwad Road,
Village Umarsadi, Taluka Pardi, Valsad,
Pardi-396175, Gujarat

Annexure- I

Statement Pursuant To the Provisions of Section II of Part II of Schedule V of the Companies Act, 2013 in Respect to Item No. 1 of the Notice

A) General Information:

1. Nature of Industry:

The Company is engaged in the business of Trading of Spices.

2. Date or expected date of commencement of commercial production:

The Company was incorporated on August 4, 1992.

3. In case of new companies, expected date of commencement of activities as per project approved by financial Institutions appearing in the prospectus:

Not Applicable

4. Financial performance based on given indicators:

(Rs.in Lakhs)

Particulars	March 31, 2023	March 31, 2022
Total Income	16,411.34	15,405.57
Profit/Loss Before Tax	269.75	251.94
Profit/Loss After Tax	175.64	147.10

5. Foreign Investments or Collaborations, if any:

Not Applicable

B) Information About The Appointee:

1. Background details:

Mr. Apar Shah is a Graduate in Bachelor of Commerce and has over 9 years experience in the Marketing and Finance industry.

2. Past remuneration:

Rs. 36,55,000 p.a.

3. Recognition or Awards:

Not Applicable

4. Job profile and his suitability:

Mr. Apar Shah is responsible for day to day management of affairs of the Company. The Board is of the opinion that Mr. Apar Shah has the requisite qualifications, expertise and experience for the designation he is holding.

5. Remuneration proposed:

The remuneration proposed to be paid is detailed hereinabove under Explanatory statement.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

The proposed remuneration is comparable and competitive, considering the industry, size of the company, the position and the credentials of Mr. Apar Shah.

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel or other Director, if any:

Mr. Apar Shah is son of Mr. Apoorva Shah.

C) Other Information:

1. Reasons for Loss or Inadequate profits:

The resolution under Schedule V of the Act have been put forth as a precautionary measure, so as to

mitigate any potential challenges that could affect the Company's financial stability during the currency of tenure of the Whole Time Director.

2. Steps taken or proposed to be taken for Improvement:

The Company operates in the Spice business and has proactively implemented several cost-saving measures to effectively reduce its expenses. By implementing these measures, the company aims to optimize its financial performance and enhance its overall profitability.

3. Expected increase in productivity and profits in measurable terms:

As mentioned in point no.2 above the Management has already taken various initiatives to improve its present position which it anticipates that a noticeable decrease in overall costs will be observed. This will demonstrate improved financial efficiency in near future.

Annexure- II

Details of Directors seeking Re-appointment through Postal Ballot, furnished in terms of Regulation 36 of Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India

Particulars	Mr. Apar Shah (DIN: 07125733)	Mr. Manish Vyas (DIN: 08502223)	Ms. Neha Dhanuka (DIN:08502169)
Date of Birth	July 26, 1994 (29 years)	June 1, 1981 (42 years)	September 30, 1992 (31 years)
Original Date of appointment	June 10, 2021	July 12, 2019	July 12, 2019
Nature of Expertise in Specific Functional Area	His overall experience is around 9 years and to be specific in the Marketing and Finance industry it varies to 8 years knowledge of in manufacturing and service industries and has displayed strong entrepreneur skills and management capabilities in his career. He is involved in the said industry from the conceptualization stage to execution stage like planning, monitoring and decision making activities.	His overall experience is around 11 years and to be specific in the accounting and finance industry, it varies to 10 years in manufacturing and service industries and has displayed strong entrepreneur skills and management capabilities in his career.	She has 10 years of experience in the field of accounts, finance and administration of statutory audit, direct and indirect taxes matters, corporate finance accounting systems and processes. Her candidature is appropriate, eligible and suitable for advising on financing in more efficient and profitable manner.
Qualification	a) BMS in Finance b) Diploma in Finance c) Master in Management Study - Finance	Graduate in Bachelor of Commerce from Mumbai University	Graduate in Bachelor of Commerce
No. of shares held in the Company	27650	None	None
Relationship between Directors inter-se :	Mr. Apar Shah is son of Mr. Apoorva Shah	None	None
No. of Meetings of Board of Directors during FY 2023-2024	12	13	13
Directorship held in other companies	NHC Overseas Private Limited	None	None
Membership/ Chairmanship of Committees in other Companies	None	None	None
Listed companies from which resigned in the past 3 years	None	None	None