



ASSOCIATES
COMPANY SECRETARIES

SCRUTINER'S REPORT- Combined

To,
The Chairman of
NHC Foods Limited
NHC House, 2/13,
Anand Nagar,
Santacruz (East),
Mumbai-400055.

Dear Sir,

Sub: Scrutiny of Postal Ballot Forms including e-voting process pursuant to the provisions of the Companies Act, 2013 read with the (Management and Administration) Rules, 2014.

Pursuant to the resolution passed by the Board of Directors of NHC FOODS LIMITED (hereinafter referred to as "Company") on 26th August, 2017, I, Narayan Parekh, Partner, M/S. PRS Associates, Mumbai, Practicing Company Secretaries (Membership No: A 8059) having office at C-4, 2nd Floor, Raja Bahadur Mansion, 20 Ambalal Doshi Marg, Fort, Mumbai-400023 have been appointed as a scrutinizer to receive, process and scrutinize the postal ballot papers including e-voting process in respect of the resolutions as circulated in the Postal Ballot Notice dated 26th August, 2017.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and physical Postal Ballot Forms on the resolutions contained in the Postal Ballot notice dated 26th August, 2017. My responsibility as a scrutinizer for the voting process is restricted to make a scrutinizer report of the votes cast "in favour" or "against" the resolution(s) based on the reports generated from the e-voting system provided by the National Securities Depository Limited ("NSDL") the authorized Service provider, for extending the facility of electronic voting to the shareholders of the Company and on the Postal Ballot Forms submitted by the shareholders of the Company along with the details/ report generated by the Registrar and Transfer Agents of the Company (Link Intime India Pvt. Ltd.).



I have issued separate Scrutinizer's Report dated 11th October, 2017 on e-voting and separate Scrutinizer's Report dated 11th October, 2017 on the Postal Ballot Forms, on the resolutions contained in the notice of the Postal Ballot dated 26th August, 2017. As requested by the management, I submit herewith my combined report on the results of e-voting and Postal Ballot Forms as under:-

The result of the E-voting together with that of the Postal Ballot Forms is as under:
(E-voting + Postal Ballot)

SPECIAL BUSINESS:

Item No. 1: Special Resolution:-Approval for Sale of Undertaking(S) of the Company Situated at NHC House, 2/13, Anand Nagar, Santacruz(E), Mumbai- 400 055 pursuant to Section 180 (1)(a) of the Companies Act, 2013

Particulars	No. of shares (through E- voting)	No. of Shares (through Postal Ballot)	Total No. of shares	% of Total Net Valid votes (in percentage)
Total No. of votes received	51,15,181	3,874	51,19,055	Not Applicable
Less: No. of invalid votes	-	5	5	
Less: Vote not Exercised	-	-	-	
Net Valid Votes	51,15,181	3,869	51,19,050	
Votes with "Assent" for the resolution	51,11,451	3,869	51,15,320	99.93
Votes with "Dissent" for the resolution	3,730	-	3,730	0.07

Item No. 3: Special Resolution: - Approval for Sale of Undertaking(S) of the Company situated at Survey No.777, Umarsadi Desaiwad Road, at Village Umarsadi, Taluka Pardi, District- Valsad, Gujarat- 396 175 pursuant to Section 180 (1)(a) of the Companies Act, 2013

Particulars	No. of	No. of	Total No. of	% of Total Net
-------------	--------	--------	--------------	----------------




	shares (through E- voting)	Shares (through Postal Ballot)	shares	Valid votes (in percentage)
Total No. of votes received	51,15,181	3,874	51,19,055	Not Applicable
Less: No. of invalid votes	-	5	5	
Less: Vote not Exercised	-	-	-	
Net Valid Votes	51,15,181	3,869	51,19,050	
Votes with "Assent" for the resolution	51,11,451	3,869	51,15,320	99.93
Votes with "Dissent" for the resolution	3,730	-	3,730	0.07

On the basis of above, I would like to inform you that the **Resolution at Item Nos. 1 to 2 have been passed with the Requisite Majority.**

You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,
For PRS Associates
Company Secretaries


Narayan Parekh
Partner
M No. ACS- 8059
C. P. No.:- 6448



Date: 11th October, 2017
Place: Mumbai