



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 30<sup>th</sup> May, 2016, 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 30<sup>th</sup> May, 2016.

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 30<sup>th</sup> May, 2016. 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 Central Depository Services (I) Limited ("CDSL") 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 (System Support Services).



I have issued separate Scrutinizer's Report dated 26<sup>th</sup> July, 2016 on e-voting and separate Scrutinizer's Report dated 26<sup>th</sup> July, 2016 on the Postal Ballot Forms, on the resolutions contained in the notice of the Postal Ballot dated 30<sup>th</sup> May, 2016. 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: -Issue of Equity Shares on Preferential Allotment basis to Promoters**

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	3,71,038	71,45,044	75,16,082	Not Applicable
Less: No. of invalid votes	-	35	35	
Less: Votes not Exercised	-	38,04,316	38,04,316	
Net Valid Votes	3,71,038	33,40,693	37,11,731	
Votes with "Assent" for the resolution	3,71,017	33,40,193	37,11,210	99.99
Votes with "Dissent" for the resolution	21	500	521	0.01

**Item No. 2: Special Resolution:-Approval for Sale of Undertaking(S) of the Company Situated at NHC House, 2/13, Anand Nagar, Santacruz(E), Mumbai- 400 055**

Particulars	No. of shares	No. of Shares	Total No. of shares	% of Total Net Valid votes (in
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	(through E- voting)	(through Postal Ballot)		percentage)
Total No. of votes received	3,71,038	71,45,044	75,16,082	Not Applicable
Less: No. of invalid votes	-	35	35	
Less: Vote not Exercised	-	-	-	
Net Valid Votes	3,71,038	71,45,009	75,16,047	
Votes with "Assent" for the resolution	3,71,038	71,45,009	75,16,047	100
Votes with "Dissent" for the resolution	-	-	-	-

**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**

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	3,71,038	71,45,044	75,16,082	Not Applicable
Less: No. of invalid votes	-	35	35	
Less: Vote not Exercised	-	-	-	
Net Valid Votes	3,71,038	71,45,009	75,16,047	
Votes with "Assent" for	3,71,038	71,45,009	75,16,047	100



the resolution				
Votes with "Dissent" for the resolution	-	-	-	-

On the basis of above, I would like to inform you that the **Resolution at Item Nos. 1 to 3** 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*

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



Date: 26<sup>th</sup> July, 2016  
Place: Mumbai