



NHC FOODS LIMITED

(CIN: L15122GJ1992PLC076277)

Registered Office:- Survey No. 777, Umarsadi Desaiwad Road, At village Umarsadi, Taluka Pardi, District Valsad, Gujarat – 396175.

Tel. No. 0260-2375660 Fax No. 0260-2375662

Corporate Office:- NHC House, 2/13, Anand Nagar, Santacruz (East), Mumbai-400055.

Tel. No. 022-61522020 Fax No. 022-61522021

Email id: grievances@nhcgroup.com Website: www.nhcgroup.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, (hereinafter referred to as “**the Act**”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) to the Members of NHC Foods Limited (hereinafter referred to as “**the Company**”) that the resolutions appended below are proposed to be passed by way of postal ballot / e-voting. The explanatory statement pertaining to the said resolutions setting out the material facts concerning each item and the reasons thereof are annexed hereto alongwith a postal ballot form (hereinafter referred to as “**the Postal Ballot Form**”) for your consideration and voting.

The Board of Directors of the Company has appointed Mr. Narayan Parekh, Partner of M/s PRS Associates, Practicing Company Secretaries, Mumbai as the Scrutinizer, at the meeting held on Saturday, the 5th December, 2015, for conducting the postal ballot (physical & e-voting) process in accordance with law, in a fair and transparent manner.

The business of the postal ballot shall, in addition to physical voting, also be transacted through electronic voting system. Accordingly, the Company in compliance with, Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, is pleased to provide to the Members (whether holding shares in physical or in dematerialized form) the facility to exercise their right to vote on the matters included in the notice of the postal ballot by electronic means i.e. through e-voting services provided by Central Depository Services (I) Limited (CDSL). The e-voting period commences on Thursday the 21st January, 2016 at 9.00 a.m. and ends on Wednesday, the 27th January, 2016 at 5.00 p.m. Please read carefully and follow the instructions as printed in this Notice for e-voting.

Those Members, who do not have access to e-voting facility can send their assent or dissent in writing on the Postal Ballot Form attached herewith. Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed and signed in the attached self-addressed, postage pre-paid business reply envelope, so as to reach the Scrutinizer before the close of the working hours 5.00 p.m. on Thursday the 28th January, 2016 at the Company’s Registrar and Share Transfer Agent namely System Support Services, Unit :- NHC Foods Limited, 209, Shivai Industrial Estate, Near Parke - Davis, 89, Andheri Kurla Road, Saki Naka, Andheri (E), Mumbai - 400072. Please note that any Postal Ballot Form(s) received after 5.00 p.m. on Thursday the 28th January, 2016 will be treated as not received. The Scrutinizer will be submitting his report to the Chairman or in his absence, any Director authorised by the Board, after the completion of the scrutiny of the postal ballots (physical and e-voting). The results of the voting by postal ballot will be announced by the Chairman of the Company or in his absence, any person authorized by him, on Friday, 29th January, 2016 at 5.00 p.m. at the Corporate Office of the Company situated at NHC House, 2/13, Anand Nagar, Santacruz (East), Mumbai - 400055 and will be displayed on the notice board at the registered office of the Company situated at Survey No. 777, Umarsadi Desaiwad Road, At village Umarsadi, Taluka Pardi, District Valsad, Gujarat – 396175 and at the Corporate Office of the Company. The results of the postal ballot will also be posted on the Company’s website www.nhcgroup.com and on the website of Central Depository Services (I) Limited, besides communicating to the stock exchange

where the Company's shares are listed. The results of the postal ballot shall also be announced through newspaper advertisement. The resolutions, if approved, will be taken as passed effectively on Friday the 29th January, 2016.

SPECIAL BUSINESS

ITEM NO. 1: RECLASSIFICATION OF AUTHORISED SHARE CAPITAL OF THE COMPANY AND AMENDMENT TO THE MEMORANDUM OF ASSOCIATION

To consider and, if thought fit, to pass, the following resolution as an ORDINARY RESOLUTION

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, the existing Authorized Share Capital of the Company of Rs. 24,00,00,000/- (Rupees Twenty Four Crores only) divided into 1,85,00,000 (One Crore Eighty Five Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each and 55,00,000 (Fifty Five Lacs) Preference Shares of Rs.10/- (Rupees Ten) each be and is hereby reclassified into 2,40,00,000 (Two Crores Forty Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company be and is hereby replaced by inserting the following para as Clause V.

V. The Authorized Share Capital of the Company is Rs. 24,00,00,000/- (Rupees Twenty Four Crores only) divided into 2,40,00,000 (Two Crore Forty Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each with power of the Company to increase, reduce, modify and cancel the same and to divide the original or increased or reduced or modified capital into two classes namely preference and Equity and to attach thereto respectively the preferential, special, deferred or qualified rights, privileges, advantages or conditions as regards payment of dividends, distribution of assets, repayment or reduction of capital, voting or otherwise.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors or Committee thereof be and is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and settle any question that may arise in this regard."

ITEM No. 2: ISSUE OF EQUITY SHARES ON PREFERENTIAL ALLOTMENT BASIS TO PROMOTERS

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

"RESOLVED THAT pursuant to Sections 62 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification thereto or reenactment thereof for the time being in force) and pursuant to the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("**SEBI ICDR Regulations**") as in force and provisions of the Memorandum and Articles of Association of the Company and the Listing Agreements / SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into by the Company with Stock Exchange where the shares of the Company are listed, (hereinafter collectively referred to as "**Appropriate Authorities**"), and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction (hereinafter referred to as "**Requisite Approvals**"), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the Board be and is hereby authorized at its absolute discretion to create, offer, issue and allot, upto 5,61,465 equity shares of Rs. 10/- (Rupees Ten only) each fully paid up on conversion of outstanding Unsecured Loan into Equity shares, at a price which shall not be lesser than the minimum specified price as per the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, on a preferential allotment basis to Mr. Apoorva Shah, the Promoter of the company

RESOLVED FURTHER THAT:

The relevant date for the purpose of issue of Equity Shares as per Chapter VII of the SEBI (ICDR) Regulations, 2009, as amended upto date for the purpose of determination of the applicable price of equity shares is 30th December, 2015, i.e. the 30 days prior to the date of the declaration of the Results of the postal Ballot to be held, in terms of Section 62, 110 and other relevant provisions of the Companies Act, 2013, to consider the proposed issue."

- i. The Offer, Issue and Allotment of the aforesaid Equity Shares shall be made at such time or times as the Board may in its absolute discretion decide.
- ii. The allotment of Equity Shares is proposed to be completed within a maximum period of 15 days from the date of declaration of the results of the Postal Ballot. In case the allotment on preferential basis is pending on account of pendency of any approval for such allotment by any regulatory authority including Stock Exchange where the shares of the Company are listed or the Central Government then the allotment shall be completed within 15 days from the date of receipt of such approval as the case may be.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Shares as may be required or as may be necessary in accordance with the terms of the offer, and all such equity shares shall be ranking pari passu and inter-se with the then existing equity shares of the Company in all respects including dividend.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and matters flowing from, connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment, listing thereof with stock exchange and to resolve and settle all questions and difficulties that may arise in the proposed issue, allotment, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

RESOLVED FURTHER THAT the Board be authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee or Sub-Committee of Directors or the Chairman or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution, with the power to such Committee/sub-Committee of the Board to further delegate all or any of its powers/duties to any of its members.”

ITEM No. 3: RE-APPOINTMENT OF MR. APOORVA SHAH, CHAIRMAN & MANAGING DIRECTOR (DIN: 00573184) FOR A PERIOD OF THREE YEARS W.E.F. 13TH NOVEMBER, 2015 TO 12TH NOVEMBER, 2018:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions if any of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013, Mr. Apoorva Shah, Chairman & Managing Director (DIN: 00573184) be and is hereby re-appointed as the chairman and Managing Director of the company for a period of Three years w.e.f. 13th November, 2015 to 12th November, 2018 on the remuneration, terms and conditions as recommended by the nomination and remuneration committee

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter or vary the terms and conditions of the re-appointment of Mr. Apoorva Shah, Chairman and Managing Director including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013

RESOLVED FURTHER THAT any one of the Director or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

Item No. 4: RE-APPOINTMENT OF MRS. ALPA SHAH (DIN: 00573190), WHOLE - TIME DIRECTOR FOR A PERIOD OF THREE YEARS W.E.F. 14TH FEBRUARY, 2016 TO 13TH FEBRUARY, 2019:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions if any of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013, Mrs. Alpa Shah (DIN: 00573190), Whole - Time Director be and is hereby re-appointed as a whole Time Director for a period

of Three years w.e.f. 14th February, 2016 to 13th February, 2019 on the remuneration, terms and conditions as recommended by the nomination and remuneration committee.”

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter or vary the terms and conditions of the re-appointment of Mrs. Alpa Shah (DIN: 00573190), Whole – Time Director including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013

RESOLVED FURTHER THAT any one of the Director or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

**For and on Behalf of the Board of Directors
For NHC Foods Limited**

**Sd/-
Suvarnalata Chavan
Company Secretary & Compliance Officer**

Place: Mumbai

Dated: 5th December, 2015

Notes:

1. Explanatory Statement for the proposed resolutions mentioned above, pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 setting out material facts is appended herewith.
2. The notice of the Postal Ballot is being sent to all the Members, whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as of Friday, 18th December, 2015.
3. Mr. Narayan Parekh, Partner of M/s PRS Associates, Practicing Company Secretaries has been appointed as Scrutinizer for conducting the E-voting/ Postal Ballot in accordance with the law in a fair and transparent manner.
4. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company offers e-voting option to the Members as an alternative to enable them to cast their votes. For this purpose, the Company has engaged M/s. Central Depository Services (I) Limited (CDSL) for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form.
5. This notice is being sent to all the members, whose names appear in the Register of Members/Records of Depositories as on the close of working hours on December 18, 2015 i.e. “the cut-off date”. Voting Rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on 21st January, 2016. E-voting is optional for members.
6. The Postal Ballot form together with the self-addressed business reply envelope is enclosed for the use of the members. Please read carefully the instructions printed on the enclosed Postal Ballot form before exercising your vote and return the same duly completed, signifying your assent/ dissent, in the attached self-addressed business reply envelope, so as to reach the Scrutinizer before the close of working hours i.e. 5.00 p.m. on 28th January, 2016.
7. Members who have registered their e-mail id either with the Depositories or with the Company are being sent Notice of Postal Ballot by e-mail and Members who have not registered their e-mail id will receive Notice of Postal Ballot along with Postal Ballot Form through prescribed mode under the Act. The Members can also seek duplicate Postal Ballot Form from M/s. System Support Services, Unit: NHC Foods Limited, 209, Shivai Industrial Estate, Near Parke Davis, 89, Andheri Kurla Road, Saki Naka, Andheri (E), Mumbai-400072, or Corporate Office of the Company i.e. NHC House, 2/13, Anand Nagar, Santacruz (East) Mumbai -400 055.

8. Kindly note that the Members can opt for only one mode of voting i.e. either by Physical Postal Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Postal Ballot also and vice versa. However, in case Members cast their vote by both Physical Postal Ballot and e-voting, then voting done through valid Physical Postal Ballot shall prevail and voting done by e-voting will be treated as invalid.
9. Members desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed and signed in the enclosed self-addressed postage prepaid business reply envelope to the Scrutinizer so as to reach the Scrutinizer on or before the close of working hours i.e. 5:00 p.m. on Thursday, 28th January, 2016. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. Assent / Dissent received after 5.00 p.m. on Thursday, 28th January, 2016 would be strictly treated as if reply from the Members has not been received.

10. Voting through electronic means:

- (i) The voting period begins on 21st January, 2016 from 9.00 a.m. and ends on 27th January, 2016 till 5.00 p.m. During these period shareholders of the Company, holding shares either in physical form or in dematerialized form, i.e. 21st January, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website : www.evotingindia.com
- (iii) Click on Shareholders Tab.
- (iv) Now enter your User ID
- A For CDSL: 16 digits beneficiary ID;
- B For NSDL: 8 Character DPID followed by 8 Digits Client ID;
- C Members holding shares in Physical Form should enter Folio Number registered with the Company. Next enter the Image Verification as displayed and Click on Login
- (v) If you are holding shares in demat form and had logged on to and have cast your vote earlier for EVSN of any company, then your existing password is to be used.
- (vi) If you are a first time user, follow the steps given below and fill the appropriate boxes:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their names and the 8 digits of the sequences number in the PAN Field. The Sequence number is printed on the Postal Ballot Paper. Alternatively, they may use the Postal Ballot Form for voting • In case the Sequence Number is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters, e.g. if your name is Ramesh Kumar with sequence number 1, then enter RA00000001 in the pan field
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format
Dividend Bank Details #	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio # Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are

required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the relevant EVSN for NHC Foods Limited on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Note for Non – Individual Shareholders and Custodians:
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and signature of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

I. Please follow all steps from Sr. No. (i) to Sr. No. (xvii) above to cast vote.

II. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at under help section or write an email to helpdesk.evoting@cdslindia.com

- 11. The voting period ends on the close of working hours (i.e. 5:00 p.m.) on Wednesday the 27th January, 2016. The e-voting module for voting shall be disabled by M/s. Central Depository Services (I) Limited thereafter.
- 12. The voting right(s) of Members shall be in proportion to their share(s) of the paid-up equity share capital of the Company as on Thursday, 21st January, 2016.
- 13. The Scrutinizer will submit his report to the Chairman or any one of the Director of the Company within one day after completion of the scrutiny of the Postal Ballot Forms and the result of the Postal Ballot

along with the Scrutinizer's Report will be announced on Friday, 29th January, 2016 and the same will be displayed on the notice board at the registered office of the Company situated at Survey No. 777, Umarsadi Desaiwad Road, At village Umarsadi, Taluka Pardi - District Valsad - Gujarat - 396175 and at the Corporate Office of the Company. The results of the postal ballot will also be posted on the Company's website [www. nhcgroupp.com](http://www.nhcgroupp.com) and on the website of Central Depository Services (I) Limited, besides communicating to the stock exchanges where the Company's shares are listed.. The result of the Postal Ballot shall also be announced through newspaper advertisement. In the event, the resolutions are assented to by the requisite majority of Members by means of Postal Ballot, the date of declaration of Postal Ballot result shall be deemed to be the date of passing of the said resolutions.

14. The Board of Directors has appointed Mr. Rajiv Bhatt, Director and / or Ms. Suvarnalata Chavan, Company Secretary of the Company as the designated persons responsible for the entire postal ballot process.
15. A copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered / Corporate Office of the Company during office hours on all working days, except Saturday and Sunday and other holidays, between 11:00 a.m. and 1:00 p.m. up to the date of declaration of results of postal ballot i.e. Friday, 29th January, 2016.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

The Company, in order to meet its growth objectives and to strengthen its financial position, is required to generate long term resources by issuing Equity Shares. All the Optionally Convertible Redeemable Preference Shares (OCRPS) has been converted into Equity Shares. Accordingly available amount of Preference shares i.e. [Difference between Authorised and Paid up Preference Share Capital] in the Authorised Share Capital shall be converted into Equity shares. Further the Board of Directors at Item No. 2 proposes to issue and allot Equity Shares to the Promoters of the company. Hence it is therefore deemed appropriate to reclassify the Authorised Equity and Preference Share Capital and to increase the Authorised Equity Share Capital of the Company to accommodate the issue of Equity Shares as envisaged at Item no. 2 and for that purpose, the Capital Clause No. V of the Memorandum of Association of the Company is required to be suitably altered as set out at Item No. 1 of the accompanying Notice.

The provisions of the Companies Act, 2013 require the Company to seek the approval of the Members for reclassification of the Authorised Share Capital and for the Consequent Amendment to the capital clause of the Memorandum of Association of the Company.

The Board of Directors accordingly recommends the resolution set out at Item No. 1 of the accompanying Notice for the approval of the Members. Your approval is sought by voting by Postal Ballot in terms of provisions of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014

None of the Directors/Key Managerial Personnel of the Company/their relative(s) is, in any way, concerned or interested, financially or otherwise, in the resolution nos. 1 of the Notice.

ITEM No.2:-

- A. In terms of section 102 of the Companies Act, 2013 and Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("ICDR Regulations") and any other applicable law, the Explanatory Statement set out all the material facts relating to the special business mentioned in the accompanying notice dated 5th December, 2015.

The Board of Directors in its meeting held on Saturday, the 5th day of December, 2015 discussed the future plans of the Company and its existing requirement for funds. In view of the foregoing, the Board considered the best way to raise the funds required to finance the operations of the Company is by way of issuance of shares on the preferential basis. Based on the above discussions, the Board resolved to issue, offer and allot upto 5,61,465, Equity Shares of Rs.10/- each on conversion of Unsecured Loans into Equity shares on preferential basis. The pricing of the Equity Shares to be allotted on preferential basis to the

Promoter shall not be lower than the price determined in accordance with the SEBI (ICDR) Regulations, 2009.

Pursuant to provisions of Section 62 of the Companies Act, 2013, any offer or issue of shares of the Company to persons other than the existing holders of the equity shares of a Company requires prior approval of the Shareholders in general meeting by way of a Special Resolution. The Listing Agreement executed by the Company with the Stock Exchange also provide that the Company shall, in the first instance, offer all securities for subscription on proportionate basis to the Shareholders unless the Shareholders in a general meeting decide otherwise.

B. The details of the issue and other particulars as required in terms of Regulation 73 (1) of SEBI (ICDR) Regulations, 2009 and the following disclosures pursuant to Rule 13 (2) (d) of the Companies (Share capital and Debenture) Rules, 2014 in relation to the resolution for the proposed preferential issue are given as under:

(i) The Objects of the Preferential Issue:

The funds to be raised from the proposed issue of Equity Shares will be utilized for a combination of part funding of the expenditure for expansion, investment, support growth plans of the Company, long-term working capital and general corporate purposes.

(ii) The intention of the promoters / directors / key management persons to subscribe to the Preferential Issue:

The promoter of the Company intends to subscribe to the Preferential Issue in order to infuse capital for the aforementioned objects.

(iii) Pricing of Securities to be issued:

The issue of Equity Shares on preferential basis to the promoter of the Company will be in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of SEBI (ICDR) Regulations, 2009.

The Equity Shares allotted pursuant to the above Resolution shall rank pari-passu in all respects with the existing Equity Shares of the Company, including dividend.

(iv) Relevant Date:

The Relevant Date for the purpose of determining the pricing of shares in accordance with Chapter VII of SEBI (ICDR) Regulations, 2009 is Wednesday the 30th December, 2015. [i.e. 30 days prior to the date of the declaration of the Postal Ballot Result]

(v) Particulars of Subscribers to Equity Shares

The Company proposes to issue Equity Shares by way of preferential issue to the promoter upon conversion of outstanding Unsecured Loan into Equity shares as per the details given herein below:

Name of the Proposed subscribers	Pre Preferential Issue		New Allotment	Post Preferential Issue		
	Category -Promoter -	No. of Shares held		% of Holding	No. of Shares	No. of Shares held
1. Apoorva Shah		32,42,851	28.71	5,61,465	38,04,316	32.09
Total		32,42,851	28.71	5,61,465	38,04,316	32.09

(vi) Shareholding Pattern Pre and Post Preferential Issue:

Table	A		B	
Category of Shareholders	Pre-Allotment		Pre-Allotment	
	Total No. of Shares	% of Total Voting Rights	Total No. of shares	% of Total Voting Rights
Promoters/Promoters' Group	6575822	58.23	7137287	60.20

Banks, FIs, Insurance Companies etc.	910	0.01	910	0.01
Body Corporate	528172	4.68	528172	4.46
Individual	4042823	35.80	4042823	34.10
NRI	145808	1.28	145808	1.23
Total	11293535	100	11855000	100

(vii) Change in Management:

The issue of Equity shares will not result in any change in the management or control of the Company.

(viii) Lock in of Equity Shares

The Equity shares to be allotted to the promoter on a preferential basis as set out in the resolution shall be locked in for a period of three years as per requirements of SEBI (ICDR) Regulations, 2009

(ix) Proposed time within which the allotment shall be completed:-

As required under the SEBI (ICDR) Regulations, 2009, the Company shall complete the allotment(s) of Equity shares as aforesaid on or before the expiry of 15 days from the date of declaration of the result of the postal ballot. In case the allotment on preferential basis is pending on account of pendency of any approval(s) from any regulatory authority including Stock Exchange where the shares of the company are listed or the Central Government, then the allotment shall be completed within 15 (fifteen) days from the date of such approval(s), as the case may be.

(x) The Company hereby undertakes that:

- a) It would re-compute the price of the Securities specified above in terms of the provisions of the SEBI (ICDR) Regulations, 2009 where it is required to do so.
- b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2009, the above specified securities shall continue to be locked in till the time such amount is paid by allottees.

(xi) Others:

The certificate of the Statutory Auditors to the effect that the present preferential issue is being made in accordance with the requirements contained in Chapter VII of the SEBI (ICDR) Regulations, 2009 shall be open for inspection at the Registered / Corporate Office of the Company during office hours on all working days, except Saturday and Sunday and other holidays, between 11:00 a.m. and 1:00 p.m. up to the date of declaration of results of postal ballot i.e. Friday, 29th January, 2016.

As it is proposed to issue Equity shares on preferential basis, special resolution is required to be approved by members pursuant to the provisions of Section 62 of the Companies Act, 2013 and Chapter VII of the SEBI (ICDR) Regulations, 2009 and other applicable provisions (if any).

Your directors recommend the Special Resolution as set out in the notice for your approval.

Mr. Apoorva Shah and Mrs. Alpa Shah being spouse may be deemed to be concerned or interested, financially or otherwise, to the extent of their respective shareholding in respect of the issue and allotment of shares on preferential basis.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/ their relative(s) is, in any way, concerned or interested, financially or otherwise, in the resolution nos. 2 of the Notice.

Item No. 3

Mr. Apoorva Shah (DIN: 00573184) was appointed as Managing Director by the shareholders at their meeting held on 25th July, 2011 for a period of five years i.e. 13th Nov, 2010 to 12th Nov, 2015. Considering his contribution in overall growth and performance of the Company, it is proposed to re-appoint Mr. Apoorva Shah (DIN: 00573184), Managing Director for a period of Three years w. e. f. 13th November, 2015 to

12th November, 2018. The reappointment of Mr. Apoorva Shah (DIN: 00573184) as the Managing Director of the Company shall require the approval of the Shareholders by way of passing of Special Resolution pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to the approvals of the Central Government and other authorities, if any.

The Terms and Conditions of re appointment of Mr. Apoorva Shah as Managing Director for a period of Three years w.e.f. 13th November, 2015 to 12th November, 2018 are as follows:

I Remuneration:

1. Salary:

Rs. 40,99,400/- (Rupees Forty Lacs Ninety Nine Thousand Four Hundred Only) per annum

2. Perquisites: In addition to the above salary, the Managing Director will be entitled to the following perquisites as specified below:

- a) Medical Reimbursement: He shall be entitled to medical expenses as per the rules of the Company which include such expenses as shall relate to surgical, optical and Dental treatment incurred by himself and his family upto Rs. 15,000/- per annum.
- b) Club Membership: The Company shall pay fees of Club/s, as allowed under the Act and as per the rules of the Company, subject to maximum of Rs. 25,000/- per annum. This will, however, not include admission and life membership fees
- c) A car with a chauffeur for official purposes as per the rules of the Company
- d) Leave: Subject to the exigencies of his employment, Mr. Apoorva Shah shall be entitled to leave in a year on full pay and allowances as per the rules and regulations of the Company
- e) The Company shall pay expenses on Telephone & Fax at residence and mobile phone for official use upto Rs. 36,000/- per annum
- f) Variable Pay/Performance Bonus: Mr. Apoorva Shah may be paid as may be determined by the committee or Board thereof based on such performance parameters as may be laid down by the Committee or the Board and as per the rules of the Company
- g) The Company shall pay contribution at percentage of salary towards Provident Fund provided the contribution shall not exceed the limit laid down under the Income Tax Act, 1961
- h) The Company shall pay gratuity as per the Payment of Gratuity Act, 1972

Subject to overall ceiling on remuneration mentioned herein, Mr. Apoorva Shah, Managing Director (DIN 00573184) may be given such other benefits in accordance with the schemes and rules applicable to the members of the Company framed from time to time

Explanation:

Perquisites shall be evaluated as per the Income Tax Rules, wherever applicable and in the absence of any such rule, perquisites shall be evaluated at actual cost

3. Other Terms and Conditions:

- (a) Termination: A notice period of three months from both the sides
- (b) Rotation: Liable to retire by rotation
- (c) Sitting Fees: Mr. Apoorva Shah will not be entitled to receive any sitting fees for the Board or the Committee meetings constituted by the Board

Minimum Remuneration

Notwithstanding anything contained herein, wherein in the absence or inadequacy of profits in any financial year, during the tenure, the company shall pay to Mr. Apoorva Shah (DIN 00573184) remuneration as decided

by the Board or any committee thereof from time to time as minimum remuneration with the approval of the Central government if necessary.

The proposed re-appointment of and payment of remuneration to Mr. Apoorva Shah (DIN: 00573184) as the Managing Director, has been considered and recommended by the Nomination and Remuneration Committee at its respective meetings held on 10th November, 2015.

The explanatory statement and the Resolution No. 3 of the Notice shall be treated as an abstract of the terms of appointment of Mr. Apoorva Shah as the Managing Director of the Company as required under Section 102 of the Companies Act, 2013.

Profile of Mr. Apoorva Shah is given herein below. The Board considers that his re-appointment would be of immense benefit to the Company. Accordingly the Board of Directors recommends his re-appointment.

His period of office shall be liable to determination by retirement of directors by rotation.

A draft Agreement between the Company and Managing Director will be available for inspection by the Members of the Company at its Registered / Corporate Office of the Company during office hours on all working days, except Saturday and Sunday and other holidays, between 11:00 a.m. and 1:00 p.m. up to the date of declaration of results of postal ballot i.e. Friday, 29th January, 2016

The above explanatory statement (together with Annexure thereto) shall be construed to be memorandum setting out the terms of the re-appointment as specified under Section 190 of the Companies Act, 2013.

The Board considers that having regard to the significant contribution of Mr. Apoorva Shah towards remarkable growth of operational activities of the Company during his current tenure, the re-appointment of Mr. Apoorva Shah as Managing Director of the Company for a further period of 3 years is fully justified. As such the Board recommends the Special Resolution set out in Item No. 3 of the Notice convening the meeting for the approval of the shareholders

Mr. Apoorva Shah and Mrs. Alpa Shah being spouse may be deemed to be concerned or interested, financially or otherwise, to the extent of their respective shareholding in respect of his re-appointment.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relative(s) is, in any way, concerned or interested, financially or otherwise, in the resolution nos. 3 of the Notice.

The necessary disclosures as required under paragraph (B) of Section II of Part II of Schedule V of the Act have already set out hereinbelow.

Your approval is sought by voting through Postal Ballot or through e-voting as the case may be, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for passing the Resolution No. 3 of the Notice.

Item No. 4

Mrs. Alpa Shah (DIN: 00573190) was appointed as Whole - time Director by the Shareholders at their meeting held on 25th July, 2011 for a period of five (5) years i.e. 14th Feb, 2011 to 13th Feb, 2016. Considering her contribution in overall growth and performance of the Company, it is proposed to re-appoint Mrs. Alpa Shah (DIN: 00573190), as Whole - Time Director for a period of Three years w.e.f. 14th February, 2016 to 13th February, 2019. The reappointment of Mrs. Alpa Shah (DIN: 00573190) as Whole - Time Director of the Company shall require the approval of the Shareholders by way of passing of Special Resolution pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to the approvals of the Central Government and other authorities, if any.

The Terms and Conditions of re appointment of Mrs. Alpa Shah, Whole Time Director for a period of Three years w.e.f. 14th February, 2016 to 13th February, 2019:

I Remuneration:

1. Salary:

Rs. 40,99,400/- (Rupees Forty Lacs Ninety Nine Thousand Four Hundred Only) per annum

2. Perquisites: In addition to the above salary, the Whole - time director will be entitled to the following perquisites as specified below:

- a) Medical Reimbursement: She shall be entitled to medical expenses as per the rules of the Company which include such expenses as shall relate to surgical, optical and Dental treatment incurred by herself and her family upto Rs. 15,000/- per annum.
- b) Club Membership: The Company shall pay fees of Club/s, as allowed under the Act and as per the rules of the Company, subject to maximum of Rs. 25,000/- per annum. This will, however, not include admission and life membership fees
- c) A car with a chauffeur for official purposes as per the rules of the Company
- d) Leave: Subject to the exigencies of her employment, Mrs. Alpa Shah shall be entitled to leave in a year on full pay and allowances as per the rules and regulations of the Company
- e) The Company shall pay expenses on Telephone & Fax at residence and mobile phone for official use upto Rs. 36,000/- per annum
- f) Variable Pay/Performance Bonus: Mrs. Alpa Shah may be paid as may be determined by the committee or Board thereof based on such performance parameters as may be laid down by the Committee or the Board and as per the rules of the Company
- g) The Company shall pay contribution at percentage of salary towards Provident Fund provided the contribution shall not exceed the limit laid down under the Income Tax Act, 1961
- h) The Company shall pay gratuity as per the Payment of Gratuity Act, 1972

Subject to overall ceiling on remuneration mentioned herein, Mrs. Alpa Shah, Whole time Director may be given such other benefits in accordance with the schemes and rules applicable to the members of the Company framed from time to time

Explanation:

Perquisites shall be evaluated as per the Income Tax Rules, wherever applicable and in the absence of any such rule, perquisites shall be evaluated at actual cost

3. Other Terms and Conditions:

- a) Termination: A notice period of three months from both the sides
- b) Rotation: Liable to retire by rotation
- c) Sitting Fees: Mrs. Alpa Shah will not be entitled to receive any sitting fees for the Board or the Committee meetings constituted by the Board

Minimum Remuneration

Notwithstanding anything contained herein, wherein in the absence or inadequacy of profits in any financial year, during the tenure, the company shall pay to Mrs. Alpa Shah (**DIN 00573190**) remuneration as decided by the Board or any committee thereof from time to time as minimum remuneration with the approval of the Central Government if necessary. The proposed re-appointment of and payment of remuneration to Mrs. Alpa Shah (DIN: 00573190) as the Whole-time Director, has been considered and recommended by the Nomination and Remuneration Committee at its respective meetings held on 10th November, 2015.

The explanatory statement and the Resolution No. 4 of the Notice shall be treated as an abstract of the terms of appointment of Mrs. Alpa Shah as the Whole-time Director of the Company as required under Section 102 of the Companies Act, 2013.

Profile of Mrs. Alpa Shah is given herein below. The Board considers that her re-appointment would be of immense benefit to the Company. Accordingly the Board of Directors recommends her re-appointment.

Her period of office shall be liable to determination by retirement of directors by rotation.

A draft of the Agreement between the Company and Whole Time Director will be available for inspection by the Members of the Company at the Registered / Corporate Office of the Company during office hours on all working days, except Saturday and Sunday and other holidays, between 11:00 a.m. and 1:00 p.m. up to the date of declaration of results of postal ballot i.e. Friday, 29th January, 2016

The above explanatory statement (together with Annexure thereto) shall be construed to be memorandum setting out the terms of the re-appointment as specified under Section 190 of the Companies Act, 2013.

The Board considers that having regard to the significant contribution of Mrs. Alpa Shah towards remarkable growth of operational activities of the Company during her current tenure, the re-appointment of Mrs. Alpa Shah as Whole time Director of the Company for a further period of 3 years is fully justified. As such the Board recommends the Special Resolution set out in Item No. 4 of the Notice convening the meeting for the approval of the shareholders

Mrs. Alpa Shah and Mr. Apoorva Shah being spouse may be deemed to be concerned or interested, financially or otherwise, to the extent of their respective shareholding in respect of her re-appointment.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relative(s) is, in any way, concerned or interested, financially or otherwise, in the resolution no.4 of the Notice.

The necessary disclosures as required under paragraph (B) of Section II of Part II of Schedule V of the Act have already set out hereinbelow.

Your approval is sought by voting through Postal Ballot or through e-voting as the case may be, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for passing the Resolution No. 4 of the Notice.

The detailed particulars in respect of the company and the managerial personnel in respect of item no.3 & 4 are as under.

Details of Directors seeking re-appointment (pursuant to the listing agreement/ SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name of the Director	Mr. Apoorva Shah	Mrs. Alpa Shah
Director Identification Number (DIN)	00573184	00573190
Date of Birth	01/01/1966	04/06/1967
Date of Appointment	04/08/1992	11/09/2010
Qualification	Bachelor of Commerce	Bachelor of Commerce

Experience (specific functional area)	He is the second generation leader and has been instrumental in expanding the trade to international horizons and charting out new territories. Mr. Apoorva Shah, a graduate in Commerce, aged 49 years is the Chairman & Managing Director of the Company since 13th November, 2010. He is also on the Board of Indian Spice And Foodstuff Exporters Association. He has been responsible for creating the brand images of NHC's Product lines. He is also responsible for infusing 'Professionalism' and 'Technical Expertise' into NHC. He is involved in the day to day affairs of NHC and is Responsible for the expansion of NHC into an 'End-to End' Food Processing Company.	She looks after the Export Sales (Retail Segment). Mrs. Alpa Shah, aged 48 years is the Whole time director of the company since 14th February, 2011. She is responsible for the development of Retail Sales in overseas Malls & Super Markets located in various countries internationally. She is also involved in day to day activities of the company and key managerial decisions. She is assisted by a team of experts in selecting the right product at right price. Presently, she focuses on marketing our products on a global basis in addition to being director in charge of export Sales division
Directorship in other Companies	1. Indian Spice and Foodstuff Exporters Association 2. NHC Overseas Private Limited	NHC Overseas Private Limited
Membership of the committees of other companies [includes Audit and Shareholders/ Investors Grievance Committee]	NIL	NIL
No. of Shares/ options held in the Company	32,42,851 Equity Shares (28.71%)	10,51,435 Equity Shares (9.31%)

As required under the Act, further particulars pertaining to the Company and the appointee are set out hereinafter

(I) General Information

Nature of Industry	Food Processing
Date or expected date of Commercial Production	N.A. since the Company has already commenced its business activities
In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.

(a) Financial performance based on the given indicators

Performance over the last three financial years is set out as under

(Amount in Rs.)

	2014-15	2013-14	2012-13
Gross Turnover	1,43,32,89,043	1,40,21,42,271	1,33,91,27,617
Profit for the year before tax	1,42,48,145	21822835	23938522
Profit after Taxation	11,825,102	1,55,45,883	1,61,06,537
Equity Share Capital	11,29,35,350	7,69,71,350	5,79,35,350
0% Optionally Convertible Redeemable Preference Shares of Rs. 10/- each	-	3,59,64,000	5,50,00,000
Reserves & Surplus	7,14,31,062	6,12,74,104	4,57,28,221

(b) Foreign Investments or collaborators, if any:

Not Applicable

(II) Information about the appointees

Mr. Apoorva Shah

(a) Background Details: - Apoorva Shah, aged 49 years, is the Chairman and Managing Director of our Company. He has completed his B.Com degree from Mumbai University, in the year 1987. He has more than 25 years of experience in the export industry. As the Chairman of our Company, he is responsible for the overall growth and development of our Company and is also responsible for creating the brand images of the Company's product lines. He is involved in the day to day affairs of the Company and is responsible for the expansion of the Company into an 'End-to End' Food Processing Company.

(b) Past Remuneration:-The remuneration drawn by Mr. Apoorva Shah as the Managing Director of the Company during the financial year ended 31st March, 2015, is as under.

Particulars	2014-15 (Amount in Rs)
Salary	38,03,904
Perquisites and allowances	89,155
Performance Linked Incentives	4,21,546
Total	43,14,605

(c) Recognition or awards - None

(d) Job Profile and his suitability:- Subject to superintendence, control and direction of the Board, Mr. Apoorva Shah will manage and superintend the business affairs of the Company and do all such lawful acts and things in relation to such management and superintendence as he shall think fit and reasonable. He has a very rich experience in manufacturing and business restructuring.

(e) Remuneration Proposed: As mentioned in forgoing pages

(f) Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of origin.) :- The remuneration structure of Mr. Apoorva Shah is not higher than what is drawn by his peers in comparable companies.

(g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: - Besides the remuneration, Mr. Shah does not have any other pecuniary relationship with the Company.

Except Mrs. Alpa Shah spouse of Mr. Apoorva Shah, none of the director of the Company are related to any other director on the Board

Mrs. Alpa Shah

(a) Background Details: Alpa Shah, aged 48 years is the Whole - time Director of our Company. She has completed her B.Com degree from Mumbai University in the year 1988. She has 10 years of experience in the exports industry. She heads the "Division of export of products" for the last 10 years. She possesses excellent marketing skills, product knowledge and is currently working with the management of the Company towards launching of the Company's own brands and labels in the retail market in India, As a Whole-time Director of our Company; she is looking after the Export Sales (Retail Segment). She is also responsible for the development of Retail Sales in malls and super markets overseas. She is also involved in day to day activities of the Company, key managerial decisions and is responsible for the purchase, quality control and retail operations.

(b) Past Remuneration: The remuneration drawn by Mrs. Alpa Shah as the Whole Time Director of the Company during the financial year ended 31st March, 2015 is as under:

Particulars	2014-15 (Amount in Rs.)
Salary	38,03,904
Perquisites	69,827
Performance Bonus	4,21,546
Total	42,95,277

(c) Recognition or awards : None

(d) Job Profile and his suitability: Subject to superintendence, control and direction of the Board, Mrs. Alpa Shah will manage and superintend the business affairs of the Company and do all such lawful acts and things in relation to such management and superintendence as he shall think fit and reasonable. He has a very rich experience in manufacturing and business restructuring.

(e) Remuneration Proposed: As mentioned in forgoing pages

(f) Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of origin.) : The remuneration structure of Mrs. Shah is not higher than what is drawn by his peers in comparable companies

(g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Besides the remuneration, Mrs. Shah does not have any other pecuniary relationship with the Company.

Except Mrs. Alpa Shah spouse of Mr. Apoorva Shah, none of the director of the Company are related to any other director on the Board

III Other information

Reasons of loss or inadequate profits	The Company's products require more brand visibility when compared to well establish global food processing industries. Owing to the above factors, the profits to be earned by the company during the financial years may not be as per the expectations and may become inadequate for the purpose of managerial remuneration in terms of Section 197 of the companies Act, 2013.
Steps taken or proposed to be taken for improvement	Marketing and Brand Building initiatives have been strengthened substantially. A new leadership team is in place focusing increase in order booking and revenue and optimization of costs. These will ensure overall improvement.
Expected increase in productivity and profits in measurable terms	The company being engaged in food processing industry wherein huge amount of advertisement cost is involved and it is very difficult to measure profitability beforehand. However in view of the aforesaid steps taken / to be taken by the Company are expected to improve the Company's performance and profitability in the future.

**For and on Behalf of the Board of Directors
For NHC Foods Limited**

**Sd/-
Suvarnalata Chavan
Company Secretary & Compliance Officer**

Place: Mumbai

Dated: 5th December, 2015