



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 5th December, 2015, 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 5th December, 2015.

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 5th December, 2015. 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 29th January, 2016 on e-voting and separate Scrutinizer's Report dated 29th January, 2016 on the Postal Ballot Forms, on the resolutions contained in the notice of the Postal Ballot dated 5th December, 2015. 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: Ordinary Resolution:-Reclassification of Authorised Share Capital of the Company and Amendment to the Memorandum of Association

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	4,20,469	65,80,049	70,00,518	Not Applicable
Less: No. of invalid votes	0	0	0	
Net Valid Votes	4,20,469	65,80,049	70,00,518	
Votes with "Assent" for the resolution	4,20,469	65,80,039	70,00,508	99.99
Votes with "Dissent" for the resolution	0	10	10	0.01



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Item No. 2: 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	4,20,469	65,80,049	70,00,518	Not Applicable
Less: No. of invalid votes	0	0	0	
Net Valid Votes	4,20,469	65,80,049	70,00,518	
Votes with "Assent" for the resolution	4,20,469	65,80,039	70,00,508	99.99
Votes with "Dissent" for the resolution	0	10	10	0.01

Item No. 3: Special Resolution: - Re-Appointment of Mr Apoorva Shah, Chairman and Managing Director (DIN-00573184) for a Period of Three Years W.E.F. 13th November 2015 to 12th November 2018

Particulars	No. of shares (through E- voting)	No. of Shares (through Postal	Total No. of shares	% of Total Net Valid votes (in percentage)



		Ballot)		
Total No. of votes received	4,20,469	33,36,148	37,56,617	
Less: No. of invalid votes	0	0	0	Not Applicable
Net Valid Votes	4,20,469	33,36,148	37,56,617	
Votes with "Assent" for the resolution	4,20,469	33,36,138	37,56,607	99.99
Votes with "Dissent" for the resolution	0	10	10	0.01

Item No. 4: Special Resolution:-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

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	4,20,469	55,28,614	59,49,083	
Less: No. of invalid votes	0	0	0	Not Applicable
Net Valid Votes	4,20,469	55,28,614	59,49,083	
Votes with	4,20,469	55,28,569	59,49,038	99.99



"Assent" for the resolution				
Votes with "Dissent" for the resolution	0	45	45	0.01

On the basis of above, I would like to inform you that the **Resolution at Item Nos. 1 to 4 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

N&D Parekh

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



Date: 29th January, 2016
Place: Mumbai