NOTICE

NHC FOODS LIMITED

CIN: L15122GJ1992PLC076277

Regd. Off: 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 is hereby given that the 34th (Thirty Fourth) Annual General Meeting of the Members of NHC Foods Limited will be held on Friday, September 25 2026, at 12:30 P.M. through Video Conferencing ("VC")/ "Other Audio Visual Means ("OAVM") to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt:

   a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon; and

   b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the Report of the Auditors thereon.

2. To appoint a director in place of Mr. Ashish Ashokkumar Shah (DIN: 06701501), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **To Consider and Approve the Enhancement in limits under Section 180(1)(a) of the Companies Act, 2013:**

   To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

   "RESOLVED THAT, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 ("the Act") and other applicable provisions of the Act and Rules made therein (including any amendment thereto or re-enactment thereof), consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board), to sell, lease, transfer, pledge, encumber, charge, or dispose off the assets and/ or undertaking(s) of the Company, wheresoever situated, both present and future, on such terms and conditions and at such time or times and in such form or manner as it may deem fit, including but not limited to mortgage, hypothecate, pledge, and/or create charge on all or any of the movable/ immovable properties or such other assets of the Company, wheresoever situated on such terms and conditions and at such time or times and in such form and manner as it may deem fit, to or in favour of National/ International Financial Institutions/ Banks/ Multilateral Institutions/ Body Corporate/ Partnership firm/ Trustees for the Bond holders (in case of issue of Bonds) etc. hereinafter referred as "the lenders". for any purpose in connection with the business activities of the Company or its subsidiaries, including but not limited to securing the borrowing availed / proposed to be availed by the Company or its subsidiaries/ to secure any Term Loans/ Cash Credit Facilities/ Debentures/ Bonds or the like, obtained / to be obtained from any of the aforesaid lenders together with interest thereon at the respective agreed rate(s), compound interest, additional interest, liquidated damage(s), commitment charge(s), premium on prepayment or on redemption cost, charge(s), expenses and all other monies payable by the Company to such lenders under the respective loan/ other agreement(s) entered / to be entered into between the Company and the lender(s) in respect of the said borrowing(s), such security to rank in such manner as may be agreed to between the concerned parties and as may be thought expedient by the Board.", in one or more tranches, for an aggregate amount not exceeding **Rs. 2000 Crores (Rupees Two Thousand Crores Only)** over and above the paid-up share capital, free reserves and securities premium of the Company, at any given point of time;

   RESOLVED FURTHER THAT, the Board of Directors (or a Committee thereof constituted for this purpose) be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to authorising signatories, deciding on the timing, manner and extent of carrying out the aforesaid activities and to negotiate, finalise and execute agreement(s) or such other document(s), by whatever name called, and to do all acts, matters and things as may be necessary and to settle any questions or difficulties that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members and to delegate all or any of the powers or authorities herein conferred to any director(s) or other officer(s) of the Company, and to engage any advisor, consultant, agent or intermediary, as may be deemed necessary."

4. **Increase in borrowing powers of the Company in terms of provisions of Section 180(1)(c) of the Companies Act, 2013:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT, pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable statutory provisions (including any statutory modification(s), amendment(s), re-enactment(s) or substitution thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee thereof and/or any Director(s) or officer(s) authorised by the Board) to borrow from time to time, in one or more tranches, any sum or sums of money, in Indian Rupees or any foreign currency, from banks, financial institutions, mutual funds, insurance companies, bodies corporate, foreign lenders, multilateral agencies or any other persons or entities, by way of loans, credit facilities, external commercial borrowings, debentures (secured or unsecured), commercial papers, notes or any other debt instruments or otherwise, on such terms and conditions as the Board may deem appropriate.

RESOLVED FURTHER THAT, the total amount of monies so borrowed and remaining outstanding at any point of time, together with the monies already borrowed by the Company (excluding temporary loans obtained from the Company’s bankers in the ordinary course of business), shall not exceed Rs. 2000 Crores (Rupees Two Thousand Crores Only) notwithstanding that such aggregate borrowings may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

RESOLVED FURTHER THAT, the Board be and is hereby authorised to determine the terms and conditions relating to the borrowings, including the timing, amount, tenure, interest rate, security, repayment, utilisation of proceeds and all other matters incidental thereto, and to execute all agreements, deeds, documents, writings and other instruments as may be necessary or expedient in connection therewith.

RESOLVED FURTHER THAT, the Board be and is hereby severally authorised to do all such acts, deeds, matters and things, including delegation of any of its powers to any Committee of the Board, Director(s), Chief Financial Officer, Company Secretary or any other authorised official(s) of the Company, and to file necessary forms, returns and documents with the Registrar of Companies, stock exchanges and such other regulatory authorities as may be required, and to settle any questions, difficulties or doubts that may arise in giving effect to this Resolution.”

5. **Approval to enhance the limit to advance any loan/ give guarantee/ provide security u/s 185 of the Companies Act, 2013:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT, pursuant to the provisions of Section 185 and other applicable provisions, if any of the Companies Act, 2013 (“Act”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), for giving loan(s) in one or more tranches including loan represented by way of book debt (the “Loan”) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Directors of the Company is deemed to be interested as specified in the explanation to sub-section 2 of section 185 of the Act (collectively referred to as the “Entities”), of an aggregate amount not exceeding Rs. 2000 Crores (Rupees Two Thousand Crores Only), in its absolute discretion deem beneficial and in the best interest of the Company.

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

6. **Enhancement of the limit under Section 186 of the Companies Act, 2013:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT, pursuant to the provisions of Section 186 of the Companies Act, 2013 ('the Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modification(s) or reenactment thereof for the time being in force), the consent of the Members be and is hereby accorded to the Board of Directors of the Company to grant loans and advances or make investments in the securities of any other body corporate or provide securities or guarantees for such an amount that the aggregate of such loans and investments made or to be made, the amounts for which guarantee or security so far provided in connection with a loan to any other body corporate or person, along with the investment, loan, guarantee or security proposed to be made or given by the Company in excess of the limits prescribed under Section 186 of the Act, viz., 60% of the Company's paid-up share capital, free reserves and securities premium account or 100% of the Company's free reserves and securities premium, whichever is more, upon such terms and conditions as the Board may think fit, provided that the amount of such total loans or investments made, guarantees given and securities provided shall not at any time exceed **Rs. 2000 crores (Rupees Two Thousand Crores Only).**

RESOLVED FURTHER THAT, any Director, Chief Financial Officer or Company Secretary of the Company be and is hereby authorized to do and perform all such acts, deeds and things and to take all steps as may be considered necessary, proper and expedient to carry on the purpose of this resolution."

7. Increase in Authorised Share Capital of the Company and consequential amendment in Memorandum of Association of the Company:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT, pursuant to the provisions of Section 61, 64 and other applicable provisions if any, of the Companies Act, 2013 (the "Act") (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force) and the rules made thereunder, the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to requisite approvals, consents, permissions and/or sanctions, from appropriate statutory, regulatory or other authority as required, the consent of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from existing Rs. 1,00,00,00,000/- (Rupees One Hundred Crore) divided into 1,00,00,00,000 (One Hundred Crore) Equity Shares of Re. 1/- each to Rs. 20,00,00,00,000/- (Rupees Two Thousand Crore) divided into 20,00,00,00,000 equity shares of Re. 1/- each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company."

"RESOLVED FURTHER THAT, pursuant to Section 13 and all other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder, consent of the members of the Company be and is hereby accorded to alteration of Clause V of the Memorandum of Association of the Company by substituting the following new Clause V as under:

V. The Authorized Share Capital of the Company is Rs. 20,00,00,00,000/- (Rupees Two Thousand Crore) divided into 20,00,00,00,000 equity shares of Re. 1/- each."

"RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and digitally sign and uploading of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

8. Appointment of Secretarial Auditors of the Company:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT, pursuant to Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") read with Circulars issued thereunder from time to time and applicable provisions of the Companies Act, 2013 ("the Act") and Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and in accordance with the recommendation of the Audit Committee and approval of the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for the appointment of M/s. Nikunj Kanabar & Associates, Practising Company Secretary (Firm Registration Number: S2024MH981100), as the Secretarial Auditors of the Company to fill the casual vacancy caused by the resignation of DM & Associates Company Secretaries LLP, Practising Company Secretaries, as the Secretarial Auditor of the Company.

RESOLVED FURTHER THAT, the members of the Company also approved the appointment of M/s. Nikunj Kanabar & Associates, Practising Company Secretary (Firm Registration Number: S2024MH981100), as the Secretarial Auditors of the Company for the period of 5 years i.e. from Financial Year 2026-27 to 2030-31.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby severally authorized to fix the annual remuneration plus applicable taxes and out of pocket expenses payable to them during their tenure as the Secretarial Auditors of the Company, in consultation with the Secretarial Auditors.

RESOLVED FURTHER THAT, the Board of Directors be and are hereby severally authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper and expedient to give effect to this Resolution."

9. ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 62 (1)(c), Section 42 and other applicable provisions of the Companies Act, 2013 and the rules framed there under (including any statutory modification or re-enactment thereof, for the time being in force) and enabling provisions in the Memorandum and Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ('the SEBI ICDR Regulations') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('the SEBI Listing Regulations') and the Listing Agreement entered into by the Company with the Stock Exchange(s) where the shares of the Company are listed and subject to approvals, consents, permissions and sanctions of any other authorities / institutions and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors (hereinafter referred to as the "Board" which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent and approval of the members of the Company ("Members") be and is hereby accorded to the Board to create, offer, issue, allot and deliver in one or more tranches upto 25,60,00,000 Convertible Warrants at an issue price of Rs. 2.10/ per Warrant (including premium of Rs. 1.10/- each), aggregating to Rs. 53,76,00,000/- (Rupees Fifty-Three Crores Seventy-Six Lacs Only) to Non-Promoter Category, on a preferential basis to the proposed allottees as mentioned below, on such terms, and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations or other provisions of law as may be prevailing at the time.

S. No.	Name of Proposed Allottees	No. of Warrants to be issued	Category
1.	Janak Jitendra Doshi	90,00,000	Current Status/ Proposed Status - Non-Promoter
2.	Manish Chanda HUF	50,00,000	Current Status/ Proposed Status - Non-Promoter
3.	Satyam S Joshi HUF	14,00,00,000	Current Status/ Proposed Status - Non-Promoter
4.	Usha Girish Shah	90,00,000	Current Status/ Proposed Status - Non-Promoter
5.	Chaitiya Girish Shah	90,00,000	Current Status/ Proposed Status - Non-Promoter
6.	Arvind Hirji Shah	90,00,000	Current Status/ Proposed Status - Non-Promoter
7.	Bhavna Sanjay Shah	90,00,000	Current Status/ Proposed Status - Non-Promoter
8.	Girish Hirji Shah	90,00,000	Current Status/ Proposed Status - Non-Promoter
9.	Sanjay Hirji Shah	90,00,000	Current Status/ Proposed Status - Non-Promoter
10.	Smit Shailesh Shah	90,00,000	Current Status/ Proposed Status - Non-Promoter
11.	Urmila Shailesh Shah	90,00,000	Current Status/ Proposed Status - Non-Promoter
12.	Mayur Kapadnis	1,50,00,000	Current Status/ Proposed Status - Non-Promoter
13.	Gauri Kapadnis	1,50,00,000	Current Status/ Proposed Status - Non-Promoter
	Total	**25,60,00,000**	

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the minimum issue price for the Preferential Allotment of the Convertible Warrants is August 26, 2026, being the date 30 days prior to the date of this Annual General Meeting and the minimum issue price has been determined accordingly in terms of the applicable provisions of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT, without prejudice to the generality of the above, the issue of Convertible Warrants and the resultant Equity Shares to be allotted on exercise of such Warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

a. The warrant holder shall pay an amount equivalent to at least 25% of the price fixed per warrant in terms of the SEBI (ICDR) Regulations on or before the allotment of warrants. Upon exercise of the option of conversion of the warrants into Equity shares by the warrant holder, the price equivalent to 75% of the issue price per warrant shall be payable on exercising the right of conversion of warrants. If the option to acquire equity shares pursuant to conversion of warrants is not exercised within the prescribed time period of 18 months from the date of allotment of warrants, then such warrants shall lapse and the amount paid under this clause shall be forfeited by the Company.

b. The said Warrants shall be issued and allotted by the Company to Non-Promoter category of person within a period of 15 days from the date of passing of this resolution in dematerialized form provided that in case the allotment of the said Warrants is pending on account of pendency of any approval or permission by any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last such approval or permissions.

c. The Equity Shares allotted on conversion of the Warrants shall rank *pari passu* in all respects (including voting powers and the right to receive dividend), with the existing Equity Shares of the Company from the date of allotment thereof and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

d. The Warrants may be exercised by the Warrant Holder, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon, prior to or at the time of conversion. The Company shall accordingly, without any further approval from the Members of the Company, issue and allot the corresponding number of Equity Shares and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottee in the records of the Company as the registered owner of such Equity Shares. Upon exercise of the option by the allottee to convert the warrants in to Equity Shares, the Company shall ensure that the allotment of Equity Shares pursuant to exercise of the warrants is completed within 15 days from the date of such exercise by the allottee.

e. The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the SEBI Listing Regulations and the Securities Contracts (Regulation) Rules, 1957.

f. The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be including any modifications thereof.

g. The Warrants do not give any rights/entitlements to the Warrant holders as that of the shareholder of the Company.

h. The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI ICDR Regulations and allotted equity shares shall be listed on the stock exchanges subject to the receipt of necessary permissions and approvals.

The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the SEBI Listing Regulations and all other applicable laws, rules and regulation.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue of Equity Shares), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer and acceptance of such conditions as may be imposed or prescribed by any regulatory, statutory authority or Government of India, while granting such approvals, consents, permissions and sanctions, issuing and allotment of the Equity Shares including the resultant Equity Shares and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the issue, filing of necessary forms with Registrar of Companies, Opening of separate bank account, filing of corporate action forms with depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s) / Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution."

By the order of the Board of Directors,

For NHC FOODS LIMITED

Sd/-
Mr. Vijay Thakkar
Company Secretary & Compliance Officer
Date: September 01, 2026
Registered Office: Survey No. 777,
Umarsadi Desaiwad Road, Village Umarsadi,
Taluka Pardi, Valsad, Pardi-396175, Gujarat.
Email id: grievances@nhcgroup.com
Website: www.nhcgroup.com

NOTES:

1. The Ministry of Corporate Affairs ("MCA") inter-alia vide its General Circular dated April 8, 2020 and April 13, 2020, followed by General Circular dated May 5, 2020, and subsequent circulars issued in this regard, the latest being dated September 25, 2023 (collectively referred to as "MCA Circulars") has permitted the holding of the Annual general meeting through Video Conferencing ("VC") or through other audio-visual means ("OAVM"), without the physical presence of the Members at a common venue.

   In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the 34th Annual General Meeting ("Meeting" or "AGM") of the Company is being held through VC / OAVM on **Friday, September 25, 2026, at 12:30 p.m. (IST)**. The proceedings of the AGM deemed to be conducted at the Registered Office of the Company situated at Survey no. 777, Umarsadi Desaiwad Road, at Village Umarsadi, Taluka Pardi, District Valsad, Gujarat - 396175.

   In accordance with the provisions of the Act, read with the Rules made thereunder and General Circular dated December 28, 2022, other Circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time, and Circular dated October 7, 2023 issued by SEBI ("the Circulars"), companies are allowed to hold AGM through video conference/other audio visual means ("VC/OAVM") upto September 30, 2026, without the physical presence of members.

2. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote on a poll only instead of himself/ herself and such a proxy need not be a member. Since this AGM is held through VC/ OAVM pursuant to the MCA Circulars, Physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence proxy form and attendance slip are not annexed hereto.

3. Since the AGM will be held through VC/OAVM, the route map of the venue of the meeting is not annexed hereto.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

5. **Pursuant to Section 91 of the Act, the Register of Members of the Company will remain closed from Saturday, September 19, 2026 to Friday, September 25, 2026, both days inclusive, for the purpose of the 34th AGM.**

6. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of the special business of the Notice, is annexed hereto. The relevant details as required under Regulations 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India in respect of Directors or Auditors seeking appointment/ re-appointment at this Annual General Meeting ("AGM") are also annexed.

7. Members seeking any information with respect to financials or any other information are requested to write to the company at the earliest so as to enable the company to provide appropriate reply.

8. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form may submit the PAN copy to their depository participants, in the case of physical form the PAN copy be submitted to the Company / RTA.

9. Members holding shares in single name and in physical form are advised to make nomination in respect of their shareholding in the Company by submitting Form No. SH-14.

   As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH- 13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form No. SH-14. Members who are either not desiring to register for Nomination or would want to opt-out, are requested to fill out and submit Form No. ISR 3. The said forms can be downloaded from the RTA's website Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form.

10. Members holding shares in physical form are requested to intimate the Company regarding any change in their addresses/bank mandates to enable the Company to address future communications to their correct addresses. Members holding shares in electronic/ dematerialized form are requested to inform the Depository Participant (DP) with whom they hold their Demat account about changes in their address / bank details for necessary update.

11. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

12. Members may also note that the Notice of the 34th Annual General Meeting and the Annual Report for the year 2025-2026 will also be available on the Company's website www.nhcgroup.com for their download and the Notice of AGM shall also be available on the website of NSDL viz. www.evoting.nsdl.com.

13. The additional details of Director in respect of Item No. 2 pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 are annexed thereto.

14. In terms of provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of remote e-voting to the shareholders, there shall be no voting by show of hands at the AGM.

15. Members of the Company holding shares either in physical form or in electronic form as on **the cut-off date of Friday, September 18, 2026,** may cast their vote by remote e-Voting. **The remote e-voting period commences on Tuesday, September 22, 2026 at 09:00 a.m. (IST) and ends on Thursday, September 24, 2026 at 05:00 p.m. (IST).** The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members (for voting through remote e-Voting before the AGM and e-Voting during the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as of the cut-off date of **Friday, September 18, 2026**. Subject to receipt of the requisite number of votes, the Resolutions passed by remote e-voting are deemed to have been passed as if they have been passed at the AGM i.e., **Friday, September 25, 2026.** The Notice of the AGM indicating the instructions for the remote e-voting process can be downloaded from the NSDL's website www.evoting.nsdl.com or the Company's website www.nhcgroup.com.

16. DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

In terms of the MCA Circulars and relevant circulars issued by the Securities and Exchange Board of India, the Notice of AGM along with Annual Report 2026 is being sent only through electronic mode to those members whole email addresses are registered with the company/depositories. Members may note that Notice and Annual Report will also be available on company's website www.nhcgroup.com, website of Stock Exchange i.e. BSE Limited and on the website company's Registrar and Transfer Agent Skyline Financial Services Private Limited.

17. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, shall be made available at the commencement of the meeting and shall remain open and accessible to the members during the continuance of the meeting.

18. VOTING THROUGH ELECTRONIC MEANS:

In Compliance with Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Section 108 and other applicable provisions of the Companies Act, 2013, read with the related rules, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their vote electronically. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its members.

19. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.

20. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

21. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

22. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

23. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.

24. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.nhcgroup.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

25. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Tuesday, September 22, 2026 at 09:00 a.m. (IST) and ends on Thursday, September 24, 2026 at 05:00 p.m. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, September 18, 2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

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 and joining virtual meeting 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.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 or joining virtual meeting & voting during the meeting. 2. 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 or joining virtual meeting & voting during the meeting. 3. 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. 4. 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 hold 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 or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play

Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL 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 user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. 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. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 e-voting 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 or joining virtual meeting & voting during the meeting.

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. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting 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?

1. 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.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. 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 user 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.

2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.

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.

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 csnikunjkanabar@gmail.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.: 022 - 4886 7000 or send a request to **Sagar S. Gudhate, Senior Manager** at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions 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 (Company email id).

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 (Company email id). 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 and joining virtual meeting for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/ OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/ OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.

6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at grievances@nhcgroup.com from Monday, September 14, 2026 (9:00 a.m. IST) to Saturday, September 19, 2026 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM for smooth conduct of the AGM.

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

(Pursuant to section 102 of the Companies Act, 2013 and SS-2 Secretarial Standard on General Meeting)

Item No. 3 & 4

The Company is evaluating and planning to expand its business operations. With a view to augment long term financial resources for its growth and to meet additional working capital requirements & to support its operation, the Company is desirous of raising finance from various Banks and/ or any other lending institutions and/or Bodies Corporate and /or such other persons /individuals as may be considered fit by Board (which shall also include a Committee thereof). Hence it is proposed to increase borrowing limit to Rs. 20,00,00,00,000 (Rupees Two Thousand Crore Only).

Section 180(1)(a) of Companies Act, 2013 provides, inter-alia, that the consent of Shareholders is required to be obtained to sell, lease, transfer, pledge, encumber, charge, or dispose off the assets and/ or undertaking(s) of the Company, wheresoever situated, both present and future, on such terms and conditions and at such time or times and in such form or manner as it may deem fit, including but not limited to mortgage, hypothecate, pledge, and/or create charge on all or any of the movable/ immovable properties or such other assets of the Company, wheresoever situated on such terms and conditions and at such time or times and in such form and manner as it may deem fit. The shareholders in their meeting had already approved the limit for the amount not exceeding Rs. 5,00,00,00,000 crore (Rupees Five Hundred Crore Only). Any increase in limit as already approved would require further approval of the shareholders of the Company.

Provisions of Section 180(1)(c) of Companies Act, 2013 stipulates that consent of Shareholders is required to be obtained to borrow from time to time, in one or more tranches, any sum or sums of money, in Indian Rupees or any foreign currency, from banks, financial institutions, mutual funds, insurance companies, bodies corporate, foreign lenders, multilateral agencies or any other persons or entities, by way of loans, credit facilities, external commercial borrowings, debentures (secured or unsecured), commercial papers, notes or any other debt instruments or otherwise, on such terms and conditions as the Board may deem appropriate including moneys already borrowed by the Company, in excess of the paid-up capital and free reserves of the Company by creation of security by way of mortgage, hypothecation, pledge, charge. The shareholders in their meeting had already approved the limit for the amount not exceeding Rs. 5,00,00,00,000 crore (Rupees Five Hundred Crore Only). Any increase in limit as already approved would require further approval of the shareholders of the Company.

Accordingly, it is proposed to increase limit under Section 180(1)(a) & Section 180(1)(c) of the Companies Act, 2013 from Rs. 5,00,00,00,000 (Rupees Five Hundred Crore Only) to Rs. 20,00,00,00,000 (Rupees Two Thousand Crore Only).

The Board recommends the Special Resolution set forth at Item No. 3 & 4 of the Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested in the Resolution mentioned in Item No. 3 & 4 of the Notice.

Item No. 5

Pursuant to Section 185 of the Companies Act, 2013 (“the Act”), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of a person in whom any of the director of the Company is interested’ as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a Special Resolution in the general meeting.

It is proposed to make loan(s) including loan represented by way of Book Debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by the Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested as specified in the explanation to Section 185(2)(b) of the Act (collectively referred to as the “Entities”), from time to time, for the purpose of capital expenditure of the projects and/or working capital requirements including purchase of fixed assets as may be required from time to time for its principal business activities and other matters connected and incidental thereto, within the limits as mentioned in the Item no. 5 of the notice.

The members may note that Board of Directors would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, and the proposed loan shall be at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrowing company for its principal business activities only.

The Board of Directors recommend the resolution set forth in Item no. 5 of the notice for your approval as a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

Item No. 6

As per Section 186 of the Act read with the Rules framed thereunder, the Company is required to obtain the prior approval of the Members by way of a Special Resolution for acquisition by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

The current loans and investments of the Company is although well within the limits specified under the law, it was thought expedient by the Board that as a measure of achieving greater financial flexibility and to enable optimal financial structuring and to keep sufficient safeguard, the said limits specified under Section 186 be increased to Rs. 20,00,00,00,000/- (Rupees Two Thousand Crores Only) with the approval of shareholders.

The approval of the members is being sought by way of a Special Resolution pursuant to Section 186 of the Act read with the Rules made thereunder, to enable the Company to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

It is proposed that the investment activities of the Company shall be carried on in accordance with the Investment Policy of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in passing of resolution.

The Board of Directors of your Company recommends the same to the shareholders for passing of Special Resolution.

Item No. 7

The present Authorised Share Capital of the Company is Rs. 1,00,00,00,000/- (Rupees One Hundred Crore Only) comprising of 1,00,00,00,000 (One Hundred Crore Only) Equity Shares of Rs.1/- each and Paid-up Share Capital of the Company is Rs. 76,19,27,040/- (Rupees Seventy-Six Crores Nineteen Lakhs Twenty-Seven Thousand Forty Only) comprising of 76,19,27,040 (Seventy-Six Crores Nineteen Lakhs Twenty-Seven Thousand Forty Only) Equity Shares of Rs. 1/- each.

The Board, has also accorded its approval for increasing the Authorised Share Capital from Rs. 1,00,00,00,000/- (Rupees One Hundred Crore Only) to Rs. 20,00,00,00,000 (Rupees Two Thousand Crore Only) divided into 20,00,00,00,000 (Two Thousand Crore Only) equity shares of Rs.1/- each ranking pari passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company, subject to shareholders approval.

Pursuant to the provisions of Section 13 & 61 of the Companies Act, 2013, approval of the Members is required for increasing the Authorised Share Capital of the Company and alteration in the Memorandum of Association of the Company.

Accordingly, the Board recommends the resolutions set out at Item No. 7 seeking approval of the Members for increasing the Authorised Share Capital of the Company and consequential amendment to the Memorandum of Association of the Company.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolutions.

Item No. 8

Pursuant to Section 204 of the Act read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company is required to annex a Secretarial Audit Report to its Board's Report, which is prepared under Section 134(3) of the Act. In addition, Regulation 24A of the SEBI Listing Regulations mandates that every listed entity must conduct a Secretarial Audit and annex the report to its Annual Report.

SEBI vide its notification dated December 12, 2024 amended Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (the Listing Regulations). The amended regulation read with the SEBI circular no. SEBI/HO/ CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024 (the circular), is required to undertake Secretarial Audit through a peer reviewed Company Secretary and annex a Secretarial Audit Report in such form as specified by SEBI, annual report of the Company.

As per the amended Regulation 24A of the Listing Regulations, every listed Company on the recommendation of the Board of Directors shall appoint Secretarial Audit firm for a maximum of two terms of five consecutive years, with shareholder approval to be obtained at the Annual General Meeting.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of M/s. Nikunj Kanabar & Associates, Company Secretaries, (Firm Registration Number: S2024MH981100, Membership No. F12357 and CP No. 27358), as the Secretarial Auditors of the Company to fill the casual vacancy caused by the resignation of DM & Associates Company Secretaries LLP, Practising Company Secretaries, as the Secretarial Auditor of the Company.

Also, the members of the Company also approved the appointment of M/s. Nikunj Kanabar & Associates, Practising Company Secretary (Firm Registration Number: S2024MH981100), as the Secretarial Auditors of the Company for the period of 5 years i.e. from Financial Year 2026-27 to 2030-31.

In recommending M/s. Nikunj Kanabar & Associates, Practising Company Secretaries, the Audit Committee and the Board considered several parameters including the Secretarial Auditors prior experience in the Company's business segments, Capability to manage complex and diverse corporate environments, Industry reputation, clientele, and technical proficiency.

M/s. Nikunj Kanabar & Associates is a well-established firm of Practising Company Secretaries, registered with the Institute of Company Secretaries of India (ICSI), and holds a valid peer review certificate. The firm is led by experienced professionals with domain expertise across corporate governance, legal compliance, advisory services, litigation support, and due diligence. The team's collective knowledge and professional ethics align well with the compliance and governance standards expected by the Company.

M/s. Nikunj Kanabar & Associates has provided its written consent to act as the Secretarial Auditors of the Company and has confirmed its eligibility under the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations. The Board of Directors, accordingly, recommends the passing of Ordinary Resolution as set out at Item No. 8 of this Notice, for the approval of the members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, whether directly or indirectly in the resolution.

The details as required pursuant to Regulation 36(5) of the SEBI Listing Regulations are as under:

Name of the proposed Secretarial Auditors	M/s. Nikunj Kanabar & Associates, Practising Company Secretary
Brief Profile	M/s. Nikunj Kanabar & Associates is sole proprietorship firm located in Mumbai having more than 8 years of experience in various Corporate Secretarial Compliances, Corporate Governance. Providing services relating to various Corporate Laws like Companies Act, FEMA, SEBI, various regulations of NSE, BSE and SEBI.
Term of Appointment	To fill the casual vacancy caused by the resignation of DM & Associates Company Secretaries LLP, Practising Company Secretaries.Further, for a term of **five consecutive years i.e. from 2026-27 to 2030-31.**
Proposed Audit Fees	The remuneration payable to the Secretarial Auditors shall be as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors, plus applicable taxes and reimbursement of out-of-pocket expenses, if any.
Material Change in Fees	Not Applicable, since the remuneration payable to the Secretarial Auditors shall be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors.
Basis of Recommendation for Appointment	The Audit Committee and the Board of Directors considered various factors including the professional experience of the firm, qualifications and experience of its partners, audit experience, independence, technical competence, capability and ability to service the requirements of the Company.
Credentials of the Proposed Secretarial Auditors	M/s. Nikunj Kanabar & Associates, Practicing Company Secretaries having Membership No. F12357 and CP No. 27358 registered with the Institute of Company Secretaries of the India (ICSI) having Firm Registration Number: S2024MH981100.M/s. Nikunj Kanabar & Associates is sole proprietorship firm located in Mumbai having more than 8 years of experience in various Corporate Secretarial Compliances, Corporate Governance. Providing services relating to various Corporate Laws like Companies Act, FEMA, SEBI, various regulations of NSE, BSE and SEBI.

ITEM NO. 9:

The Special Resolution contained in Item No. 9 of the notice, has been proposed pursuant to the provisions of Sections 42 and 62 of the Act, to issue and allot upto 25,60,00,000 Convertible Warrants at an issue price of Rs. 2.10/ per Warrant (including premium of Rs. 1.10/- each), aggregating to Rs. 53,76,00,000 (Rupees Fifty-Three Crores Seventy-Six Lacs Only) to Non-Promoter Category.

The preferential issue shall be made in terms of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('the SEBI ICDR Regulations') and applicable provisions of the Companies Act, 2013. The said proposal has been considered and approved by the Board in its meeting held on August 25, 2026.

As per the Act and Rules made thereunder, and in accordance with the provisions of the SEBI ICDR Regulations as amended, the issue of Convertible Warrants on preferential basis requires approval of the Members by way of a special resolution. The Board therefore, seeks approval of the Members as set out in the notice, by way of a special resolution.

1. The other details/disclosures of the Preferential Issue are as follows: -

a) Objects of the Preferential Allotment:

The Company intends to utilize the proceeds raised through the Preferential Issue (Issue Proceeds) towards the following objects:

Sl. No.	Particulars	Total estimated amount to be utilised upto (In Rs.)	Tentative timeline for utilization of issue proceeds from the date of receipt of fund*
1.	To meet the Company's Capital Expenditure, including but not limited to setting up or expansion of manufacturing facilities, procurement of specialized machinery, and development of infrastructure;	19,05,76,000	Within 2 years
2.	To meet working capital requirements of the Company	20,00,00,000	Within 2 years
3.	General corporate purposes of the Company. **	12,90,24,000	Within 2 years
4.	Issue related expenses	1,80,00,000	Within 2 years

* Considering 100% conversion of Warrants into Equity Shares within the stipulated time.

** The amount to be utilized towards general corporate purposes does not exceed 25% of the total amount mentioned in the table above.

Given that the Preferential Issue is for Convertible Warrants, the Issue Proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by the Company, the entire Issue Proceeds would be utilized in phases, as per the Company's business requirements and availability of Issue Proceeds, within the period as mentioned above.

The amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the issue proceeds are not utilized (in full or in part) for the objects during the period stated above due to any such factors, the remaining issue proceeds shall be utilized in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws.

As the size of the Preferential Issue does not exceed Rs. 100 crores, the appointment of a monitoring agency under Regulation 162A of the SEBI ICDR Regulations is not applicable.

b) Particulars of the offer including date of passing of Board Resolution, kind of Securities offered, class of persons, maximum number of Securities to be issued and the Issue Price:

The Board, at its meeting held on August 25, 2026 has, subject to the approval of the Members of the Company and such other approvals as may be required, approved the Preferential Issue, involving the issue and allotment of 25,60,00,000 Convertible Warrants at an issue price of Rs. 2.10/ per Warrant, aggregating to Rs. 53,76,00,000 (Rupees Fifty Three Crores Seventy Six Lacs Only) to Non-Promoter Category, on a preferential basis, such price being not less than the minimum price as on the 'Relevant Date' determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

c) Amount which the Company intends to raise by way of such issue of securities:

Up to Rs. 53,76,00,000 (Rupees Fifty Three Crores Seventy Six Lacs Only).

d) Proposed time within which the preferential issue shall be completed

Pursuant to the provisions of the SEBI (ICDR) Regulations, 2018, the allotment of the Convertible Warrants pursuant to this preferential issue shall be completed within 15 days from the date of passing the Special Resolution by the shareholders.

However, where the allotment is pending on account of the requirement to obtain any approval or permission from any regulatory authority or the Government of India, the allotment shall be completed within 15 days from the date of receipt of the last of such approvals or permissions, in accordance with Regulation 170 of the SEBI ICDR Regulations.

The Convertible Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of their allotment, by submitting a written notice specifying the number of Warrants proposed to be exercised together with the aggregate consideration payable. The Company shall, without any further approval from the shareholders, allot the corresponding number of Equity Shares in dematerialized form. The Company shall ensure that the allotment of such Equity Shares upon exercise of the Warrants is completed within 15 days from the date of exercise.

e) The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer and Consequential Changes in voting Rights and Change in Control:

The Convertible Warrants shall be offered to the Non-Promoter categories of persons and they all have indicated their intention to subscribe to the Preferential Allotment as detailed at point “n)” of the Explanatory Statement. The following Directors or Key Managerial Personnel of the Company intends to subscribe to Convertible Warrants:

Sr. No.	Name of Proposed Allottees	Category/Designation/Relation	No. of Warrants to be issued
1	Satyam S Joshi HUF	Karta of HUF is Satyam Shirishchandra Joshi is Managing Director	14,00,00,000

Except as mentioned above, no other Promoters, Directors or Key Managerial Personnel of the Company shall subscribe to the proposed issue and they shall not be making any contribution as part of the offer. There shall be no change in control or management of the Company pursuant to the proposed issue. However, the voting rights shall change in proportion to the post-issue shareholding pattern.

f) The current and proposed status of the allottee(s) post the preferential issue namely, promoter or non-promoter:

Sr. No.	Name of Proposed Allottees	No. of Warrants	Category to be issued
1.	Janak Jitendra Doshi	90,00,000	Current Status/ Proposed Status - Non-Promoter
2.	Manish Chanda HUF	50,00,000	Current Status/ Proposed Status - Non-Promoter
3.	Satyam S Joshi HUF	14,00,00,000	Current Status/ Proposed Status - Non-Promoter
4.	Usha Girish Shah	90,00,000	Current Status/ Proposed Status - Non-Promoter
5.	Chaitiya Girish Shah	90,00,000	Current Status/ Proposed Status - Non-Promoter
6.	Arvind Hirji Shah	90,00,000	Current Status/ Proposed Status - Non-Promoter
7.	Bhavna Sanjay Shah	90,00,000	Current Status/ Proposed Status - Non-Promoter
8.	Girish Hirji Shah	90,00,000	Current Status/ Proposed Status - Non-Promoter
9.	Sanjay Hirji Shah	90,00,000	Current Status/ Proposed Status - Non-Promoter
10.	Smit Shailesh Shah	90,00,000	Current Status/ Proposed Status - Non-Promoter
11.	Urmila Shailesh Shah	90,00,000	Current Status/ Proposed Status - Non-Promoter
12.	Mayur Kapadnis	1,50,00,000	Current Status/ Proposed Status - Non-Promoter
13.	Gauri Kapadnis	1,50,00,000	Current Status/ Proposed Status - Non-Promoter
	Total	**25,60,00,000**	

g) **Relevant Date:** In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the minimum issue price for the Preferential Allotment of the Convertible Warrants is August 26, 2026, being the date 30 days prior to the date of this Annual General Meeting.

h) **Pricing of the Issue:**

The Equity Shares of the Company are listed on BSE Limited. The Equity shares of the Company are frequently traded, so the price is determined pursuant to Regulation 164(1) and Regulation 166A of the SEBI ICDR Regulations.

The Relevant Date, as per the provisions of Chapter V of the SEBI ICDR Regulations for determination of the issue price of Convertible Warrants is August 26, 2026. The Articles of Association of the issuer do not provide for a method of determination which results in a floor price higher than that determined under the SEBI ICDR Regulations.

As the proposed allotment shall result in allotment of more than five per cent. of the post issue fully diluted share capital of the issuer of the Company to the proposed allottees, a valuation report from an independent registered valuer, Mr. Bhavesh M Rathod, Chartered Accountant (M. No. 119158) (IBBI Reg. No: IBBI/RV/06/2019/10708) (Address- Office No. 515, 5th Floor, Dimple Arcade, Thakur Complex, Kandivali East, Mumbai- 400 101, Email: Info.cabhavesh@gmail.com; Mobile: +91 9769113490) is obtained pursuant to Regulation 164(1) and 166A of the SEBI ICDR Regulations.

In accordance with the provisions of the SEBI ICDR Regulations, the Convertible Warrants will be issued at a price of Rs. 2.10/- (Rupees Two and Ten Paise Only) per security, which is not less than the price as determined by the Registered Valuer.

The valuation report of the Registered Valuer can also be accessed on the Company's website https:// **nhcgroup.com/investor-relations.**

i) **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control proposed allottee(s) of Convertible Warrants.**

Name of proposed allottee	Identity of the Natural person who is the ultimate Beneficial owner	Relation, if any, with the promoters or person in control of the Company	Pre issue Shareholding			No. of Warrants proposed to be issued No. of shares	Post issue Shareholding		
			No. of shares	*%	% with consider conversion of FCCB		No. of shares	% with consider conversion of FCCB	*%
Manish Chanda HUF	Manish Chanda (Karta)	Not Applicable	0	0.00	0.00	50,00,000	50,00,000	0.49	0.42
Satyam S Joshi HUF	Satyam S Joshi (Karta)	Not Applicable	0	0.00	0.00	14,00,00,000	14,00,00,000	13.75	11.67

* The Pre preferential issue shareholding excluding conversion of 18,18,79,020 FCCB as on 25/08/2026 as listing and trading approval is pending with Exchange.

** The post preferential issue shareholding as shown above is calculated assuming full exercise of Warrants and consequential allotment of the Equity Shares of the company.

j) Shareholding Pattern before and after the preferential issue:

Sr. No.	Category	*Pre-Issue		**Post-Issue	
(A)	**Shareholding of Promoter and Promoter Group**	**No. of Shares**	**% of Holding**	**No. of Share**	**% of Holding**
1	**Indian**				
(a)	Individuals/ Hindu Undivided Family	0	0.00	0	0.00
(b)	Bodies Corporate	0	0.00	0	0.00
(c)	Financial Institutions/ Banks	0	0.00	0	0.00
(d)	Any Others (Specify)	0	0.00	0	0.00
	Sub Total(A)(1)	**0**	**0.00**	**0**	**0.00**
2	**Foreign**				
(a)	Individuals (Non-Residents Individuals/ Foreign Individuals)	0	0.00	0	0.00
(b)	Bodies Corporate	0	0.00	0	0.00
(c)	Financial Institutions/ Banks	0	0.00	0	0.00
(d)	Any Other	0	0.00	0	0.00
	Sub Total(A)(2)	**0**	0.00	0	0.00
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	**0**	**0.00**	**0**	**0.00**
(B)	**Public shareholding**				
(1)	**Institutions**				
(a)	Foreign Direct Investment	3,92,05,821	5.15	3,92,05,821	3.85
	Sub-Total (B)(1)	**3,92,05,821**	**5.15**	**3,92,05,821**	**3.85**
(2)	**Non-institutions**				
(a)	Individuals	56,46,47,708	74.11	67,56,47,708	66.37
(b)	Directors and their relatives (excluding independent directors and nominee directors)	9,46,55,942	12.42	23,46,55,942	23.05
(c)	Non-Resident Indians (NRIs)	1,62,95,252	2.14	1,62,95,252	1.60
(d)	Bodies Corporate	1,37,83,952	1.81	1,37,83,952	1.35
(e)	Any Other	3,33,38,365	4.38	3,83,38,365	3.77
	Sub-Total (B)(2)	**72,27,21,219**	**94.85**	**97,87,21,219**	**96.15**
(B)	Total Public Shareholding (B)= (B)(1) + (B)(2)	76,19,27,040	100.00	1,01,79,27,040	100.00
	TOTAL (A)+(B)	**76,19,27,040**	**100.00**	**1,01,79,27,040**	**100.00**
(C)	**Shares held by Custodians and against which Depository Receipts have been issued**				
1	Promoter and Promoter Group	0	**0.00**	0	**0.00**
2	Public	0	**0.00**	0	**0.00**
	Sub-Total (C)	**0**	**0.00**	**0**	**0.00**
	GRAND TOTAL (A)+(B)+(C)	**76,19,27,040**	**100.00**	**1,01,79,27,040**	**100.00**

* The Pre preferential issue shareholding is excluding allotment of 18,18,79,020 Equity Shares pursuant to conversion of 19 FCCB as on 25/08/2026 as listing and trading approval is pending with Exchange.

** The post preferential issue shareholding as shown above is calculated assuming full exercise of Warrants and consequential allotment of the Equity Shares of the company.

Sr. No.	Category	*Pre-Issue		**Post-Issue	
(A)	**Shareholding of Promoter and Promoter Group**	**No. of Shares**	**% of Holding**	**No. of Share**	**% of Holding**
1	**Indian**				
(a)	Individuals/ Hindu Undivided Family	0	0.00	0	0.00
(b)	Bodies Corporate	0	0.00	0	0.00
(c)	Financial Institutions/ Banks	0	0.00	0	0.00
(d)	Any Others	0	0.00	0	0.00
	Sub Total(A)(1)	**0**	**0.00**	**0**	**0.00**
2	**Foreign**				
(a)	Individuals (Non-Residents Individuals/Foreign Individuals)	0	0.00	0	0.00
(b)	Bodies Corporate	0	0.00	0	0.00
(c)	Financial Institutions/ Banks	0	0.00	0	0.00
(d)	Any Other (specify)	0	0.00	0	0.00
	Sub Total(A)(2)	**0**	0.00	0	0.00
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	**0**	**0.00**	**0**	**0.00**
(B)	**Public shareholding**				
(1)	**Institutions**				
(a)	Foreign Direct Investment	22,10,84,841	23.42	22,10,84,841	18.43
	Sub-Total (B)(1)	**22,10,84,841**	23.42	**22,10,84,841**	18.43
(2)	**Non-institutions**				
(a)	Individuals	56,46,47,708	59.83	67,56,47,708	56.31
(b)	Directors and their relatives (excluding independent directors and nominee directors)	9,46,55,942	10.03	23,46,55,942	19.56
(c)	Non-Resident Indians (NRIs)	1,62,95,252	1.73	1,62,95,252	1.36
(d)	Bodies Corporate	1,37,83,952	1.46	1,37,83,952	1.15
(e)	Any Other	3,33,38,365	3.53	3,83,38,365	3.20
	Sub-Total (B)(2)	**72,27,21,219**	**76.58**	**97,87,21,219**	**81.57**
(B)	Total Public Shareholding (B)= (B)(1) + (B)(2)	94,38,06,060	100.00	1,19,98,06,060	100.00
	TOTAL (A)+(B)	**94,38,06,060**	**100.00**	**1,19,98,06,060**	**100.00**
(C)	**Shares held by Custodians and against which Depository Receipts have been issued**				
1	Promoter and Promoter Group	0	0.00	0	0.00
2	Public	0	0.00	0	0.00
	Sub-Total (C)	**0**	**0.00**	**0**	**0.00**
	GRAND TOTAL (A)+(B)+(C)	**94,38,06,060**	**100.00**	**1,19,98,06,060**	**100.00**

* The Pre preferential issue shareholding including allotment of 18,18,79,020 Equity Shares pursuant to conversion of 19 FCCB as on 25/08/2026.

** The post preferential issue shareholding as shown above is calculated assuming full exercise of Warrants and consequential allotment of the Equity Shares of the company.

In the event of any further issue of shares by the Company between the date of this notice and the date of allotment of Equity Shares on exercise of Warrants, the shareholding pattern shall stand modified accordingly.

k) **Lock-in Period:** The Convertible Warrants shall be locked in for such period as may be specified under Regulations 167 and 168 of the SEBI ICDR Regulations.

The Convertible Warrants, as well as the Equity Shares allotted upon conversion of the Warrants, shall be locked-in in accordance with Chapter V of the SEBI ICDR Regulations. The entire pre-preferential allotment shareholding of the proposed allottee(s), if any, in the Company shall also be subject to lock-in as per the provisions of the SEBI ICDR Regulations.

l) **Undertakings:**

- As per Regulation 163(1)(i) of SEBI ICDR Regulation, the Company, its Directors or Promoters are not categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India.

- The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.
- Since the equity shares of the Company have been listed on the BSE Limited for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.
- The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

m) **Certificate of Practicing Company Secretary:** The certificate from M/s. Nikunj Kanabar & Associates, the Practicing Company Secretary, certifying that the Preferential Allotment is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, is hosted on the Company's website at https://nhcgroup.com/legacy-assets/data/investors/Warrants%20Issue-%20FY%2026-27/PCS_Cer_Reg_163(2)_NHC.pdf

n) **The percentage (%) of Post Preferential Issue Capital that may be held by the allottees and change in control, if any, consequent to the Preferential Issue:**

The percentage (%) of post-preferential issue capital that may be held by the allottees is provided in the table below. There shall be a no change in the management or control of the Company pursuant to the proposed issue and allotment of Convertible Warrants.

Sr. No.	Name of the Proposed Allottees	No. of shares	*%	% with consider conversion of FCCB	No. of Warrants proposed to be issued	No. of shares	**%	% with consider conversion of FCCB	Category
1	Janak Jitendra Doshi	5,00,000	0.07	0.05	90,00,000	95,00,000	0.93	0.79	Current Status/ Proposed Status - Non-Promoter
2	Manish Chanda HUF	0	0.00	0.00	50,00,000	50,00,000	0.49	0.42	Current Status/ Proposed Status - Non-Promoter
3	Satyam S Joshi HUF	0	0.00	0.00	14,00,00,000	14,00,00,000	13.75	11.67	Current Status/ Proposed Status - Non-Promoter
4	Usha Girish Shah	0	0.00	0.00	90,00,000	90,00,000	0.88	0.75	Current Status/ Proposed Status - Non-Promoter
5	Chaitiya Girish Shah	0	0.00	0.00	90,00,000	90,00,000	0.88	0.75	Current Status/ Proposed Status - Non-Promoter
6	Arvind Hirji Shah	0	0.00	0.00	90,00,000	90,00,000	0.88	0.75	Current Status/ Proposed Status - Non-Promoter
7	Bhavna Sanjay Shah	0	0.00	0.00	90,00,000	90,00,000	0.88	0.75	Current Status/ Proposed Status - Non-Promoter
8	Girish Hirji Shah	0	0.00	0.00	90,00,000	90,00,000	0.88	0.75	Current Status/ Proposed Status - Non-Promoter
9	Sanjay Hirji Shah	0	0.00	0.00	90,00,000	90,00,000	0.88	0.75	Current Status/ Proposed Status - Non-Promoter
10	Smit Shailesh Shah	0	0.00	0.00	90,00,000	90,00,000	0.88	0.75	Current Status/ Proposed Status - Non-Promoter
11	Urmila Shailesh Shah	0	0.00	0.00	90,00,000	90,00,000	0.88	0.75	Current Status/ Proposed Status - Non-Promoter
12	Mayur Kapadnis	0	0.00	0.00	1,50,00,000	1,50,00,000	1.47	1.25	Current Status/ Proposed Status - Non-Promoter
13	Gauri Kapadnis	0	0.00	0.00	1,50,00,000	1,50,00,000	1.47	1.25	Current Status/ Proposed Status - Non-Promoter
	Total	5,00,000	0.07	0.05	25,60,00,000	25,65,00,000	25.20	21.38	

* The Pre preferential issue shareholding excluding allotment of 18,18,79,020 Equity Shares pursuant to conversion of 19 FCCB as on 25/08/2026 as listing and trading approval is pending with Exchange.

** The post preferential issue shareholding as shown above is calculated assuming full exercise of Warrants and consequential allotment of the Equity Shares of the company.

In the event of any further issue of shares by the Company between the date of this notice and the date of allotment of Equity Shares on exercise of Warrants, the shareholding pattern shall stand modified accordingly.

o) Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price: Nil

p) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable

q) Principal terms of assets charged as securities: Not Applicable.

r) Other disclosures:

- During this financial year 26-27, the Company has not made any preferential allotment.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore, recommends the Special Resolution as set out Item No. 9 in the accompanying notice for your approval.

Except Mr. Satyam Shirishchandra Joshi may be deemed interested because he is Karta of the proposed allottee Satyam S Joshi HUF, none of the other Directors or Key Managerial Personnel and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the passing of the Special resolution set out at Item No. 9 of the Notice, except to the extent of their shareholding, if any, in the Company.

By the order of the Board of Directors,
For NHC FOODS LIMITED

Sd/-
Mr. Vijay Thakkar
Company Secretary & Compliance Officer
Date: September 1, 2026
Registered Office: Survey No. 777,
Umarsadi Desaiwad Road, Village Umarsadi,
Taluka Pardi, Valsad, Pardi-396175, Gujarat.
Email id: grievances@nhcgroup.com
Website: www.nhcgroup.com

ANNEXURE – A

Details of Directors seeking Appointment/ Re-appointment, 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

Name of the Director	Ashish Ashokkumar Shah
DIN	06701501
Designation and Category of Director	Executive Director
Date of Birth and Age	November 18, 1983 (42 years)
Date of first appointment	June 26, 2023
Expertise in Specific Functional Area	Mr. Shah is a highly experienced professional with a strong academic background, holding a Commerce and an LLB Degree from M.S. University. He possesses 15+ years of extensive experience in the fields of Accounts and Taxation.His expertise in these areas makes him a valuable asset for growth of the Company.
Qualification	B. Com & LLB
No. of shares held in the Company.	1,01,561
Relationship between Directors inter-se :	Ashish Ashokkumar Shah is not related to any director of the Company
No. of Meetings of Board of Directors during FY 2025 - 2026	14
Directorship held in other companies	NIL
Membership/ Chairmanship of Committees in other Companies	NIL
Listed companies from which resigned in the past 3 years	NIL