

NHC FOODS LTD

(Government Recognised Star Export House)



An ISO 22000:2005 Certified Company
CIN : L15122GJ1992PLC076277

Declaration of Result of postal ballot

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company had accorded its approval to conduct a postal ballot to seek the consent of the members of the Company for the proposed Ordinary / special resolutions to be passed through Postal Ballot including e-voting as specified in the Notice dated December 5, 2015 ("the said Notice") read with the Explanatory Statement attached thereto.

The Company had appointed Mr. Narayan Parekh, Partner of M/s PRS Associates, Practicing Company Secretaries, Mumbai, as the Scrutinizer for conducting of postal ballot process including e-voting in fair and transparent manner

The Scrutinizer has submitted his report on the Postal ballot on January 29, 2016 ("the said Report") and based on the Scrutinizer's Report and pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the following result is hereby announced to the members on January 29, 2016 at the Corporate Office of the Company

1.	Date of Declaration of Postal Ballot Results	January 29, 2016
2.	Total Number of Shareholders as on Cut-Off date	8142
3.	No. of shareholders present in the meeting either in person or through proxy	Not Applicable
	Promoter and Promoter Group	
	Public	
4.	No. of shareholders attended the meeting through video conferencing	Not Applicable
	Promoter and Promoter Group	
	Public	



Office : NHC House, 2/13, Anand Nagar, Santacruz (East), Mumbai-400055 (India), Tel: 91 22 6152 2020 (30 Lines),
Fax : 91 22 6152 2021, **URL :** <http://www.nhcgroup.com>,
Email : info@nhcgroup.com / saaz@nhcgroup.com

Factory : Survey No. 777, Umarsadi Desaiwad Road, at Village Umarsadi, Taluka Pardi, District Valsad, Gujarat - 396 175 (India)
Tel. : +91 260 2375 660 / 260 2375 661, **Fax:** + 91 260 2375 662
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5.	Details of the Agenda	Resolution required (Ordinary/Special)	Mode of Voting (Show of hands/Poll/Postal Ballot/E-voting)	Result
(i)	reclassification of Authorised Share Capital of the Company and amendment to the Memorandum of Association	Ordinary	Postal Ballot/E-Voting	Passed with Requisite Majority
(ii)	Issue of Equity Shares on Preferential Allotment basis to promoters	Special	Postal Ballot/E-Voting	Passed with Requisite Majority
(iii)	Re-appointment of Mr. Apoorva Shah, Chairman & Managing Director (DIN: 00573184) for a period of three years w.e.f. 13 th November, 2015 to 12 th November, 2018	Special	Postal Ballot/E-Voting	Passed with Requisite Majority
(iv)	Re-appointment of Mrs. Alpa Shah, Whole – Time Director (DIN: 00573190) for a period of three years w.e.f. 14 th February, 2016 to 13 th February, 2019	Special	Postal Ballot/E-Voting	Passed with Requisite Majority



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Resolution No. 1: reclassification of Authorised Share Capital of the Company and amendment to the Memorandum of Association

Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of votes in favour on votes polled	% of votes against or votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	65,75,822	65,75,822	100	65,75,822	-----	100	-----
Public Institutional Holder	-----	-----	-----	-----	-----	-----	-----
Public - Others	47,17,713	4,24,696	9.00	4,24,686	10	99.99	0.01
Total	1,12,93,535	70,00,518	61.99	70,00,508	10	99.99	0.01

Resolution No. 2: Issue of Equity Shares on Preferential Allotment basis to promoters

Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of votes in favour on votes polled	% of votes against or votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	65,75,822	65,75,822	100	65,75,822	-----	100	-----
Public Institutional Holder	-----	-----	-----	-----	-----	-----	-----
Public - Others	47,17,713	4,24,696	9.00	4,24,686	10	99.99	0.01
Total	1,12,93,535	70,00,518	61.99	70,00,508	10	99.99	0.01



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Resolution No. 3: Re-appointment of Mr. Apoorva Shah, Chairman & Managing Director (DIN: 00573184) for a period of three years w.e.f. 13th November, 2015 to 12th November, 2018

Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of votes in favour on votes polled	% of votes against or votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	65,75,822	33,31,921	50.67	33,31,921	-----	100	-----
Public – Institutional Holder	-----	-----	-----	---	-----	---	-----
Public – Others	47,17,713	4,24,696	9.00	4,24,686	10	99.99	0.01
Total	1,12,93,535	37,56,617	33.26	37,56,607	10	99.99	0.01

Resolution No. 4: Re-appointment of Mrs. Alpa Shah, Whole – Time Director (DIN: 00573190) for a period of three years w.e.f. 14th February, 2016 to 13th February, 2019

Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of votes in favour on votes polled	% of votes against or votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	65,75,822	55,24,387	84.01	55,24,387	----	100	-----
Public – Institutional Holder	-----	----	-----	-----	-----	-----	-----
Public – Others	47,17,713	4,24,696	9.00	4,24,651	45	99.99	0.01
Total	1,12,93,535	59,49,083	52.68	59,49,038	45	99.99	0.01



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As per the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 and based on the said report of the Scrutinizer dated 29th January, 2016, I hereby declare that aforesaid Ordinary / Special resolutions are duly passed by requisite majority

For NHC Foods Limited



Apoorva Shah

(Chairman & Managing Director)