



NHC FOODS LIMITED

CIN: L15122GJ1992PLC076277

Registered Office: 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

Website: www.nhcgroupp.com | **Email:** grievances@nhcgroupp.com | **Telephone No:** 022-69875000

**CORRIGENDUM
TO THE NOTICE OF THE 33RD ANNUAL GENERAL MEETING**

This Corrigendum is being issued by **NHC FOODS LIMITED** ("Company") in continuation of notice for convening the 33rd Annual General Meeting ("AGM") of the Shareholders of the Company on Tuesday, 30th September 2025 at 11:30 A.M. (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM").

THIS CORRIGENDUM IS TO BE READ IN CONJUNCTION WITH THE AGM NOTICE DATED SEPTEMBER 5, 2025, AS AVAILABLE ON THE WEBSITE OF THE COMPANY.

Pursuant to Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, and subsequent circulars issued in this regard, the latest being 09/2023 dated 25th September, 2023, issued by the Ministry of Corporate Affairs and circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023, issued by SEBI, the Corrigendum to the Notice is being sent through electronic mode to those Members whose email addresses are registered with the Company/ its Registrar / Depositories. Members may note that the Corrigendum to the Notice as attached to this e-mail has also been uploaded on the website of the Company at <https://www.nhcgroupp.com/> and can also be accessed from the websites of the Stock Exchanges, i.e. BSE Limited at www.bseindia.com.

This is to inform you that, there is an addition in the Notice of the Annual General Meeting scheduled to be held on 30th September 2025 at 11:30 A.M. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").

Subsequent to the dispatch of the Notice, it has been observed that the '**agenda item number 5 for the appointment of Secretarial Auditors of the Company**' has been inadvertently and erroneously not included in the said Notice. In the original AGM Notice dated 05/09/2025, the **agenda item number 5 for the appointment of Secretarial Auditors of the Company** is hereby **ADDED**:

ITEM NO. 5: 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. DM & Associates Company Secretaries LLP**, Practising Company Secretary (LLPIN NO. AAI-4743), as the Secretarial Auditors of the Company for a period of five (5) years, commencing from April 01, 2025 to March 31, 2030, to conduct the Secretarial Audit and to furnish the Secretarial Audit Report.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby 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 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."

Explanatory statement pursuant to Section 102 of the Act sets out the material facts relating to the special business mentioned in the Notice of the AGM

For item no. 5:

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. DM & Associates Company Secretaries LLP, Practising Company Secretaries (LLPIN NO. AAI-4743), as the Secretarial Auditors of the Company for a term of five consecutive years commencing from April 01, 2025 to March 31, 2030, subject to the approval of shareholders.

In recommending M/s. DM & Associates Company Secretaries LLP, 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. DM & Associates Company Secretaries LLP 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. DM & Associates Company Secretaries LLP 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 Number 5 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.

All other contents of the AGM Notice, save and except as modified or supplemented by this corrigendum, shall remain unchanged.

For NHC Foods Limited

Sd/-

Vijay Mukesh Thakkar

Company Secretary & Compliance Officer

Date: 08.09.2025

**Registered Office: Survey No. 777, Umarsadi Desaiwad Road,
Village Umarsadi, Taluka Pardi, Valsad, Pardi - 396175, Gujarat**