

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 | **Telephone No:** 022-69875000

Website: www.nhcgroupp.com | **Email:** grievances@nhcgroupp.com

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN TO THE SHAREHOLDERS THAT THE 2ND EXTRA ORDINARY GENERAL MEETING (EOGM) FOR THE FINANCIAL YEAR 2025-2026 OF THE MEMBERS OF NHC FOODS LIMITED WILL BE HELD ON 18TH JULY 2025 AT 09:30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT SURVEY NO. 777, UMARSADI DESAIWAD ROAD, AT VILLAGE UMARSADI, TALUKA PARDI, VALSAD, KILLA PARDI, GUJARAT, INDIA, 396175 TO DISCUSS THE FOLLOWING BUSINESSES.

SPECIAL BUSINESS:

ITEM NUMBER 1: INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY:

TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, 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. 65,00,00,000/- (Rupees Sixty-Five Crore) divided into 65,00,00,000 (Sixty-Five Crore) Equity Shares of Re. 1/- each to Rs. 1,00,00,00,000/- (Rupees One Hundred Crore) divided into 1,00,00,00,000 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. 1,00,00,00,000/- (Rupees One Hundred Crore) divided into 1,00,00,00,000 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.”

ITEM NUMBER: 2: TO CONSIDER AND APPROVE ISSUE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO THE NON-PROMOTER PUBLIC GROUP CATEGORY INVESTOR FOR CASH:

TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION.

“RESOLVED THAT pursuant to Sections 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force) (“the Act”) and the enabling provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI (ICDR) Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR), Regulations”) and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI (Takeover) Code”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India (“GOI”), Reserve Bank of India (“RBI”) and the

provisions of the Foreign Exchange Management Act, 1999, the Registrar of Companies (the “ROC”), Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”) and the Stock Exchange where the shares of the Company are listed (“Stock Exchange”) and/or any other competent authorities (hereinafter referred to as ‘Applicable Regulatory Authorities’) to the extent applicable, the Listing Agreements entered into by the Company with the Stock Exchange and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the statutory, regulatory, appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter called ‘the Board’ which term 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 or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create offer, issue allot and deliver in one or more tranches upto **6,50,00,000 (Six Crore Fifty Lakhs)** Fully Convertible Warrants (“Warrants/ Convertible Warrants”) for cash at an issue price of Rs. 1.25/- (Rupees One and Paise Twenty-Five only) per warrant (including a premium of Re. 0.25 Only) per warrant with a right to the warrant holders to apply for and be allotted 1 (One) fully paid-up Equity Share of face value of Re. 1/- (Rupee One) each of the Company (“Equity Shares”) within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating to Rs. 8,12,50,000/- (Rupees Eight Crore Twelve Lakhs Fifty Thousand Only) to the proposed allottee as mentioned below on preferential basis for cash and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations and SEBI Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the members.

Name of the Proposed Allottees	No of Warrants to be allotted	Current Status/ Category	Proposed Status/ Category
Satyam Shirishchandra Joshi	6,50,00,000	Non-Promoter Public Group	Non-Promoter Public Group

“RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations for determination of the issue price of Equity Shares is 18th June 2025 i.e., 30 days prior to the date of Passing of the Special Resolution in the Extraordinary General Meeting.”

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

- a) An amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to exercise of the right attached to Warrants to subscribe to Equity Shares. The amount paid against Warrants shall be adjusted/set-off against the issue price for the resultant Equity Shares;
- b) Each Warrant held by the Proposed Allottee shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Re. 1/- (Rupees One Only) at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment of warrants (the “Warrant Exercise Period”);
- c) The Warrants, being allotted to the Proposed Allottees and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock in for such period as may be prescribed under the SEBI ICDR Regulations;
- d) The Warrants shall be allotted in dematerialized form within a period of 15 (Fifteen) days from the date of passing of this shareholders’ resolution, provided that where the allotment of warrants is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission;
- e) The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;
- f) The Warrants and the equity shares be allotted on exercise of the warrants under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;
- g) The right attached to 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 allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form as per SEBI ICDR Regulations;
- h) The Equity Shares to be allotted on exercise of the Warrants shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;

- i) In the event the Warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid to the Company at the time of subscription of the Warrants shall stand forfeited;
- j) The said Warrants by themselves until exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company.
- k) The Equity Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger/ realignment, rights issue or undertakes consolidation/ sub-division/ re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time.
- l) The Equity Shares arising from the exercise of the Equity Warrants will be listed on Stock Exchange where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be, and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority;

“RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottees through private placement offer cum application letter (In the format of ‘Form PAS-4’) immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the stock exchange.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option by the warrant holder(s).”

“RESOLVED FURTHER THAT in case of non-subscription from any proposed Allottees, the Board of Directors of the Company shall have the power to allot same to any other proposed Allottees or dispose of such shares in the manner as they deem fit and beneficial in the interest of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of SEBI ICDR Regulations, 2018 and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the warrants, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and to record the name and details of the Proposed Allottee in Form PAS-5 and to make an offer to the Allottee through private placement offer cum application letter in Form PAS- 4 as prescribed under the Companies Act, 2013, without being required to seek any further Consent or Approval of the Members.”

“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, 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), entering into contracts, arrangements, agreements, documents and to authorize 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 and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the warrants and the Equity Shares on conversion of warrants and application for in-principle approval, listing approval thereof with the Stock Exchange as appropriate and utilisation of proceeds of the Preferential Issue, filing requisite documents with the MCA and other regulatory authorities, filing of requisite documents with the depositories, issue and allotment of the Subscription Shares 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 of directors of the Company be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any committee of the board of directors of the Company or to any one or more directors, officer(s) or authorized signatory(ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Director(s) or the Company Secretary or any other officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution.”

ITEM NUMBER: 3:TO APPOINT AND APPROVE THE CHANGE IN DESIGNATION OF MR. SATYAM JOSHI (DIN: 03638066), FROM EXECUTIVE DIRECTOR TO MANAGING DIRECTOR OF THE COMPANY.

TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION.

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013 including any statutory modification or re-enactment thereof, or any other law and subject to such consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), permission(s) and approval(s) and as are agreed to by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorised by the Board in this behalf), consent of the Members be and is hereby accorded to appoint and change the designation of Mr. Satyam Joshi (DIN: 03638066) from Executive Director to Managing Director of the Company for a period of 3 (Three) years with effect from 21st June 2025 to 20th June, 2028, on the terms and conditions as set out in the Explanatory Statement annexed to the Notice, with liberty to Board, to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Satyam Joshi, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactments thereof.

RESOLVED FURTHER THAT notwithstanding anything herein, where in any financial year during the tenure of the MD, the Company has no profits or its profits are inadequate, the Company may subject to receipt of the requisite approvals including approval of Central Government, if any, pay to the MD, the agreed remuneration as the minimum remuneration by way of salary, perquisites, performance pay, other allowances and benefits as specified in the Explanatory Statement annexed to the Notice and the that the perquisites pertaining to contribution to Provident Fund, Superannuation Fund or Annuity Fund, Gratuity and Leave Encashment shall not be included in the computation of the ceiling on remuneration specified in Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT any of the directors for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

FOR & BEHALF OF THE BOARD OF DIRECTORS OF NHC FOODS LIMITED

SD/-

ALESHA HAKIM KHAN

COMPANY SECRETARY & COMPLIANCE OFFICER

DATE: 21ST JUNE 2025

PLACE: MUMBAI

REGISTERED OFFICE ADDRESS:

**SURVEY NO. 777, UMARSADI DESAIWAD ROAD,
AT VILLAGE UMARSADI, TALUKA PARDI,
VALSAD- 396175, GUJARAT, INDIA.**

NOTES TO THE NOTICE: -

1. **IN LINE WITH THE GENERAL CIRCULAR NO. 14/2020 DATED APRIL 08, 2020, GENERAL CIRCULAR NO.17/2020 DATED APRIL 13, 2020, CIRCULAR NO. 20/2020 DATED MAY 05, 2020, CIRCULAR NO. 02/2021 DATED JANUARY 13, 2021, CIRCULAR NO. 19/2021 DATED DECEMBER 8, 2021, CIRCULAR NO. 21/2021 DATED DECEMBER 14, 2021 CIRCULAR NO. 02/2022 DATED MAY 5, 2022 AND CIRCULAR NO. 10/2022 DATED DECEMBER 28, 2022 RESPECTIVELY, ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS AND CIRCULAR NO. SEBI/HO/ CFD/CMD1/CIR/ P/2020/79 DATED MAY 12, 2020, CIRCULAR NO. SEBI/HO/CFD/CMD2/CIR/P/2021/11 DATED JANUARY 15, 2021 AND CIRCULAR SEBI/HO/CFD/CMD2/CIR/P/2022/62 DATED MAY 13, 2022 ISSUED BY SEBI, OWING TO THE DIFFICULTIES INVOLVED IN DISPATCHING OF PHYSICAL COPIES, NOTICE OF AGM ARE BEING SENT IN ELECTRONIC MODE TO MEMBERS WHOSE NAMES APPEAR ON THE REGISTER OF MEMBERS/ LIST OF BENEFICIAL OWNERS AS RECEIVED FROM NATIONAL SECURITIES DEPOSITORY LIMITED (“NSDL”)/ CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED (“CDSL”) AND WHOSE EMAIL ADDRESS IS AVAILABLE WITH THE COMPANY OR THE DEPOSITORY PARTICIPANTS OR RTA OF THE COMPANY AS ON 13TH JUNE 2025.**
2. **THE NOTICE OF THE EOGM IS BEING SENT THROUGH ELECTRONIC MODE ONLY TO THOSE MEMBERS WHOSE EMAIL ADDRESS IS REGISTERED WITH THE COMPANY/ DEPOSITORIES. MEMBERS MAY NOTE THAT THE NOTICE WILL ALSO BE AVAILABLE ON THE COMPANY’S WEBSITE WWW.NHCGROUP.COM WEBSITE OF THE STOCK EXCHANGE, I.E. ON BSE LIMITED FOR RECEIVING ALL COMMUNICATION (INCLUDING ANNUAL REPORT) FROM THE COMPANY ELECTRONICALLY MEMBERS ARE REQUESTED TO REGISTER/UPDATE THEIR EMAIL ADDRESSES WITH THE RELEVANT DEPOSITORY PARTICIPANT.**
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF /HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**
4. **IN ORDER THAT THE APPOINTMENT OF A PROXY IS EFFECTIVE, THE INSTRUMENT APPOINTING A PROXY MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY- EIGHT HOURS.**
5. **A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN (10) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN (10) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON ONLY AS A PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR OTHER SHAREHOLDER.**
6. Corporate Members intending to send their authorized representatives to attend the Extra Ordinary General Meeting pursuant to Section 113 of the Companies Act 2013, are requested to send the Company, a certified copy of the relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting.
7. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company, at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
8. Pursuant to section 108 of the Companies Act, 2013, read with rules 20 of the Companies (Management and Administration) Rules, 2014 and regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer voting by electronic means to the members to cast their votes electronically on all resolutions set forth in this notice. The detailed instructions for e-voting are given separately.
9. In line with the aforesaid MCA Circulars, the Notice calling the EOGM is being only sent electronically to the members on their registered email address who have registered their e-mail address with the Depositories / Company as on 13th June 2025, Members may note that the Notice has been uploaded on the website of the Company at www.nhcgroupp.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the EOGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsd.com.
10. A statement setting out the material facts as required under Section 102 of the Companies Act, 2013 (“Act”) is annexed hereto.

11. The Securities and 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 are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company/ RTA. Members are requested to notify immediately change of address, if any, to their Depository Participants (DPs) in respect of their electronic share accounts and Skyline Financial Services Pvt. Ltd, (RTA), or to the Company at its Registered Office in respect of their physical shares. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual reports, Notices, Circulars, etc. from the Company electronically.
12. **The voting rights of Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on 11th July 2025 (cut-off date).**
13. **The Register of Members and Share Transfer Register in respect of equity shares of the Company will remain closed from 12th July 2025 to 18th July, 2025 (both days inclusive).**

GUIDELINES FOR ELECTRONIC VOTING:

1. Pursuant to Section 108 of the Companies Act, 2013 (“the Act”) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by NSDL. The facility available for voting through ballot paper will also be made available at the EGM and members attending the EGM, who have not already cast their votes by remote e- voting shall be able to exercise the right at the EGM through ballot paper. Members who have cast their votes by remote e-voting prior to the EGM may attend the EGM but shall not be entitled to cast their votes again.
2. The members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through ‘polling paper.
3. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
4. M/s Jaymin Modi & Co Practicing Company Secretary Firm has been appointed to act as the Scrutinizer for conducting the remote e-voting process as well as the voting through Poll Paper, in a fair and transparent manner.
5. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member as on the cut-off date i.e. 11th July 2025.
6. **A person, whose name is recorded in the register of members as on the cut-off date, i.e. 11th July 2025 only shall be entitled to avail the facility of remote e-voting / voting.**
7. The Scrutinizer, after scrutinizing the votes cast at the meeting (polling paper) and through remote e-voting, will, not later than 48 hours of conclusion of the Meeting, make a consolidated scrutinizer’s report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer’s report shall be placed on the website of the Company. The results shall be communicated to the Stock Exchange.
8. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 18th July 2025.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

The remote e-voting period begins on Monday, 14th July 2025 at 9:00 A.M. and ends on Thursday, 17th July, 2025 at 5:00 P.M. 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. 11th July 2025 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, being 11th July 2025.

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 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	1. 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

<p>demat mode with NSDL.</p>	<p>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. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.</p> <p>3. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="text-align: center;">   </div> <div style="text-align: center; margin-top: 10px;">   </div>
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<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>4. 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 use your existing my easi username & password.</p> <p>5. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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. 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.</p> <p>6. 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.</p> <p>7. 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
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<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>
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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.

<p>Login type</p>	<p>Helpdesk details</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000</p>

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
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B) Login Method for e-Voting 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.nsd.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.nsd.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 use 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.nsd.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsd.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 on NSDL e-Voting system.

How to cast your vote electronically 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 is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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 info@csjmco.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 Ms. Pallavi Mhatre 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 grievances@nhcgroup.com
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 grievances@nhcgroup.com . 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 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

ITEM NUMBER: 1

The present Authorised Share Capital of the Company is Rs. 65,00,00,000/- (Rupees Sixty- Five Crores) divided into 65,00,00,000 equity shares of Re. 1/- each. Considering the increased fund requirements and future plans of the Company, the Board at its Meeting held on 21st June 2025 had accorded its approval for increasing the Authorised Share Capital up to Rs. 1,00,00,00,000/- (Rupees One Hundred Crore) divided into 1,00,00,00,000 equity shares of Re. 1/- each subject to shareholder's approval.

Hence, pursuant to the provision of section 61 and section 13 of the Companies Act 2013 it is proposed to increase the Authorised Share Capital of the Company from existing Rs. 65,00,00,000/- (Rupees Sixty- Five Crores) divided into 65,00,00,000 equity shares of Re. 1/- each to Rs. 1,00,00,00,000/- (Rupees One Hundred Crore) divided into 1,00,00,00,000 equity shares of Re. 1/- each and the new shares shall be ranking pari-passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, Clause V of the Memorandum of Association would also require alteration/substituted so as to reflect the changed Authorised Share Capital. The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association requires approval of shareholders. A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in the Notes of the Notice.

The Board of directors, accordingly, recommends the passing of Ordinary Resolution as set out at Item Number 1 of this Notice, for the approval of the members.

ITEM NUMBER: 2

The Members are hereby informed that the Company requires infusion of funds for enhancement of its capital base and to augment the long-term funding needs viz., to support the expansion of business and for general corporate purposes and working capital requirements. Such fund requirements can be met by the Company either through capital fund or borrowed fund.

Hence, to ensure the smooth flow of the business the Board of Directors of the Company in their meeting held on 21st June 2025, in accordance with Sections 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the SEBI (ICDR) Regulations and the SEBI (LODR) Regulations as amended from time to time, issue and allotment of upto 6,50,00,000 (Six Crore Fifty Lakhs) Fully Convertible Warrants ("Warrants/ Convertible Warrants") for cash at an issue price of Rs. 1.25/- (Rupees One and Paise Twenty-Five only) per warrant (including a premium of Re. 0.25 Only) per warrant with a right to the warrant holders to apply for and be allotted 1 (One) fully paid-up Equity Share of face value of Re. 1/- (Rupee One) each of the Company ("Equity Shares") within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating to Rs. 8,12,50,000/- (Rupees Eight Crore Twelve Lakhs Fifty Thousand Only) on preferential and private placement subject to approval of Shareholders.

Hence, the Board of Directors of your Company recommends the resolution for approval of the shareholders in form of Special Resolution in the best interests of the Company.

The Company is otherwise eligible to make the Preferential Issue in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations. There will be no change in the control or management of the Company pursuant to the proposed preferential issue. Consequent to the allotment of equity shares, the shareholding of the Promoters and Promoter Group will decrease as per details given in this statement.

Disclosure as required under Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("SEBI (ICDR) Regulations") are as follows:

1. Objects of the Preferential Issue:

Particulars	Total Estimated amount to be utilized (In Rs.)
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;	2,50,00,000
To meet working capital requirements of the Company	3,59,37,500
To meet general corporate expenditure	2,03,12,500

Any amount in excess unutilised portion of the receipt under general corporate purpose will be utilised by the Company for meeting its working capital requirement.

The funds will be kept as Deposits/ Investments with banks or in debt mutual funds schemes or in accordance with the policies formulated by the Board from time to time, under applicable laws, and the Board shall have the flexibility to deploy the issue proceeds, till the issue proceeds are fully utilized.

The Issue Proceeds will be utilised within 12 months from receipt of funds for the Warrants (as set out herein) from the date of receipt of funds:

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management 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. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

2. The total/maximum number of securities to be issued/particulars of the offer/Kinds of securities offered and the price at which security is being offered number of securities to be issued and pricing:

The resolution set out in the accompanying notice authorises the Board to create, offer, issue, and allot from time to time, in one or more tranches up to 6 upto 6,50,00,000 (Six Crore Fifty Lakhs) Fully Convertible Warrants ("Warrants/ Convertible Warrants") for cash at an issue price of Rs. 1.25/- (Rupees One and Paise Twenty-Five only) per warrant (including a premium of Re. 0.25 Only) per warrant with a right to the warrant holders to apply for and be allotted 1 (One) fully paid-up Equity Share of face value of Re. 1/- (Rupee One) each of the Company ("Equity Shares") within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating to Rs. 8,12,50,000/- (Rupees Eight Crore Twelve Lakhs Fifty Thousand Only) on preferential and private placement subject to approval of Shareholders.

3. Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made:

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 Equity Shares and Convertible Warrants is 18th June 2025, being the date 30 days prior to the date of this Extra Ordinary General Meeting.

The Equity Shares of the Company is listed exclusively on BSE Limited and the Equity Shares are frequently traded. The price is determined pursuant to Regulation 164 and Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

As per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Fully Convertible Warrants will be issued at a price of Rs. 1.25/- (Rupees One and Paise Twenty-Five only) per warrant which is not less than the price as determined by the registered valuer.

As the proposed allotment is of more than five per cent. of the post issue fully diluted share capital of the Company to the proposed allottee & allottees acting in concert a valuation report from an independent registered valuer is obtained pursuant to Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The valuation report of the Registered Valuer pursuant to Regulation 164 and Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link <https://www.nhcgroup.com/>

The Calculation of minimum issue price as prescribed under Chapter V of SEBI (ICDR) Regulations, 2018 as issued by Practicing Company Secretary can also be accessed on the company website on the following link <https://www.nhcgroup.com/>

4. Name and Address of Valuer who performed Valuation: Bhavesh M Rathod Chartered Accountants, Registered Valuer – SFA Office Add: Office No. 515, 5th Floor, Dimple Arcade, Behind Sai Dham Temple, Thakur Complex, Kandivali East, Mumbai, Maharashtra - 400101 Registered Add: 12D, White Spring, A wing, Rivali Park

Complex, Western Express Highway, Borivali East, Mumbai 400066 Email: bhavesh@cabr.in Mobile: +91 9769 11 34 90

The valuation report of the Registered Valuer pursuant to Regulation 164 & 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link www.nhcgroupp.com

5. Amount which the Company intends to raise by way of issue of Equity Shares: Upto Rs. 8,12,50,000/- (Rupees Eight Crore Twelve Lakhs Fifty Thousand Only).

6. Material terms of issue of Warrants/ Convertible Warrants: The issue of Warrants shall be subject to the following terms and conditions:

i. An amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to exercise of the right attached to Warrants to subscribe to Equity Shares. The amount paid against Warrants shall be adjusted/set-off against the issue price for the resultant Equity Shares;

ii. Each Warrant held by the Proposed Allottee shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Re. 1/- (Rupees One Only) at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment of warrants (the "Warrant Exercise Period");

iii. The Warrants, being allotted to the Proposed Allottees and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock in for such period as may be prescribed under the SEBI ICDR Regulations;

iv. The Warrants shall be allotted in dematerialized form within a period of 15 (Fifteen) days from the date of passing of this shareholders resolution, provided that where the allotment of warrants is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission;

v. The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;

vi. The Warrants and the equity shares be allotted on exercise of the warrants under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;

vii. The right attached to 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 allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form as per SEBI ICDR Regulations;

viii. The Equity Shares to be allotted on exercise of the Warrants shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;

ix. In the event the Warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid to the Company at the time of subscription of the Warrants shall stand forfeited.

x. The said Warrants by themselves until exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company.

xi. The Equity Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger/ realignment, rights issue or undertakes consolidation/ sub-division/ re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time.

xii. The Equity Shares arising from the exercise of the Equity Warrants will be listed on Stock Exchange where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals,

as the case may be, and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority.

7. Principal terms of Assets charged as securities: Not Applicable

8. Intention/ Contribution of promoters / directors / key managerial personnel to subscribe to the offer: None of the Promoters, Directors or Key Managerial Personnel intend to subscribe this offer and no contribution being is made by the promoters or directors either as part of the offer or separately in furtherance of these objects.

9. The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows:

Sl. No	Category	Pre-issue shareholding		Post- issue shareholding*	
		No. of Equity Shares	% of Shareholding	No. of Equity Shares	% of Shareholding
A	Promoters and Promoter Group Holding				
	Sub Total (A)	-	-	-	-
B	Non-Promoter Holding				
B1	Institutions	-	-	-	-
1	Institutions (Foreign)	6,000	0.00	6,000	0.00
	Sub Total (B1)	6,000	0.00	6,000	0.00
B2	Non – Institutions				
1	Directors and their relatives (excluding independent directors and nominee directors)	2,00,06,558	3.38	8,50,06,558	12.92
2	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	18,45,22,855	31.13	18,45,22,855	28.05
3	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	29,88,32,548	50.41	29,88,32,548	45.43
4	Non-Resident Indians (NRIs)	1,82,60,731	3.08	1,82,60,731	2.78
5	Bodies Corporate	3,88,57,092	6.56	3,88,57,092	5.91
6	Any Other (specify)	3,22,64,216	5.44	3,22,64,216	4.91
	Sub Total (B2)	59,27,44,000	100	65,77,44,000	100.00
	Sub-Total (B) [B1+ B2]	59,27,50,000	100.00	65,77,50,000	100.00
C1	Shares underlying DRs	-	-	-	-
C2	Shares held by Employee Trust	-	-	-	-
C	Non-Promoter – Non- Public	-	-	-	-
	Grand Total (A+B+C)	59,27,50,000	100.00	65,77,50,000	100.00

*The post-issue shareholding as shown above is calculated assuming full subscription and allotment of the equity shares.

10. Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:

The allotment of Convertible Warrants shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

11. Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:

There shall be no change in management or control of the Company pursuant to the issue and allotment of equity shares.

12. No. 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: During the financial year 2025-2026, the Company has not made allotment on preferential basis to any person.

13. Valuation for consideration other than cash: Not applicable.

14. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed: Not applicable.

15. Lock-in:

The Equity Shares so to be allotted after conversion of warrants in to equity shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations

16. Listing:

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

17. Certificate:

As required in Regulation 163(2) of the SEBI (ICDR) Regulations, a certificate from a Practising Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations. The certificate of the practising company secretary can also be accessed on the company website on the following link www.nhcgroupp.com

18. Undertakings:

The Company hereby undertakes that:

- i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;
- ii. If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) regulations the above Equity shares shall be continued to be locked in till such amount is paid by the allottees;
- iii. All the equity shares held by the proposed allottees in the company are in dematerialized form only;

19. Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower:

It is hereby confirmed that, neither the Company nor its promoters or directors is a wilful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

20. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter:

Name of the Proposed Allottee	Category	Name of the natural persons who are the ultimate beneficial owners	Pre-Pref Holding		Maximum Number of Proposed Equity Shares to be issued and allotted	Post-Pref Holding*	
			No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding
Satyam Shirishchandra Joshi	Non – Promoter Public	-	2,08,62,550	3.52	6,50,00,000	8,58,62,550	13.05

**The post-issue shareholding as shown above is calculated assuming full subscription and allotment of the equity shares & warrants & full conversion of warrants in to Equity shares*

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 Resolutions as set out Item Number 2 in the accompanying notice for your approval.

Except as disclosed in this notice none of the Directors or any Key Managerial Personnel(s) of the Company or their respective relatives are interested financially or otherwise, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares to Investor is being sought by way of a special resolution as set out in the said Item Number 2 of the Notice. Issue of the Equity Shares pursuant to the Preferential Issue would be within the Authorised Share Capital of the Company.

ITEM NUMBER: 3

The Board of Directors in its Meeting held on September 16, 2024, upon recommendation of Nomination and Remuneration Committee appointed Mr. Satyam Joshi (DIN: 03638066) as an Additional Director in the category of Executive Director of the Company, liable to retire by rotation, subsequently members have approved his appointment on December 13, 2024 by way of postal ballot.

Based upon recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on 21st June 2025 approved the changed in designation of Mr. Satyam Joshi from Executive Director to Managing Director of the Company for a period of **3 (Three) years with effect from 21st June 2025 till 20th June 2028.**

Mr. Satyam Joshi has confirmed that he is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor debarred from holding office as a Director of the company, by virtue of any SEBI Order or any other such authority and given his consent to act as a Director. The Board of Directors have taken on record the confirmation submitted by Mr. Satyam Joshi. It is thus proposed to seek member's consent for appointment of Mr. Satyam Joshi as the Managing Director of the Company and remuneration payable to Mr. Satyam Joshi as the Managing Director of the Company, in terms of the applicable provisions of the Companies Act, 2013.

Details pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India is attached as Annexure- I.

The material terms and conditions of the appointment of Mr. Satyam Joshi as the Managing *inter – alia* contains the following:

1. Tenure of Agreement: For a period of 3 years commencing from 21st June 2025 to 20th June 2028.

2. Salary, Allowances and Commission (hereinafter referred to as '**Remuneration**')

a) Basic Salary: Rs. 72,00,000/- (Rupees Seventy-Two Lakh) per year.

b) Perquisites/ Allowances: In addition to remuneration, Mr. Satyam Joshi shall be entitled to the perquisites/ allowances which shall be as per the policy of the company.

3. Minimum Remuneration: Notwithstanding anytime herein contained, where in any financial year during the period of his office as Managing Director, the company has no profits or its profits are inadequate, the Company may, subject to the requisite approvals, pay Mr. Satyam Joshi remuneration by way of salary, perquisites not exceeding the maximum limits laid down in schedule v of the companies act 2013, as may be agreed to by the Board of director Mr. Satyam Joshi.

4. Natures of duties:

a) The Managing Director shall devote his whole-time attention to the business of the company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such power as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the company including performing duties as assigned by the Board from time to time.

b) The Managing Director shall not exceed the powers so delegated by the Board. The Managing Director undertakes to employ the best of his skill and ability to make his utmost endeavors to promote the interest and welfare of the Company and to conform to and comply with the directions as may be given to him from time to time by the Board.

5. Other terms & conditions:

a) No Sitting fee shall be payable to him for attending the Meetings of the Board of Directors or Committee thereof.

d) The appointment may be terminated at any time by either party giving to the other party three-month notice of such termination without the necessity of showing any cause. and neither party will have any claim against the other for damages or compensation by reason of such termination. Provided that the aforesaid notice may be waived off in consultation with the Managing Director. In any event, he shall not be entitled to any compensation in cases mentioned in Section 202 of the Companies Act, 2013.

c) The Nomination and Remuneration Committee & Board Directors will have authority to alter and vary the terms and conditions of the said appointment including remuneration as it may deemed fit and as be acceptable to the Managing Director subject to the same not exceeding the Limits specified under Section II of Part II of Schedule V of the Companies Act 2013 or any statutory modification or re-enactment thereof.

d) The other terms and conditions of the agreements are such as are customarily contained in agreements of similar nature.

A statement pursuant to the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 in respect of Mr. Satyam Joshi is attached as Annexure – A to the Notice.

Your directors recommend the said resolution for your approval as a Special Resolution.

Mr. Satyam Joshi is interested in the resolution as set out in the Notice. The relatives of Mr. Satyam Joshi may be deemed to be interested in the said resolution to the extent of their respective shareholding, if any, in the Company.

Save and except the above, none of the other Directors and Key Managerial Personnel of the Company or their relatives is, in anyway concerned or interested, financially or otherwise, in the said resolution.

Details of Directors seeking Appointment through Postal Ballot, 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:

Annexure- I

Sr. No.	Particulars	Details
1	Name	Satyam Joshi (DIN: 03638066)
2	Father's Name	Shirishchandra Chunilal Joshi
3	Date of Birth	March 8, 1978
4	Age	47 years
5	Date of First Appointment	September 16, 2024
6	Brief resume and expertise in specific functional areas	He is a Graduate in Science and Post-Graduate in IT (Software Development & Quality Testing) field He is having experience of more than 22 years in Capital Markets and Domestic Agri Trading. He is specialized in areas of compliance with all the Stock & Commodity Exchanges and Depositories. He has also handled regulatory compliances to be complied with SEBI.
7	Qualification	a) Post-Graduate in IT (Software Development & Quality Testing) b) Graduate in Science
8	Terms and Conditions of appointment	Mr. Satyam Joshi from Executive Director to Managing Director of the Company for a period of 3 (Three) years with effect from March 07, 2025 till March 06, 2028. As detailed specified in the explanatory statement above.
9	Directorship held in other Companies including Listed Companies	NHC Overseas Private Limited- Additional Director Anupam Stock Broking Private Limited- Director Nhcoverseas Private Limited
10	Chairman/ Member of the Committee of the Board of Directors of the Company	None
11	Chairman/ Member of the Committee of the Board of Directors of Other Companies (Including Listed Companies) in which he/ she is a director	None
12	Listed entities from which the person has resigned in the past three years	None
13	Number of shares held in the Company including shareholding as a beneficial owner	2,08,62,550
14	No. of Board Meetings attended during the Financial Year 2024-25	7
15	Relationship with other directors, manager and KMPs of the Company	Mr. Satyam Joshi is not related to Directors, Manager and KMPs of the Company.
16	Details of remuneration sought to be paid, if any	Rs. 72,00,000/- p.a. and other details mentioned in the explanatory statement above.
17	Remuneration Last Drawn, If Any	Rs. 12,00,000/- (for period from September 16, 2024 till March 31, 2025)
18	Justification for choosing the appointee for appointment	In the opinion of the Board, Mr. Satyam Joshi possesses appropriate skills, experience & knowledge and fulfils the

	conditions for appointment as director as specified in the act and the SEBI Listing Regulations.
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Annexure-A

Statement Pursuant To the Provisions of Section II of Part II of Schedule V of the Companies Act, 2013 in Respect to Item No. 3 of the Notice

A) General Information:

1. **Nature of Industry:** The Company is engaged in the business of Trading of Spices.
2. **Date or expected date of commencement of commercial production:** The Company was incorporated on August 4, 1992.
3. **In case of new companies, expected date of commencement of activities as per project approved by financial Institutions appearing in the prospectus:** Not Applicable
4. **Financial performance based on given indicators:**

Particulars	(Rs.in Lakhs)	
	March 31, 2025	March 31, 2024
Total Income	34,275.50	21,130.11
Profit/ Loss Before Tax	858.60	312.05
Profit/ Loss After Tax	669.42	234.74

5. **Foreign Investments or Collaborations, if any:** Not Applicable

B) Information about the appointee:

1. **Background details:** Mr. Satyam Joshi is a Graduate in Science and Post-Graduate in IT (Software Development & Quality Testing) and has more than 22 years' experience in Capital Markets and Domestic Agri-Trading.
2. **Past remuneration:** Rs. 16,00,000/- (for period from September 16, 2024 till May 31, 2025)
3. **Recognition or Awards:** Not Applicable
4. **Job profile and his suitability:** Considering his experience and knowledge in the industry, the Board is of the opinion that Mr. Satyam Joshi is suitable for the designation as Managing Director. Mr. Satyam Joshi is responsible for day-to-day management of affairs of the Company.
5. **Remuneration proposed:** The remuneration proposed to be paid is detailed hereinabove under Explanatory statement.
6. **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:** The proposed remuneration is comparable and competitive, considering the industry, size of the company, the position and the credentials of Mr. Satyam Joshi.
7. **Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel or other Director, if any:** None.

C) Other Information:

1. **Reasons for Loss or Inadequate profits:** The resolution under Schedule V of the Act have been put forth as a precautionary measure, so as to mitigate any potential challenges that could affect the Company's financial stability during the currency of tenure of the Managing Director.
2. **Steps taken or proposed to be taken for Improvement:** The Company operates in the Spice business and has proactively implemented several cost-saving measures to effectively reduce its expenses. By implementing these measures, the company aims to optimize its financial performance and enhance its overall profitability.
3. **Expected increase in productivity and profits in measurable terms:** As mentioned in point no. 2 above the Management has already taken various initiatives to improve its present position which it anticipates that a noticeable decrease in overall costs will be observed. This will demonstrate improved financial efficiency in near future.

ATTENDANCE SLIP

Name & Address of the Shareholder	
Joint-holder(s) (if any)	
Regd. Folio/ DP ID & Client ID	
No. of Shares Held	

I Hereby Record My Presence at the 2nd extra ordinary general meeting (EOGM) of the company for the financial year 2025-2026 to held on **18th July, 2025 at 09.30 A.M.** at the registered office of the company situated at Survey No. 777, Umarsadi Desaiwad Road, at Village Umarsadi, Taluka Pardi, Valsad, Killa Pardi, Gujarat, India, 396175.

Signature of the Shareholder/ Proxy Present:

Notes:

1. Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.
2. Shareholder/Proxy holder desiring to attend the meeting may bring his/her copy of Annual Report for reference at the Meeting.
3. Please read the instruction carefully before exercising your vote.

**FORM NO: MGT- 11
PROXY FORM
NHC FOODS LIMITED**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s)

Registered Address

E-mail ID

Folio No/ Client Id

DP ID

I/We, being the member (s) of the shares of NHC Foods Limited, hereby appoint;

1. Name:

Address:

Email ID:

Signature: _____, or failing him

2. Name:

Address:

Email ID:

Signature: _____, or failing him

3. Name:

Address:

Email ID:

Signature: _____,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 2nd extra ordinary general meeting (EOGM) of the company for the financial year 2025-2026 to held on **18th July 2025 at 09.30 A.M.** at the registered office of the company situated at Survey No. 777, Umarsadi Desaiwad Road, at Village Umarsadi, Taluka Pardi, Valsad, Killa Pardi, Gujarat, India, 396175 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution Proposed
1	INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY
2	TO CONSIDER AND APPROVE ISSUE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO THE NON-PROMOTER PUBLIC GROUP CATEGORY INVESTOR FOR CASH.
3	TO APPOINT AND APPROVE THE CHANGE IN DESIGNATION OF MR. SATYAM JOSHI (DIN: 03638066), EXECUTIVE DIRECTOR AS MANAGING DIRECTOR OF THE COMPANY.

Signed this ___ day of _____, 2025.

Signature of Shareholder: _____ Signature of Proxy holder(s): _____

Notes:

1. This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the full text of the aforesaid resolutions, statements, and notes, please refer to the Notice, including the explanatory statement, convening this extra ordinary general meeting of the Company.

BALLOT PAPER
(PURSUANT TO RULE 20 OF THE (MANAGEMENT & ADMINISTRATION) RULES, 2014 READ ALONG WITH SECRETARIAL STANDARD -2 [SS-2])

Name of the Company: NHC FOODS LIMITED

Registered Office: Survey No. 777, Umarsadi Desaiwad Road, at Village Umarsadi, Taluka Pardi, Valsad, Killa Pardi, Gujarat, India, 396175

Sl. No.	Particulars	Details
1	Name of the First Named Shareholder (In block letters):	
2	Postal address	
3	Registered folio No./*Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4	Class of Share	EQUITY

I hereby exercise my vote in respect of Ordinary/Special resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner

Sl. No	Item No. / Short description of the resolutions	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1	INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY			
2	TO CONSIDER AND APPROVE ISSUE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO THE NON-PROMOTER PUBLIC GROUP CATEGORY INVESTOR FOR CASH.			
3	TO APPOINT AND APPROVE THE CHANGE IN DESIGNATION OF MR. SATYAM JOSHI (DIN: 03638066), EXECUTIVE DIRECTOR AS MANAGING DIRECTOR OF THE COMPANY.			

(Signature of the shareholder/proxy holder)

Date:

Place:

ROUTE MAP FOR EXTRA ORDINARY GENERAL MEETING AT THE REGISTERED OFFICE OF THE COMPANY

Survey No. 777, Umarsadi Desaiwad Road, at Village Umarsadi, Taluka Pardi, Valsad, Killa Pardi, Gujarat, India, 396175

