

# NHC FOODS LTD

(Government Recognised Three Star Export House)

An ISO 22000:2005 Certified Company

CIN : L15122GJ1992PLC076277 • GSTIN :- 27AAACM3032B1Z6



May 31, 2024

To,  
The Listing/Compliance Department  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400001  
**SCRIP CODE: 517554**

Dear Sir,

**Sub: Notice of Postal Ballot**

**Ref: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Please find enclosed herewith Postal Ballot Notice dated May 30, 2024, together with the Explanatory Statement thereto, seeking consent of the Members of the Company in respect of the following Resolutions through voting by electronic means ("e-voting"); -

Sr. No.	Particulars	Type of Resolution
1	Approval for split/sub-division of existing 1 (One) Equity Share of face value of Rs. 10/- (Rupees Ten Only) each fully paid up into 10 (Ten) Equity Shares of face value of Re. 1/- (Rupee One Only) each fully paid up	Ordinary
2	Increase in the Authorised Share Capital and consequent alteration of Capital Clause (i.e. Clause V) of Memorandum of Association (MOA) of the Company	Ordinary

In compliance with the various MCA / SEBI circulars, the Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company / Depositories as on Monday, May 27, 2024 ("Cut-off Date").

The Company has engaged NSDL for facilitating remote e-voting to enable the Members to cast their votes electronically. The remote e-Voting facility would be available during the following period: -

Commencement of e-Voting	Saturday, June 1, 2024 at 9:00 A.M. (IST)
End of e-Voting	Sunday, June 30, 2024 at 5:00 P.M. (IST)

**Warehouse** : D-22/8, TTC Industrial Area,  
MIDC, Turbhe, Navi - Mumbai - 400705.

**Factory & Registerd Office** : Suevey No.777,  
Umarsadi Desaiwad Road, Village Umarsadi,  
Taluka Pardi, Dist. Valsad,Gujarat - 396175.

**Corporate Office** : 419 & 420, 4th Floor, C - Wing,  
Atrium 215, Andheri - Kurla Road, Chakala, Andheri (E),  
Mumbai - 400059.

Tel: + 91 22 - 698 75000 / Email: [contact@nhcgroup.com](mailto:contact@nhcgroup.com) / URL : <http://www.nhcgroup.com>

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The Postal Ballot Notice is also available on the Company's website at [www.nhcgroup.com](http://www.nhcgroup.com). The results along with Scrutinizer's Report will be announced within 2 Working days of last date of e-voting. The said results along with Scrutinizer's Report will be uploaded on the Company's website [www.nhcgroup.com](http://www.nhcgroup.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

You are requested to take the same on records.

Thanking you,  
Yours Faithfully,

**For NHC FOODS LIMITED**

**APOORVA SHAH**  
**MANAGING DIRECTOR**  
**DIN: 00573184**

**Warehouse** : D-22/8, TTC Industrial Area,  
MIDC, Turbhe, Navi - Mumbai - 400705.

**Factory & Registerd Office** : Suevey No.777,  
Umarsadi Desaiwad Road, Village Umarsadi,  
Taluka Pardi, Dist. Valsad, Gujarat - 396175.

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Atrium 215, Andheri - Kurla Road, Chakala, Andheri (E),  
Mumbai - 400059.

Tel: + 91 22 - 698 75000 / Email: [contact@nhcgroup.com](mailto:contact@nhcgroup.com) / URL : <http://www.nhcgroup.com>

## **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 POSTAL BALLOT**

**[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]**

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 108, 110 and other applicable provisions of the Companies Act, 2013, as amended (the "Act"), read together with Rule 20, 22 of the Companies (Management and Administration) Rules, 2014, as amended (the "Management Rules"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/ 2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and No. 9/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), applicable SEBI Circulars, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolution appended below, be passed by the members of the Company (as on the Cut-off Date), through postal ballot (the "Postal Ballot") only by way of remote e-voting ("e-voting") process. An Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons/rationale thereof form part of this Postal Ballot notice ("the Notice" or "the Postal Ballot Notice").

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "LODR Regulations") and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / Depository participant(s). The details of the procedure to cast the vote forms part of the 'Notes' to this Notice.

The Board of Directors has appointed CS Dinesh Kumar Deora, Practising Company Secretary (Membership No. F5683 and Certificate of Practice No.4119) as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Company has engaged the services of National Securities Depository Limited ("NSDL") for facilitating e-voting. The Company has made necessary arrangements with Link Intime India Pvt. Ltd, Registrar and Share Transfer Agent ("RTA") to enable the Members to register their e-mail address. Those Members who have not yet registered their email address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

The remote e-voting period commences from 9:00 a.m. (IST) on Saturday, June 01, 2024, and shall end at 5:00 p.m. (IST) on Sunday, June 30, 2024. The Scrutinizer will submit his report to the Chairman of the Company (the "Chairman") or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced not later than 2 Working days from the conclusion of the e-voting to the Stock Exchange i.e. BSE Limited. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice.

The results will be available on the Company's website [www.nhcgroupp.com](http://www.nhcgroupp.com) and on the website of National Securities Depository Limited ("NSDL") [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 p.m. (IST) on Sunday, June 30, 2024. The e-voting facility will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time.

The last date of e-voting, i.e. Sunday, June 30, 2024, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

## **SPECIAL BUSINESS:**

### **Item No.1:**

Approval for split/sub-division of existing 1 (One) Equity Share of face value of Rs. 10/- (Rupees Ten Only) each fully paid up into 10 (Ten) Equity Shares of face value of Re. 1/- (Rupee One Only) each fully paid up:

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

“**RESOLVED THAT** pursuant to provisions of Section 13, 61, 64 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the appropriate statutory authority(ies), consent of the members of the Company be and is hereby accorded for split/sub-division of 1 (One) equity share of the Company having face value of Rs.10/- (Rupees Ten only) each, fully paid up, into 10 (Ten) equity shares having face value of Re.1/- (Rupee One Only) each, fully paid up, with effect from such date as may be fixed by the Board i.e., (“Record Date”) to be determined by the Board for this purpose.

**RESOLVED FURTHER THAT** pursuant to the split of equity shares of the Company, the Authorized, Issued, Subscribed and Paid-up Equity Share Capital of 1 (One) equity share of the face value of Rs.10/- (Rupees Ten Only) each shall stand sub-divided into 10 (Ten) equity shares having a face value of Re.1/- (Rupee One Only) each existing on the Record Date and shall rank pari-passu in all respects with each other and carry the same rights as to the existing fully paid-up equity share of Rs.10/- (Rupees Ten only) each of the Company. Accordingly, the existing Clause V of Memorandum of Association of the Company substituted with the following new Clause V:

V. The Authorised share capital of the Company is Rs. 24,00,00,000/- (Rupees Twenty Four Crore Only) divided into 24,00,00,000 (Twenty Four Crore) Equity Shares of face value Rs. 1/- (Rupee One) each with power of the Company to increase, reduce, modify and cancel the same and to divide the original or increased or reduced or modified capital into two classes namely preference and Equity and to attach thereto respectively the preferential, special, deferred or qualified rights, privileges, advantages or conditions as regards payment of dividends, distribution of assets, repayment or reduction of capital, voting or otherwise.”

**RESOLVED FURTHER THAT** upon the split of the equity shares as aforesaid, the existing share certificate(s) in relation to the existing equity shares of the face value of Rs. 10/- each held in physical form shall be deemed to have been automatically cancelled and to be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing share certificate(s) directly issue and dispatch the new share certificate(s) of the Company, in lieu of such existing issued share certificate(s) and in case of the equity shares held in dematerialized form, the number of sub-divided equity shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the equity shares of the Company before sub-division.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any one of the Directors or Company Secretary of the Company be and is hereby jointly and severally authorized to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the sub-division of equity shares, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation or consequential to the sub-division of shares including execution and filing of all the relevant documents with the Stock Exchange, Depositories and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

### **Item No.2**

Increase in the Authorised Share Capital and consequent alteration of Capital Clause (i.e. Clause V) of Memorandum of Association (MOA) of the Company:

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

**“RESOLVED THAT** pursuant to the provisions of Sections 13, 61(1)(a), 64 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the provisions in the Articles of Association of the Company and such approvals, consents, permissions and sanctions as may be considered necessary from appropriate Authorities and subject to such terms and conditions, the consent of the members of the Company be and is hereby accorded for the Increase in Authorised Share Capital of the Company from Rs. 24,00,00,000/- (Rupees Twenty Four Crores only) divided into 24,00,00,000 (Twenty Four Crores) Equity Shares of face value Re. 1/- (Rupee One) each to Rs. 65,00,00,000/- (Rupees Sixty Five Crore Only) divided into 65,00,00,000 (Sixty Five Crore) Equity Shares of face value Re. 1/- (Rupees One) each ranking pari-passu with the existing shares in all respects.

**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

V. The Authorised share capital of the Company is Rs. 65,00,00,000/- (Rupees Sixty Five Crore Only) divided into 65,00,00,000 (Sixty Five Crore) Equity Shares of face value Re. 1/- (Rupee One) each with power of the Company to increase, reduce, modify and cancel the same and to divide the original or increased or reduced or modified capital into two classes namely preference and Equity and to attach thereto respectively the preferential, special, deferred or qualified rights, privileges, advantages or conditions as regards payment of dividends, distribution of assets, repayment or reduction of capital, voting or otherwise.”

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, any Director or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters, and things and execute all such deeds, documents, instruments, and writings as it may in its absolute discretion deem necessary or desirable in relation thereto.”

**By Order of Board of Directors  
NHC FOODS LIMITED**

**Place:** Mumbai  
**Date:** May 30, 2024

**Apoorva Shah  
Managing Director  
DIN :00573184**

**Registered Office:**

Survey No. 777, Umarsadi Desaiwad Road,  
Village Umarsadi, Taluka Pardi, Valsad,  
Pardi-396175, Gujarat

**NOTES:**

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), as amended, setting out material facts relating to the Resolution proposed to be passed is annexed hereto.
2. This Postal Ballot Notice is being sent to the members whose names appear in the Register of members / List of beneficial owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email address is registered with the Company / Depository participant(s), as on **Monday, May 27, 2024 (“Cut-off Date”)**. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system.

3. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at [www.nhcggroup.com](http://www.nhcggroup.com). The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The Postal Ballot Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
4. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the Listing Regulations, the Company can serve notices, annual reports and other communication through electronic mode to those Members who have registered their e-mail addresses either with the Depository Participant(s) or the Company. Members who have not registered their e-mail addresses, so far, are requested to register their email addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to provide their email addresses to the Link Intime India Private Limited by sending an e-mail at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) or to the Company at [grievances@nhcggroup.com](mailto:grievances@nhcggroup.com).
5. The Board of Directors has appointed CS Dinesh Kumar Deora, Practising Company Secretary (Membership No. F5683 and Certificate of Practice No.4119) as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner.
6. Resolution, if passed by the Members through postal ballot would be deemed to have been duly passed on the last date specified for the remote e-voting i.e. Sunday, June 30, 2024 in terms of Secretarial Standard – 2 on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India. Resolution passed by Members with requisite majority, through postal ballot shall be deemed to have been passed at a General meeting of Members convened in that behalf.
7. The vote in this Postal Ballot cannot be exercised through proxy.
8. In case of any query/grievance in connection with the Postal Ballot including remote e-voting, Members may contact NSDL by e-mail at [evoting@nsdl.com](mailto:evoting@nsdl.com) or to the Company at [grievances@nhcggroup.com](mailto:grievances@nhcggroup.com).

#### **VOTING THROUGH ELECTRONIC MEANS**

In compliance with the provisions of Sections 108 and 110 of the Act, Rules 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, Secretarial Standards-2, MCA Circulars and SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020. Listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions, and 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 remote e-voting facilities. Pursuant to aforesaid SEBI Circular, login method for remote e-voting for Individual shareholders holding securities in demat mode with CDSL / NSDL is given below:

#### **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 demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 held 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;">  <p>NSDL Mobile App is available on   App Store  Google Play</p> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing myeasi Username &amp; Password.</li> <li>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 are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service provider’s website directly</li> <li>If the user is not registered for Easi/ Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on Registered Mobile &amp; 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.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<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>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at toll free no.: 022 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**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.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for Shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can 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.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto: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 NHC Foods Limited.
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.

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolution 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](mailto: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](mailto: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 Shareholders/Members may send a request to [evoting@nsdl.com](mailto: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.

### **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 [dinesh.deora@yahoo.com](mailto:dinesh.deora@yahoo.com) with a copy marked to [evoting@nsdl.com](mailto: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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 022 - 4886 7000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com).

**By Order of Board of Directors  
NHC FOODS LIMITED**

**Place:** Mumbai  
**Date:** May 30, 2024

**Apoorva Shah  
Managing Director  
DIN :00573184**

**Registered Office:**

Survey No. 777, Umarsadi Desaiwad Road,  
Village Umarsadi, Taluka Pardi, Valsad,  
Pardi-396175, Gujarat

### **Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013**

#### **Item No.1**

The equity shares of the Company are listed and actively traded on the BSE Limited. With a view to improve liquidity on the exchange platform, the Board of Directors ("Board"), at its meeting held on May 30, 2024, subject to the consent of the members of the Company and all other requisite approvals, permissions, sanctions had approved split/sub-division of 1 (One) Equity Share having face value of Rs. 10/- (Rupees Ten) each, fully paid up, into 10 (Ten) Equity Shares having face value of Re. 1/- (Rupee One) each.

The Record Date for the aforesaid split/sub-division of equity shares shall be fixed by the Board after consent of the Members is obtained for the sub-division.

In the opinion of the Board, split/sub-division of the equity shares is in the best interest of the Company and the investors. It is informed that there will not be any change in the amount of authorized, subscribed and paid-up share capital of the Company on account of split/sub-division of equity shares.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolutions set out under item no. 1 except to the extent of their shareholding in the Company, if any.

The Board, therefore, recommends resolutions set out under business Item no. 1 for consent of the members by way of Ordinary Resolution.

**Item No.2:**

The Existing Authorised Share Capital of the Company is Rs. 24,00,00,000/- (Rupees Twenty Four Crore Only) divided into 24,00,00,000 (Twenty Four Crore) Equity Shares of face value Re. 1/- (Rupee One) each.

The Board of Directors of the company in its meeting held on May 30, 2024 has approved to raise funds by way of issuance of equity shares on rights basis ("rights issue"). Accordingly, the said rights issue necessitate increase in the authorized share capital of the Company. In this regard, the Board accorded its approval for increase in the authorized share capital from Rs. 24,00,00,000/- (Rupees Twenty Four Crores only) divided into 24,00,00,000 (Twenty Four Crores) Equity Shares of face value Re. 1/- (Rupee One) each to Rs. 65,00,00,000/- (Rupees Sixty Five Crore Only) divided into 65,00,00,000 (Sixty Five Crore) Equity Shares of face value Re. 1/- (Rupee One) each.

Further, in view of increased Authorised share capital it is also necessary to amend clause V of the Memorandum of Association to give effect to the increase in the Authorised Share Capital. As per the provisions of Sections 13 & 61 of the companies Act, 2013, consent of the members is required to be accorded for alteration in the Memorandum of Association and for increasing the Authorized Share Capital of the Company.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolutions set out under item no. 2 except to the extent of their shareholding in the Company, if any.

The Board, therefore, recommends resolutions set out under business Item no. 2 for consent of the members by way of Ordinary Resolution.

**By Order of Board of Directors  
NHC FOODS LIMITED**

**Place:** Mumbai  
**Date:** May 30, 2024

**Apoorva Shah  
Managing Director  
DIN :00573184**

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