

NHC FOODS LTD

(Government Recognised Three Star Export House)

An ISO 22000:2005 Certified Company

CIN : L15122GJ1992PLC076277 • GSTIN :- 27AAACM3032B1Z6



December 20, 2023

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

Dear Sir,

Sub: Voting Results of Postal Ballot Through Remote E-Voting and Scrutinizer's Report
Ref: Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015

This is in continuation to our earlier intimation dated November 20, 2023, informing about Notice of Postal Ballot dated November 18, 2023 seeking consent of members of the Company in respect of the following resolutions set out in the Notice through remote e-voting system.

Sr. No.	Particulars	Type of Resolution
1	Appointment of Mr. Ritesh Kumar Gupta (DIN: 05102641) as a Non-Executive Non-Independent Director of the Company	Ordinary
2	Increase Borrowing limit up-to Rs. 500 Crores (Rupees Five Hundred Crores Only) Under Section 180(1)(c) of Companies Act, 2013.	Special
3	To issue Unsecured/Secured Compulsory Convertible Debentures (CCDs) /Non-Convertible Debentures (NCDs)/other Debt Securities on private placement basis	Special

Based on the Scrutinizer's Report dated December 20, 2023, the resolutions set out in the Notice of Postal Ballot, have been passed with requisite majority by the members of the Company. The Resolutions are deemed to have been passed on the last date of e-voting i.e., December 20, 2023.

In this regard, please find enclosed herewith, the following disclosures:

1. Voting Results of Postal Ballot through Remote E-Voting pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Scrutinizer's Report pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

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

Factory & Registered 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 / URL : <http://www.nhcgroup.com>

NHC FOODS LTD

(Government Recognised Three Star Export House)

An ISO 22000:2005 Certified Company

CIN : L15122GJ1992PLC076277 • GSTIN :- 27AAACM3032B1Z6



You are requested to take the same on records.

Thanking you,
Yours Faithfully,

For NHC FOODS LIMITED

SHANU BHANDARI
COMPANY SECRETARY & COMPLIANCE OFFICER
ICSI M. NO: A31268

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 / URL : <http://www.nhcgroup.com>

NHC FOODS LTD

(Government Recognised Three Star Export House)

An ISO 22000:2005 Certified Company

CIN : L15122GJ1992PLC076277 • GSTIN :- 27AAACM3032B1Z6



Voting Results pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of AGM/EGM	Not Applicable (Resolution passed through Postal Ballot)
Total number of shareholders on record date	9931 Shareholders as on November 10, 2023
No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group	Not Applicable (Resolution passed through Postal Ballot)
Public	
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group	Not Applicable (Resolution passed through Postal Ballot)
Public	

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

Factory & Registered 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 / URL : <http://www.nhcgroup.com>

NHC FOODS LTD

(Government Recognised Three Star Export House)

An ISO 22000:2005 Certified Company

CIN : L15122GJ1992PLC076277 • GSTIN :- 27AAACM3032B1Z6



Resolution Details(1)								
Resolution Required					Appointment of Mr. Ritesh Kumar Gupta (DIN: 05102641) as a Non-Executive Non-Independent Director of the Company.			
Whether promoter/ promoter group are interested in the agenda/resolution?					Ordinary			
No								
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting		4838655	100	4838655	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)	4838655	0	0	0	0	0	0
	Total	4838655	4838655	100	4838655	0	100	0
Public Institutions	E-voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non-Institutions	E-voting		156696	2.2333	156596	100	99.9362	0.0638
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)	7016345	0	0	0	0	0	0
	Total	7016345	156696	2.2333	156596	100	99.9362	0.0638
Total		11855000	4995351	42.1371	4995251	100	99.9980	0.0020

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 / URL : http://www.nhcgroup.com

NHC FOODS LTD

(Government Recognised Three Star Export House)

An ISO 22000:2005 Certified Company

CIN : L15122GJ1992PLC076277 • GSTIN :- 27AAACM3032B1Z6



Resolution Details(2)								
Resolution Required					Increase Borrowing limit up-to Rs. 500 Crores (Rupees Five Hundred Crores Only) Under Section 180(1)(c) of Companies Act, 2013.			
Whether promoter/ promoter group are interested in the agenda/resolution?					Special			
No					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting		4838655	100	4838655	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)	4838655	0	0	0	0	0	0
	Total	4838655	4838655	100	4838655	0	100	0
Public Institutions	E-voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non-Institutions	E-voting		156696	2.2333	156096	600	99.6171	0.3829
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)	7016345	0	0	0	0	0	0
	Total	7016345	156696	2.2333	156096	600	99.6171	0.3829
Total		11855000	4995351	42.1371	4994751	600	99.9880	0.0120

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

Factory & Registered 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 / URL : <http://www.nhcgroup.com>

NHC FOODS LTD

(Government Recognised Three Star Export House)

An ISO 22000:2005 Certified Company

CIN : L15122GJ1992PLC076277 • GSTIN :- 27AAACM3032B1Z6



Resolution Details(3)					To issue Unsecured/Secured Compulsory Convertible Debentures (CCDs) /Non-Convertible Debentures (NCDs)/other Debt Securities on private placement basis			
Resolution Required					Special			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3) = $[(2)/(1)] * 100$	(4)	(5)	(6) = $[(4)/(2)] * 100$	(7) = $[(5)/(2)] * 100$
Promoter and Promoter Group	E-voting	4838655	4838655	100	4838655	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		4838655	4838655	100	4838655	0	100
Public Institutions	E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non-Institutions	E-voting	7016345	156558	2.2313	156458	100	99.9361	0.0639
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		7016345	156558	2.2313	156458	100	99.9361
Total		11855000	4995213	42.1359	4995113	100	99.9980	0.0020

For NHC FOODS LIMITED

SHANU BHANDARI
COMPANY SECRETARY & COMPLIANCE OFFICER
ICSI M. NO: A31268

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

Factory & Registered 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 - Mumbai - 400059.

Tel: + 91 22 - 698 75000 / Email: contact@nhcgroup.com / URL : http://www.nhcgroup.com

NHC FOODS LIMITED

(CIN NUMBER: L15122GJ1992PLC076277)

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

SCRUTINISER'S REPORT FOR VOTING ON POSTAL BALLOT THROUGH REMOTE E- VOTING



C.S. C.A. Dinesh Kumar Deora

Company Secretaries

[Registered Valuer - Securities & Financial Assets and Insolvency Resolution Professional]

ADDRESS: 205, 2ND FLOOR, NADIADWALA MARKET, PODDAR ROAD, MALAD
(EAST), MUMBAI-400097

Tel 022-28443641 Mob 09321018355

Email: dmassociates@gmail.com Website: www.dmnacs.co.in

To,

The Chairperson

NHC FOODS LIMITED

Survey No. 777, Umarsadi Desaiwad Road, at

Village Umarsadi, Taluka Pardi Killa Pardi Valsad GJ-396175

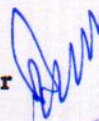
Scrutinizer's Report on voting through remote e-voting for Postal Ballot conducted in terms of Sections 108 and 110 of the Companies Act, 2013 (" Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear Sir,

I, **Dinesh Kumar Deora**, Practising Company Secretary, having my Office at 205, 2nd Floor, Nadiadwala Market, Poddar Road, Malad(East), Mumbai-400097, appointed by the Board of Directors of **NHC Foods Limited** as the scrutinizer for the resolutions to be passed through Postal Ballot, Notice dated November 18,2023. At the outset, I would like to thank you for entrusting me with the task of scrutinizer pursuant to the provisions of section 110 of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force).

(1) I submit my report as under:

- 1.1 The postal ballot is conducted in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/conducting postal ballot process through e-voting vide 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 and 11/2022 dated December 28, 2022 (collectively the 'MCA Circulars'), to transact the special business as set out hereunder by passing Ordinary and Special Resolution by the Members of NHC Foods Limited (the "Company") through Postal Ballot via remote e-voting.
- 1.2 The Company **completed** the **dispatching / e-mailing** of the Postal Ballot Notice **on November 20, 2023** to its members whose name(s) appeared on the Register of Members / List of Beneficiaries as on **Friday, November 10, 2023** maintained by the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and who have registered their email address with the Company/Depositories.
- 1.3 In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations as amended from time to time, read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on remote e-voting, the company had engaged the services of NSDL for facilitating the remote e-voting to enable the Members to cast their votes electronically on the designated website www.evoting.nsd.com of **NSDL**.
- 1.4 **Total No. of votes based on Paid Up Capital** of the Company as on **November 10, 2023** were **1,18,55,000**.
- 1.5 **Public Announcement** with respect to completion of dispatch of Postal ballot Notice in two (2) newspapers **were made on November 21, 2023** in **The Financial Express in English** and **The Financial Express in Gujarati**.



C.S. C.A. Dinesh Kumar Deora
Company Secretaries

[Registered Valuer - Securities & Financial Assets and Insolvency Resolution Professional]

ADDRESS: 205, 2ND FLOOR, NADIADWALA MARKET, PODDAR ROAD, MALAD
(EAST), MUMBAI-400097

Tel 022-28443641 Mob 09321018355

Email: dmassociates@gmail.com Website: www.dmnscs.co.in

- 1.6 The remote e-voting **commenced on Tuesday, November 21, 2023, at 9.00 a.m. (IST)** and **ended on Wednesday, December 20, 2023, at 5.00 p.m. (IST)**.
- 1.7 **Particulars of remote e-voting** of the Postal Ballot through e-voting process from the members **have been maintained electronically** to record the assent or dissent received.
- 1.8 The **e-voting was blocked at 5.05 pm (IST) on Wednesday, December 20, 2023**, and the e-voting summary statement was thereafter downloaded from the NSDLs e-voting website on December 20, 2023, at 5.05 pm in presence of two witnesses not in employment of the Company.
- 1.9 The Management of the Company is responsible to ensure compliance with the requirements of the Act, the Rules and the MCA Circulars relating to remote e-voting on the Resolutions contained in the notice of Postal Ballot.
- 1.10 My responsibility as scrutinizer for the voting through remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the said resolutions.

(2) A summary of the Postal Ballot votes cast through electronically is given below:

1. APPOINTMENT OF MR. RITESH KUMAR GUPTA (DIN: 05102641) AS A NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY.

ORDINARY RESOLUTION:

(i) Voted in favour the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
57	49,95,251	99.9980%

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	100	0.0020%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes held by them
0	0

Total votes cast: **49,95,351 (100%)**

% of total votes cast in favor of the Resolution: **99.9980%**

% of total votes cast against the Resolution: **0.0020%**

Resolution passed with requisite majority.



C.S. C.A. Dinesh Kumar Deora

Company Secretaries

[Registered Valuer - Securities & Financial Assets and Insolvency Resolution Professional]

ADDRESS: 205, 2ND FLOOR, NADIADWALA MARKET, PODDAR ROAD, MALAD
(EAST), MUMBAI-400097

Tel 022-28443641 Mob 09321018355

Email: dmassociates@gmail.com Website: www.dmnncs.co.in

2. INCREASE BORROWING LIMIT UP-TO RS. 500 CRORES (RUPEES FIVE HUNDRED CRORES ONLY) UNDER SECTION 180(1)(C) OF COMPANIES ACT, 2013.

SPECIAL RESOLUTION:

(i) Voted in favour the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
56	49,94,751	99.9880%

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	600	0.0120%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes held by them
0	0

Total votes cast: **49,95,351 (100%)**

% of total votes cast in favor of the Resolution: **99.9880 %**

% of total votes cast against the Resolution: **0.0120 %**

Resolution passed with requisite majority.

3. TO ISSUE UNSECURED / SECURED COMPULSORY CONVERTIBLE DEBENTURES (CCDS) / NON-CONVERTIBLE DEBENTURES (NCDS) / OTHER DEBT SECURITIES ON PRIVATE PLACEMENT BASIS.

SPECIAL RESOLUTION:

(i) Voted in favour the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
56	49,95,113	99.9980%

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	100	0.0020%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes held by them
0	0



C.S. C.A. Dinesh Kumar Deora
Company Secretaries

[Registered Valuer - Securities & Financial Assets and Insolvency Resolution Professional]

ADDRESS: 205, 2ND FLOOR, NADIADWALA MARKET, PODDAR ROAD, MALAD
(EAST), MUMBAI-400097

Tel 022-28443641 Mob 09321018355

Email: dmassociates@gmail.com Website: www.dmnscs.co.in


Total votes cast: **49,95,213 (100%)**

% of total votes cast in favor of the Resolution: **99.9980%**

% of total votes cast against the Resolution: **0.0020%**

Resolution passed with requisite majority.

- (3) In view of the above results, I hereby certify that the Special/Ordinary resolutions proposed at item no. 1 to 3 of the Postal Ballot Notice dated November 18,2023 have been passed with requisite majority.
- (4) You may accordingly declare the results of the voting by postal ballot.


Dinesh Kumar Deora
Practising Company Secretary
FCS No. 5683 CP No. 4119
[UDIN: F005683E002995274]



Place: Mumbai
Date: December 20,2023