

NHC FOODS LTD

(Government Recognised Three Star Export House)

An ISO 22000:2005 Certified Company

CIN : L15122GJ1992PLC076277 • GSTIN :- 27AAACM3032B1Z6



November 20, 2023

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 November 18, 2023, together with the Explanatory Statement thereto, seeking approval 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	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

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 cut-off date i.e., Friday, November 10, 2023.

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	Tuesday, November 21, 2023 at 9:00 A.M. (IST)
End of e-Voting	Wednesday, December 20, 2023 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 / URL : http://www.nhcgroup.com

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The Postal Ballot Notice is also available on the Company's website at www.nhcgroupp.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.nhcgroupp.com and on the website of NSDL www.evoting.nsd.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.

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@nhcgroupp.com / URL : <http://www.nhcgroupp.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.nhcgroup.com | **Email:** grievances@nhcgroup.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 Members(s),

Notice is hereby given pursuant to the provisions of Section 110, and other applicable provisions of the Companies Act, 2013, as amended (the "Act"), read together with 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 and 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs, Government of India (the "MCA 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 e-mail 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 Tuesday, November 21, 2023, and shall end at 5:00 p.m. (IST) on Wednesday, December 20, 2023. 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. 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.nhcgroup.com and on the website of National Securities Depository Limited ("NSDL") 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 Wednesday, December 20, 2023. 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. Wednesday, December 20, 2023, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority

Resolution proposed:

Item No.1

Appointment of Mr. Ritesh Kumar Gupta (DIN: 05102641) as a Non-Executive Non-Independent Director of the Company.

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Ritesh Kumar Gupta (DIN: 05102641), who was appointed by the Board of Directors as an Additional Director of the Company with effect from September 21, 2023 pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company, and who holds office as an Additional Director up to the date of consent of members of the Company, being so eligible, be and is hereby appointed as a Director (Non-Executive and Non-Independent) of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s)/ Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

Item No.2

Increase Borrowing limit up-to Rs. 500 Crores (Rupees Five Hundred Crores Only) Under Section 180(1)(c) of Companies Act, 2013.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital, free reserves & Securities Premium of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company’s Bankers in the ordinary course of business, shall not be in excess of Rs. 500 Crores (Rupees Five Hundred Crores) over and above the aggregate of the paid-up share capital and free reserves of the Company.”

RESOLVED FURTHER THAT any Directors of the Company, be and is hereby severally authorised to do all such acts, deeds and things to give effect to above resolution including filing with appropriate authorities and authenticating the entries made in the statutory register, as applicable.”

Item No.3

To issue Unsecured/Secured Compulsory Convertible Debentures (CCDs) /Non-Convertible Debentures (NCDs)/ other Debt Securities on private placement basis.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 42, 62 and 71 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 18 of the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the provisions of the Articles of Association & Memorandum of Associations of the Company, the consent of the Shareholders be and is hereby accorded to the Board of Directors of the Company (which term shall be deemed to include Committee of Directors or any other Committee of the Board), for making one or more offer(s) or Invitation(s) to subscribe to secured/unsecured Compulsory Convertible Debentures (CCDs)/Non-Convertible Debentures (NCDs)/other Debt Securities, on private placement basis, in one or more tranches to the extent of Rs. 500/- crores, on such terms and conditions as the Board of Directors of the Company may, from

time to time, determine and consider proper and most beneficial to the Company, including as to when the said / Debentures/other Debt Securities be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected with or incidental thereto, during a period of one year from the date of passing of Special Resolution, within the overall borrowing limits of the Company, as approved by the Members, from time to time.”

“**RESOLVED FURTHER** that the Board of Directors of the Company (which term shall be deemed to include Committee of Directors or any other Committee of the Board) be and is hereby authorised to do all such acts, deeds, matters and things and give such directions as may be deemed necessary, proper or expedient to give effect to this Resolution.”

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

Place: Mumbai

Date: November 18, 2023

**Shanu Bhandari
Company Secretary & Compliance Officer
ACS Number: 31268**

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 on 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 Friday, November 10, 2023 (“Cut-off Date”). 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.nhcgroup.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at 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.
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 sending an e-mail at rnt.helpdesk@linkintime.co.in or to the Company at grievances@nhcgroup.com.
5. 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. Wednesday, December 20, 2023 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.
6. The vote in this Postal Ballot cannot be exercised through proxy.

7. 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.co.in or to the Company at grievances@nhcgroup.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

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (“ESP”) thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-Voting process. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 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 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.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. 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 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing myeasi Username & Password. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/ Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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 evoting@nsdl.co.in or call at toll free no.: 022 4886 7000 and 022 2499 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 helpdesk.evoting@cdslindia.com 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?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://> Open web browser by typing the following URL: <https://www.evoting.nsdl.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, 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.
- b) Click on **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on 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.co.in 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 the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After clicking on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

3. Select "EVEN" of NHC Foods Limited.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed and you will receive a confirmation by way of a SMS on your registered mobile number from the depository.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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.
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 Shareholders/Members may send a request to evoting@nsdl.co.in 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 with a copy marked to evoting@nsdl.co.in. 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 toll free no.: 022 - 4886 7000 and 022 – 2499 7000 or send a request at evoting@nsdl.co.in.

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

Place: Mumbai
Date: November 18, 2023

**Shanu Bhandari
Company Secretary & Compliance Officer
ACS Number: 31268**

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

Pursuant to provisions of Section 152 of the Companies Act, 2013 ("the Act") read with the applicable rules made thereunder, the Board of Directors of the Company ("Board") at its meeting held on September 21, 2023, based on the recommendation of the Nomination and Remuneration Committee ("NRC"), had appointed Mr. Ritesh Kumar Gupta (DIN: 05102641) as an Additional Director, liable to retire by rotation with effect from September 21, 2023. Initially, he was appointed as an Executive Director but in the meeting of Board of Directors dated November 18, 2023, his designation got changed from Executive Director to Non-Executive Non-Independent Director due to pre-occupancy elsewhere.

In accordance with the provisions of Section 161 of the Act read with the applicable rules made thereunder and the Articles of Association of the Company, Mr. Ritesh Kumar Gupta being an Additional Director, holds office up to the date of the consent of members of the company. Mr. Ritesh Kumar Gupta will not be entitled for any remuneration as per company policy for non-executive directors except sitting fees for attending Board Meetings.

Mr. Ritesh Kumar Gupta is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. He is not debarred from holding the office of a Director by virtue of any order of the Securities and Exchange Board of India or any other such authority.

Mr. Ritesh Kumar Gupta brings with him rich experience in the field of Agri Commodities business which will be beneficial for the company in the long run.

None of the Directors or Key Managerial Personnel or their Relatives are concerned or interested, financially or otherwise in the Resolution.

Your Directors recommend the said Resolution for your approval as an Ordinary Resolution. Except for Mr. Ritesh Kumar Gupta, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

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.

Item No.2

Section 180(1)(c) of the Companies Act, 2013 requires the consent of the Members in the General Meeting for authorising the Board of Directors to borrow monies (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) in excess of the aggregate of the paid-up capital and free reserves. Taking into account the future finance requirements for growth plans and expansion programs being contemplated and undertaken by the Company and to cater to the working capital needs, a resolution is proposed providing that, in addition to the Company's existing borrowings, the Directors may, for and on behalf of and for the purpose of the Company, borrow further sums of money amounting in the aggregate to a sum not exceeding 500 crores.

Hence the members are requested to accord their approval for revising the borrowing power limit of the Board up-to Rs. 500 crores. With the view to help the Board of Directors to take quick decisions for funding the future projects of the Company, it is recommended to increase the borrowing powers of the Board of Directors to Rs. 500 Crores (Rupees Five Hundred Crores Only). Your Directors recommend the said Resolution for your approval as a Special Resolution. None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 2.

Item No.3

As per the provisions of Section 42, 62 read with Section 71 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 18 of the Companies (Share Capital & Debentures) Rules, 2014 a Company offering or making an invitation to subscribe to Compulsory Convertible Debentures(CCDs)/ Non Convertible Debentures (NCDs)/other Debt Securities on private placement basis, is required to obtain the prior approval of the Shareholders by way of a Special Resolution, which is valid for a period of one year for all the offers and invitations for such CCDs/NCDs/other Debt Securities issued during the year.

In order to meet the Capital Adequacy Requirement of the Company for the purpose of business expansion and to tap the enormous growth potential in the market, the Company had been exploring various avenues of funding. Therefore, it would be necessary for the Company to raise funds in one or more tranches.

In order to provide necessary flexibility regarding borrowings of the Company in an optimal manner depending on the market conditions, it is proposed to borrow and raise by issue of unsecured/secured Compulsory Convertible Debentures (CCDs) /Non-Convertible Debentures (NCD)/other Debt Securities on private placement basis, as may be appropriate from time to time.

Your Directors recommend the said Resolution for your approval as a Special Resolution under Section 42, 62, and 71 other applicable provisions, if any, of the Act read with the Rules made thereunder, to enable the Company to make one or more offers or Invitations to subscribe to the CCDs/NCDs/other Debt Securities on a private placement basis, in one or more tranches, during the period of one year from the date of passing of Special Resolution, within the overall borrowing limits of the Company, as approved by the Members from time to time, with authority to the Board of Directors including the Committee of Directors or any other Committee of the Board, to determine the terms and conditions, including the issue price of the CCDs/NCDs/other Debt Securities.

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

Place: Mumbai
Date: November 18, 2023

**Shanu Bhandari
Company Secretary & Compliance Officer
ACS Number: 31268**

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

Annexure- I

Details of Directors seeking appointment/re-appointment through Postal Ballot, furnished in terms of Listing Regulations:

Particulars	Mr. Ritesh Kumar Gupta (DIN: 05102641)
Date of Birth	September 14, 1979 (44 years)
Original Date of appointment	September 21, 2023
Nature of Expertise in Specific Functional Area	He has an experience of around 15 years in the field of Agri Commodities business
Qualification	Graduate in Bachelor of Commerce
No. of shares held in the Company	None
Relationship between Directors inter-se :	None
Directorship held in other companies	Flownexus Private Limited
Membership/ Chairmanship of Committees in other Companies	None
Listed companies from which resigned in the past 3 years	None