

# NHC FOODS LTD

(Government Recognised Three Star Export House)

An ISO 22000:2005 Certified Company

CIN : L15122GJ1992PLC076277 • GSTIN :- 27AAACM3032B1Z6



**February 18, 2025**

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

Dear Sir,

**Sub: Notice of Extraordinary General Meeting**

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

Please find enclosed herewith the Notice of the Extraordinary General Meeting (EGM) of the Company scheduled to be held on **Wednesday, March 12, 2025 at 12:00 p.m.** IST through Video Conferencing (VC) / Other Audio Visual Means (OAVM). The EGM will be held without the physical presence of the Shareholders at a common venue.

Further, in accordance with the MCA Circulars and SEBI Circulars, the Notice of the EGM is being sent only through electronic mode to those Shareholders whose email addresses are registered with the Company / Depository Participants.

The Notice of the EGM of the Company is available on the website of the Company at web link: [www.nhcgroupp.com](http://www.nhcgroupp.com).

You are requested to take the same on records.

Thanking you,  
Yours Faithfully,

**For NHC FOODS LIMITED**

**ALESHA HAKIM KHAN  
COMPANY SECRETARY & COMPLIANCE OFFICER**

## 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

**NOTICE** is hereby given that **AN EXTRA ORDINARY GENERAL MEETING** of the Members of **NHC FOODS LIMITED** will be held on **WEDNESDAY, THE 12<sup>TH</sup> DAY OF MARCH, 2025** at **12:00 noon** through Video Conferencing / Other Audio-Visual Means to transact the following business. The venue of the Meeting shall be deemed to be the Registered Office of the Company mentioned above.

#### SPECIAL BUSINESS:

**1) TO OFFER, ISSUE AND ALLOT 7,500 OPTIONALLY CONVERTIBLE DEBENTURES (OCDs) ON PREFERENTIAL BASIS AGGREGATING UP TO ₹ 75,00,00,000/- (RUPEES SEVENTY FIVE CRORES ONLY):**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c), 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant and applicable rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) (“the Act”) and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (“ the “SEBI ICDR Regulations/ ICDR Regulations”), including the provisions of Chapter V of the ICDR Regulations, SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time (“Listing Regulations”) and the listing agreement executed by the Company with the Stock Exchange, any other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”), Ministry of Corporate Affairs (“MCA”), stock exchange where the shares of the Company are listed namely, BSE Limited (“Stock Exchange”), and/or any other statutory / regulatory authority, provisions under Foreign Exchange Management Act, 1999, as amended, and the rules and regulations framed thereunder, Memorandum and Articles of Association of the Company, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities (including regulatory or statutory authorities), institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the board of directors of the Company (hereinafter referred to as the “Board” which terms shall be deemed to include any committee(s) which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this resolution) and subject to any other alteration(s), modification(s), condition(s), correction(s), change(s) and variation(s) that may be decided by the Board in its absolute discretion, the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot, from time to time in one or more tranches, up to 7,500 (Seven thousand Five Hundred) fully paid up 0.01% Secured, Unlisted, Non-Cumulative, Redeemable, Optionally Convertible Debentures of face value Rs.1,00,000/- (Rupees One Lakh only) each at par (**“OCDs”**), aggregating to Rs.75,00,00,000/- (Rupees Seventy Five Crores only) to the following identified persons (**the “Offeree”**) as given in the table below on a preferential basis by way of private placement, on such terms and conditions in accordance with the provisions of the Act and Rules thereunder and, on such terms as contained in the Offer Letter in the prescribed Form PAS-4 (“Offer Letter”) (hereinafter referred to as **“Preferential Issue”**) entitling the OCD Holder(s) to apply for and get allotted such number of Equity Share of the Company and at such price, within a maximum period of 18 (eighteen) months from the date of allotment of OCDs, for each OCD proposed to be converted, in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this issue, provisions of ICDR Regulations, or other applicable laws in this respect:

Sr. No.	Names of the proposed allottee	Maximum Nos. of OCDs to be Allotted
<b>Non-Promoter</b>		
1.	Chesterfield Trust	7,500
	<b>Total</b>	<b>7,500</b>

**RESOLVED FURTHER THAT** the Company hereby notes and takes on record that in accordance with the provisions of Regulation 161 of the ICDR Regulations, the “Relevant Date” for the purpose of calculating the floor price for the issue of Equity Shares of the Company pursuant to the exercise of conversion of the OCDs will be 30 days prior to the date on which the Allottee is entitled to apply for conversion of OCDs (“**Relevant Date**”);

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of OCDs and the Equity Shares to be allotted on conversion of the said OCDs shall be subject to the following terms and conditions:

1. The OCD Holder shall be entitled to exercise the option to convert any or all of the OCDs into Equity Shares of the Company in one or more tranches, on the completion of 15 months from the date of allotment and after giving a written notice to the Company, specifying the number of OCDs proposed to be exercised within a maximum tenure of 18 months from the date of allotment, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly issue and allot the corresponding number of Equity Shares of the Company to the OCD Holders.

Provided that, the conversion of Optionally Convertible Debentures OCDs shall be subject to the condition that such conversion shall not result in a change in control of the Company at the time of conversion. In the event that the exercise of the conversion option would lead to a breach of the prescribed threshold for change in control as per applicable SEBI Regulations, such OCDs shall not be eligible for conversion and shall instead be mandatorily redeemed upon the expiry of eighteen (18) months from the date of allotment of such OCDs.

2. The said OCDs shall be convertible into Equity Share of face value of 1/- (Rupee One Only) each of the Company;
3. The OCD Holder shall make payment from their own bank account into the designated bank account of the Company and in the case of joint holders, shall be received from the bank account of the person whose name appears first in the application;
4. The maturity period of the debentures shall not exceed 18 (eighteen) months from the date of allotment. In the event the right attached to the OCD is not exercised post completion of 15 months and before the end of 18 (eighteen) months from the date of allotment of OCD, the unexercised OCDs shall be redeemed at Issue Price;
5. The Equity Shares shall be allotted at a price pursuant to conversion shall be determined at the time of conversion of the OCDs as per the provisions of Rule 13(2)(h) of the Companies (Share Capital and Debentures) Rules, 2014 read with regulation 161, 164 and any other applicable provisions of ICDR regulations;
6. Upon exercise of the option by OCD Holder(s), the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required including to credit the same to the designated demat account of the OCD Holder(s);
7. The Equity Shares arising from the exercise of conversion will be listed on the Stock Exchange, subject to the receipt of necessary regulatory permissions and approvals, as may be required;
8. The Equity Shares so allotted on exercise of the conversion shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu with the existing Equity Shares of the Company, including entitlement to voting powers and dividend;
9. The OCDs by itself, until exercised and converted into Equity Shares, shall not give to the OCD Holder(s) thereof any rights with respect to that of an Equity shareholder of the Company;

10. The OCDs and Equity Shares allotted pursuant to the exercise of the conversion shall be subject to lock-in as prescribed under the ICDR Regulations;
11. The OCD holder(s) shall not be entitled for any bonus shares and / or entitlement to apply and subscribe to rights issue of equity shares if declared / announced by the Company unless the said OCDs are converted into fully-paid up equity shares as on the date to determine the entitlement of shareholders entitled for bonus shares or entitled to apply for right-issue of equity shares;
12. The OCDs shall be secured as agreed with the lender;
13. The OCDs shall not be listed on any exchange;
14. No fractional shares shall be issued by the Company upon conversion;
15. The OCDs shall be restricted for sale or transfer.

**RESOLVED FURTHER THAT** the pre-preferential allotment shareholding of the OCD Holder(s), if any, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) or modify the terms of issue of OCD, subject to the provisions of the Act and ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the conversion, to issue certificates/ clarifications on the issue and allotment of OCDs and thereafter allotment of Equity Shares further to exercise of the conversion, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the OCDs including deciding the size and timing of any tranche of the conversion), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of OCDs and listing and trading of Equity Shares issued on exercise of conversion), including making application to BSE for obtaining in-principle approval, filing of requisite documents with the Registrar of Companies, ("ROC"), National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL") and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the OCDs/ Equity Shares (to be issued on exercise of the conversion) with the depositories, viz. NSDL and CDSL and for the credit of such OCDs / Shares to the respective dematerialized securities account of the OCD Holders, and to delegate all or any of the powers conferred on it by this resolution to any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard, without being required to seek any further consent or approval of the members of the Company 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;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors of the Company ("Committee"), any director(s) and / or officer(s) and / or any person associated with the Company;

**RESOLVED FURTHER THAT** all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved, ratified, and confirmed in all respects."

## **2) TO ALTER THE MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION:**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the shareholders be and is hereby accorded to alter the Objects clause of the Memorandum of Association of the Company in the following manner:

**Clause III (A) (1A) be altered by addition of the words, “Healthcare and Nutrition Products, Solar Powered or Related Products” after the word “Agarbatties” and before the words “and so on and so forth……. or ordered by customers.”**

**“RESOLVED FURTHER THAT** any of the Directors and/or Company Secretary of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with the Registrar of Companies or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

**By Order of Board of Directors  
NHC FOODS LIMITE D**

**Place:** Mumbai  
**Date:** February 12, 2025

**Mr. Satyam S. Joshi  
Executive Director  
DIN : 03638066**

**Registered Office:**

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

**NOTES:**

- 1) The Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 09/2024 dated September 19, 2024 read with General Circular No.09/2023 read with General Circular no. 11/2022 dated December 28, 2022 read with General Circular No. 2/2022 dated May 5, 2022 read with Circular No. 20 dated May 5, 2020 read with Circular No. 14 dated April 8, 2020 and Circular No. 17 dated April 13, 2020 and read with General Circular No. 02/2021 dated 13.01.2021 (hereinafter collectively referred to as “MCA Circulars”) and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 read with SEBI Circular No. SEBI/HO/CFD-PoD-2/P/CIR/2023/167 Dated October 07, 2023 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 read with SEBI circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 permitted the holding of General Meetings through VC or OAVM without the physical presence of Members at a common venue. In compliance with these MCA Circulars and the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Extra Ordinary General Meeting of the Members of the Company is being held through VC/OAVM, which does not require physical presence of members. In compliance with these Circulars and the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Notice of the EGM is be sent only through electronic mode and to only those members who names appear in the register of Members as on

February 14, 2025 and whose e-mail IDs are registered with the Registrar and Share Transfer Agent/Depository Participant.

- 2) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE GENERAL MEETING IS NOT ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF SINCE THIS MEETING IS HELD THROUGH VC/OAVM.
- 3) Institutional/ Corporate Shareholders (i.e. other than individuals/ HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by e-mail through their registered e-mail address to dmassociatesllp@gmail.com with a copy marked to the Company at grievances@nhcgroup.com and to NSDL at evoting@nsdl.com
- 4) Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 5) The Notice of the EGM will be available on the Company's website i.e. www.nhcgroup.com as well as on the NSDL website i.e. www.evoting.nsd.com and on stock exchange website i.e www.bseindia.com.
- 6) Members holding shares in the same set of names under different ledger folios are requested to apply for consolidation of such folios along with relevant share certificates to the Company's Registrar & Transfer Agents.
- 7) Members holding shares in physical form are requested to notify/ send the following to the Company's Registrar and Share Transfer Agents to facilitate better service:
  - a. any change in their address/ mandate/ bank details
  - b. particulars of their bank account in case the same have not been sent earlier, and
  - c. share certificate(s) held in multiple accounts in identical names or joint accounts in the same order of names for consolidation of such shareholdings into one account.
- 8) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agents.
- 9) As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
- 10) Member who is desirous of getting any information as regard to the business to be transacted at the meeting are requested to send their queries to the Company through email on grievances@nhcgroup.com at least seven days in advance of the meeting in order to keep the information required readily available at the meeting.
- 11) Members who have not registered their e-mail addresses so far are requested to register their e-mail address with the Depository Participants ('DP') for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
- 12) **Shareholders who have not got their e-mail address registered or wish to update a fresh e-mail address may do so by submitting the attached E-mail Registration-Cum Consent Form duly filled and signed along with a self-attested scanned copy of their PAN Card and AADHAAR Card to the Company at the e-mail address grievances@nhcgroup.com consenting to send all communications/ and other documents in electronic form.**

- 13) Nomination facility for shares is available for Members. For Members holding shares in physical form, the prescribed form can be obtained from the Company's Registrar and Share Transfer Agents, M/s. Skyline Financial Services Private Limited having address at D-153 A, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi-110020. For Members holding shares in electronic form, you are requested to approach your Depository Participant (DP) for the same.
- 14) To support the 'Green Initiative' Members who have not registered their e-mail addresses are requested to register their e-mail IDs with M/s. Skyline Financial Services Private Limited for receiving Notices and other communications through electronic mode pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended.

**15) Voting through electronic means:**

In compliance with the provisions of Section 108 of the Act and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by National Securities Depository Limited ("NSDL"), on all the resolutions set forth in this Notice.

The instructions for e-voting are as under:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 (Amended Rules 2015) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Members the facility to exercise their right to vote at the Extra Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the EGM ("remote e-voting") will be provided by NSDL. The facility for e-voting shall also be made available at the EGM and the Members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through e-voting.
- II. The Member(s) who have cast their vote by remote e-voting prior to the EGM, may also attend/participate in the EGM through VC/OAVM but shall not be entitled to cast their vote again.
- III. **The remote e-voting period commences on Sunday, March 09, 2025 (IST 9.00 A.M.) and ends on Tuesday, March 11, 2025 (IST 5.00 PM).** During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the **cut-off date** i.e. on **Friday, March 07, 2025**, may cast their vote by remote e-voting. Remote e-voting shall not be allowed beyond the said date and time. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

A person who is a Member as on the cut-off date shall only be entitled for availing the Remote e-voting facility or e-voting at the Meeting.

A person who is not a member as on the cut-off date should treat this Notice for information purposes only.

**IV. The process and manner for remote e-voting is as under:**

**Kindly note the EVEN is: 133087**

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.nsd.com">https://eservices.nsd.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.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.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.nsd.com/">https://www.evoting.nsd.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 data-bbox="710 1003 965 1153" 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"> <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.

### **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 [dmassociatesllp@gmail.com](mailto:dmassociatesllp@gmail.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).

### **Instructions for Members to Vote during the Extra Ordinary General Meeting (EGM) through InstaMeet:**

Once the electronic voting is activated by the Scrutinizer during the Meeting, the Members who have not exercised their vote through the remote e-voting can cast their vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”.
2. Enter Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered e-mail Id) received during registration for InstaMeet and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired.

Enter the number of shares (which represents No. of votes) as on the cut-off date under ‘Favour/Against’.

You may also choose the option ‘Abstain’ and the shares held will not be counted under ‘Favour/Against’.

5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

**Note:**

Members who will be present in the Extra Ordinary General Meeting through VC and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the Meeting.

Members who have voted through Remote e-Voting prior to the EGM will be eligible to attend/ participate in the EGM through VC. However, they will not be eligible to vote again during the Meeting.

**V. Instructions for Members for attending the Extra Ordinary General Meeting (EGM) through InstaMeet (VC/OVAM):**

Instructions for Members to attend the EGM through VC/OAVM are as under:

- 1) Members are entitled to attend the EGM through VC/OAVM provided by NSDL by following the below mentioned process. Facility for joining the EGM through VC/ OAVM shall open 15 minutes before the time scheduled for the EGM and will be available to the Members on first come first serve basis.
- 2) Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the EGM. Members with > 2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chairpersons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors, etc. may be allowed to the Meeting without restrictions of first come first serve basis. Members can log in and join 15 (fifteen) minutes prior to the schedule time of the Meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time.
- 3) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- 4) Members are encouraged to join the Meeting through Laptops for better experience. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

- 5) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 6) Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name Demat account number/folio number, email id, mobile number at [grievances@nhcgroup.com](mailto:grievances@nhcgroup.com). The same will be replied by the company suitably.
- 7) During the period, members of the Company holding shares either in physical or dematerialized form, as on the cut-off date i.e. March 07, 2025, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolution on which a vote has already been cast. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice convening the EGM and up to the cut – off date i.e. March 07, 2025, may obtain his login Id and password by sending request at [evoting@nsdl.com](mailto:evoting@nsdl.com).

**Note:**

Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

**Instructions for Members to register themselves as Speakers during Extra Ordinary General Meeting:**

Members who would like to express their views/ask questions during the Meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/ folio number, e-mail id, mobile number at [grievances@nhcgroup.com](mailto:grievances@nhcgroup.com) from March 07, 2025 (10:00 a.m. IST) to March 10, 2025 (5:00 p.m. IST).

Members who would like to ask questions, may send their questions in advance mentioning their name, demat account number/ folio number, e-mail id, mobile number at [grievances@nhcgroup.com](mailto:grievances@nhcgroup.com). The same will be replied by the Company suitably.

**Note:**

Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the Meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

Members should allow to use camera and are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the Meeting.

**VI. Other Instructions**

The Board has appointed Mr. Dinesh Kumar Deora, (CoP No. 4119), Practicing Company Secretary or failing him Mr. Tribhuwneshwar Kaushik, (CoP No. 16207) or failing him Mr. Savyasachi Joshi (CoP No. 15666), partners of DM & Associates, Company Secretaries LLP as the scrutinizer (the 'Scrutinizer') for conducting the Postal Ballot / e-voting process in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company and NSDL immediately after declaration of results by the Chairman or person authorized by him in writing. The results would be communicated to BSE Limited and will be placed on their website thereafter. The result will also be displayed on the Notice Board of the Company at its Registered Office and the Corporate Office.

## Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

### Item No. 1:

The Management has been actively evaluating strategic funding opportunities to support the Company's growth and expansion. After thorough and careful consideration, the management secured a prospective investor who has expressed strong interest in our proposal and is willing to invest through Optionally Convertible Debentures (OCDs). Accordingly, the Board of Directors at its meeting held on February 12, 2025, has proposed the issuance and allotment of up to 7,500 (Seven Thousand Five Hundred) secured, unlisted, non-cumulative, 0.01% optionally convertible debentures (OCDs) of face value ₹ 1,00,000/- (Rupees One Lakh only) each. These OCDs shall be convertible into equity shares of the Company having a face value of ₹ 1/- (Rupee One only), at a price to be determined, upon completion of 15 months i.e. at the time when the OCD holder becomes entitled for conversion, in accordance with the provisions of Rule 13(2)(h) of the Companies (Share Capital and Debentures) Rules, 2014, read with Regulations 161, 164, and other applicable provisions of the SEBI (ICDR) Regulations, on a preferential basis to a Non-Promoter investor, **Chesterfield Trust ("OCD Holder(s)" / "Proposed Allottee(s)")**.

The interest rate / coupon rate for these OCDs has been prudently set, ensuring alignment with the Company's long-term financial interests. Considering the future growth prospects of the Company, the management is optimistic that at the time of conversion there will be no change in control due to this transaction. All the relevant details of the proposed OCDs and the terms and conditions are mentioned in the resolution at Item no.1 of this Notice and also in the explanatory statement given hereinafter.

The Members are also informed that the OCD holder will be entitled to conversion only after the completion of 15 months and that the conversion price will be determined at that time in compliance with the applicable regulatory framework, it is presently not possible to determine or disclose the post-issue percentage of shareholding. The proposed allottee has also represented that they do not have any pre-preferential shareholding in the Company.

The proposed issue and allotment of the OCDs and the exercise of conversion thereof will be governed by the Memorandum and Articles of Association of the Company, the Act, ICDR Regulations, Listing Regulations, applicable rules, notifications and circulars issued by the SEBI, Reserve Bank of India and such other acts / rules / regulations as maybe applicable and subject to necessary approvals / consents, if any, from the statutory and / or regulatory authorities.

**The details of the OCD issue and other particulars and relevant disclosures, inter alia, as required under of the Companies Act, 2013 including rules notified thereunder ("Act") and under Regulation 163 of the ICDR Regulations (including any statutory modifications(s) or re-enactment thereof, for the time being in force) are set out below:**

#### 1. Objects of the preferential issue:

The Company intends to raise funds for its future expansion and growth of the Company, through preferential issue.

#### 2. Maximum number of specified securities to be issued:

Upto 7,500 (Seven Thousand Five Hundred) OCDs, convertible into Equity Shares of the Company presently having face value of Rs.1/- (Rupees One Only) ("Equity Share") each at a price that will be determined which will be determined upon completion of 15 months i.e. at the time the OCD holder becomes entitled for conversion.

#### 3. Intent of the Promoter(s), Director(s) or Key Managerial Personnel or Senior Management of the Company to subscribe to the offer:

None

#### 4. Shareholding pattern of the issuer before and after the preferential issue:

Note: At this stage, the post-preferential holding cannot be determined, as the OCD holder will be entitled to conversion only after the completion of 15 months. Also, the conversion price will be determined at that time, therefore it is not possible to determine and disclose the post issue shareholding pattern now.

Sr. No.	Category	Pre-Preferential Holding (as on December 31, 2024)		Post Preferential Holding	
		No. of Equity Shares	%	No. of Equity Shares	%
A.	<b>Promoter Group Holding</b>				
	i. Indian Promoters				
	- Individual/HUF				
	- Bodies Corporate	-	-	-	-
	- Others (Trusts)	-	-	-	-
	ii. Foreign Promoters	-	-	-	-
	- Individual	-	-	-	-
	- Bodies Corporate	-	-	-	-
	<b>Sub Total (A)</b>				
B.	<b>Public</b>				
	<b>1. Institutions (Domestic)</b>	-	-	-	-
	a. Mutual Fund	-	-	-	-
	b. Venture/Private Equity Funds				
	c. Alternate Investment Funds	-	-	-	-
	d. Banks	-	-	-	-
	e. Insurance Companies	-	-	-	-
	f. Provident Funds/ Pension Funds	-	-	-	-
	g. Asset Reconstruction Companies	-	-	-	-
	h. Sovereign Wealth Funds	-	-	-	-
	i. NBFCs registered with RBI	-	-	-	-
	j. Other Financial Institutions	-	-	-	-
	k. Any Other (Specify)	-	-	-	-
	<b>Sub Total B1</b>				
	<b>2. Institution (Foreign)</b>				
	a. Foreign Direct Investment	-	-	-	-
	b. Foreign Venture Capital Investors	-	-	-	-
	c. Sovereign Wealth Funds	-	-	-	-
	d. Foreign Portfolio Investors Category I	6,000	0.00	-	-
	e. Foreign Portfolio Investors Category II	-	-	-	-
	f. Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-
	g. Any Other (Specify)	-	-	-	-
	<b>Sub Total (B2)</b>	6,000	0.00	-	-
	<b>3. Central Government/ State Government(s)</b>				
	a. Central Government / President of India	-	-	-	-
	b. State Government / Governor	-	-	-	-
	c. Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter	-	-	-	-
	<b>Sub Total (B3)</b>	-	-	-	-

<b>4. Non-Institutions</b>					
a.	Associate companies / Subsidiaries	-	-	-	-
b.	Directors and their relatives (excluding Independent Directors and nominee Directors)	2,55,000	0.04	-	-
c.	Key Managerial Personnel	-	-	-	-
d.	Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)	-	-	-	-
e.	Trusts where any person belonging to 'Promoter and Promoter Group' category is 'trustee', 'beneficiary', or 'author of the trust'	-	-	-	-
f.	Investor Education and Protection Fund (IEPF)	-	-	-	-
g.	i. Resident Individual holding nominal share capital up to Rs. 2 lakhs.	15,05,58,310	25.40		
h.	ii. Resident individual holding nominal share capital in excess of Rs. 2 lakhs.	34,65,81,257	58.47		
i.	Non Resident Indians (NRIs)	1,46,83,825	2.48		
j.	Foreign Nationals	-	-		
k.	Foreign Companies	-	-		
l.	Bodies Corporate	5,10,77,855	8.62		
m.	Any other:	2,95,87,753	4.99		
-	Trusts	3,00,000	0.05		
-	Firm	15,53,127	0.26		
-	Hindu Undivided Family	2,68,35,728	4.53		
-	Unclaimed or Suspense or Escrow Account	8,98,898	0.15		
	<b>Sub Total (B4)</b>	<b>59,27,44,000</b>	<b>100.00</b>		
	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)+(B)(4)</b>	<b>59,27,50,000</b>	<b>100.00</b>		
	<b>Grand Total (A+B)</b>	<b>59,27,50,000</b>	<b>100.00</b>		

**5. Time frame within which the preferential issue shall be completed:**

Pursuant to Regulation 170 of ICDR Regulations, preferential allotment of the convertible securities is required to be completed within a period of 15 (fifteen) days from the date of passing of the special resolution of the Shareholders of the Company or within such other statutory time limits as may be prescribed by the regulatory authorities subject to all the necessary approvals being in place. If any approval or permissions by any regulatory or statutory authority(ies) for allotment is pending, the period of 15 (fifteen) days shall commence from the date of such approval or permission being obtained.

**6. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:**

Proposed Allottee	Beneficial Owner	*Post % Capital held by the proposed allottee
Chesterfield Trust	Surendra Lakhumal Hiranandani Alka bhatia Hiranandani Gulab Singh Lodha	-



\*At this stage, the post-preferential holding cannot be determined, as the OCD holder will be entitled to conversion only after the completion of 15 months. Also, the conversion price will be determined at that time, therefore it is not possible to determine and disclose the post issue % of shareholding now.  
There will be no change in control.

**7. Change in control, if any in the Company that would occur consequent to the preferential offer:**

The Directors do not envisage any change in the control of the Company consequent to the preferential offer of the OCD's. The conversion of Optionally Convertible Debentures OCDs shall be subject to the condition that such conversion shall not result in a change in control of the Company at the time of conversion. In the event that the exercise of the conversion option would lead to a breach of the prescribed threshold for change in control as per applicable SEBI Regulations, such OCDs shall not be eligible for conversion and shall instead be mandatorily redeemed upon the expiry of eighteen (18) months from the date of allotment of such OCDs.

**8. Relevant Date and conversion price:**

The "Relevant Date" for the purpose of calculating the floor price for the issue of Equity Shares of the Company pursuant to the exercise of conversion of the OCDs will be 30 days prior to the date on which the Allottee is entitled to apply for conversion of OCDs. Also, the conversion price will be determined at that time.

**9. Basis or Justification of issue price:**

OCDs are proposed to be allotted at Rs.1,00,000/- (Rupees One Lakh only) each, at par.

**10. Report of the Registered Valuer:**

Since the relevant date for calculating the floor price for the issue of Equity Shares for the purpose of conversion of OCD's is 30 days prior to the date on which the Allottee is entitled to apply for conversion of OCDs, the Valuation report from a registered valuer shall be procured at that time as per the provisions of applicable laws and regulations.

In the interest of complete transparency and for due Compliance with the provisions of the Companies Act, 2013, the Company has procured valuation report dated 12<sup>th</sup> February, 2025 issued by Mr. Dinesh Kumar Deora, independent registered valuer (Registration no. IBBI/RV/07/2019/12711), having office at 205, Nadiadwala Market, Poddar Road, Malad East, Mumbai - 400097). The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website at the link: [www.nhcgroup.com/investors](http://www.nhcgroup.com/investors)

**11. Undertaking as to re-computation of price and lock-in of specified securities**

Since the conversion price will be determined at later stage, the Company is not required to re-compute the price in terms of ICDR regulations.

**12. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

None

**13. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

Not Applicable

**14. Lock-in period:**

14.1. The OCDs and Equity Shares issued pursuant to the exercise of the conversion option shall be locked-in as prescribed under the ICDR Regulations from time to time.

14.2. The pre-preferential allotment shareholding of the OCD Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations.

**15. Listing:**

The Company will make an application to BSE at which the existing Equity Shares are presently listed, for listing of the Equity Shares that will be issued on conversion of OCDs. Such Equity Shares, once allotted, shall rank pari passu with the existing Equity Shares of the Company, in all respects, including voting rights and dividend.

**16. List of Proposed Allottees and % of capital that may be held by them post preferential offer:**

Sr. No.	Names of the proposed allottees	Pre holding in %	% of capital that may be held by them post preferential offer*
1.	Chesterfield Trust	NIL	-

Note: \*At this stage, the post-preferential holding cannot be determined, as the OCD holder will be entitled to conversion only after the completion of 15 months. Also, the conversion price will be determined at that time, therefore it is not possible to determine and disclose the post issue % of shareholding now.

**17. Current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:**

No Change

**18. Principal terms of assets charged as securities:**

Current and future long-term Investments of the Company

**19. Material term of raising OCDs:**

Type of Instrument	Optionally Convertible Debentures (OCDs)
Nature of Instrument and Classification	Secured Unlisted Non-cumulative Redeemable/Optionally Convertible Debentures in the nature of Hybrid Debt. The OCDs are classified as Hybrid debt with no option available to the company for recall of the OCDs during the Debenture Maturity period.
Mode of Issue	Preferential Issue on Private placement basis
Debenture Tenure/ Maturity period	18 months
Interest/ Coupon Rate	0.01%
Maturity/ Conversion Terms	The OCD Holder shall be entitled to exercise the option to convert any or all of the OCDs into Equity Shares of the Company in one or more tranches, on the completion of 15 months from the date of allotment and after giving a written notice to the Company, specifying the number of OCDs proposed to be exercised within 18 months from the date of allotment, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly issue and allot the corresponding number of Equity Shares of the Company to the OCD Holders. Further, the maturity period of the debentures shall not exceed 18 (eighteen) months from the date of allotment. In the event the right attached to the OCD is not exercised post completion of 15 months and before the end of 18 (eighteen) months from the date of allotment of OCD, the unexercised OCDs shall be redeemed at Issue Price
Price at which the OCD is being offered	The OCDs are being offered at face value of Rs.1,00,000/- (Rupees One Lakhs Only) per OCD. There is no premium involved in this issuance.
Coupon Payment Frequency	Interest amount is to be paid to the debenture holders on an Annual basis
Coupon Type	Fixed Coupon Rate of 0.01% per annum

**20. Practicing Company Secretary's Certificate:**

A certificate from M/s. DM & Associates Company Secretaries LLP, Practicing Company Secretaries, certifying that the preferential issue is being made in accordance with requirements of ICDR Regulations, shall be available for inspection by the members and the same may also be accessed on the Company's website at the link: [www.nhcgroupp.com/investors](http://www.nhcgroupp.com/investors)

**21. Other Disclosures/Undertaking:**

a. During the Financial Year the Company has not made any allotment on preferential basis.

- b. The Company, its Promoters and its Directors are not categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1) (i) of the ICDR Regulations is not applicable.
- c. None of its directors or promoters are fugitive economic offenders as defined under the ICDR Regulations.
- d. The Company does not have any outstanding dues to SEBI, Stock Exchange or the depositories except for the following penalties imposed by BSE:
  - i. Penalty of Rs.44,840 for Non-Compliance of Regulation 6(1) of SEBI (LODR) Regulations, 2015- The Company has made a Waiver Application dated February 23, 2024 which is pending with BSE.
  - ii. Penalty of Rs.1,53,400 for Non-Compliance of Regulation 33 of SEBI (LODR) Regulations, 2015- The Company has made a Waiver Application dated December 30, 2024 which is pending with BSE.
- e. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
- f. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;
- g. The Company is in compliance with the conditions for continuous listing;
- h. Since the Equity Shares have been listed on the recognized stock exchange for a period of more than 90 trading days prior to the Relevant Date, the Company shall not required to re-compute the price in terms of ICDR regulations and;
- i. The Proposed Allottee has not sold any equity shares during 90 trading days preceding February 10, 2025 being date 30 days prior to EGM.

In terms of the provisions of Section 23 (1)(b), Section 42, Section 62(1)(c) and 71 of the Companies Act, 2013 as amended including rules notified thereunder ("Act"), Regulation 160(b) of Chapter V of ICDR Regulations, the said issue of OCD's requires prior approval of the Shareholders of the Company by way of a Special Resolution.

The Board believes that the proposed issue of OCD's is in the best interest of the Company and its Shareholders and therefore recommends the agenda mentioned in Item No. 1 to be approved by Special Resolution of the Members.

None of the Directors / Key Managerial Personnel(s) of the Company or their relatives are concerned or interested, financially or otherwise, in the above referred resolution, if any, in the Company.

**Item No. 2:**

To enhance the comprehensiveness of the Main Object Clause of the Memorandum of Association ("MOA") and to align it with the activities that the Company may undertake from time to time, it is proposed to amend the Main Object Clause of the MOA.

The inclusion of "Healthcare and Nutrition Products" is driven by the rapid expansion of the Indian health and wellness market, fueled by increasing consumer awareness of preventive healthcare, rising purchasing power, and the growing prevalence of lifestyle-related diseases such as obesity, hypertension, diabetes, and malnutrition. Similarly, the addition of "Solar-Powered or Related Products" is aimed at leveraging the benefits of solar energy, which is sustainable, renewable, and widely available. Solar-powered solutions can offer significant advantages, particularly for farmers, by reducing costs, promoting sustainability, and lowering carbon emissions. Additionally, various government subsidies and tax incentives further encourage the adoption of renewable energy. The present modifications do not alter the fundamental nature of the Company's existing business operations.

The Board of Directors at its meeting held on February 12, 2025 has approved Alteration of the MOA of the Company and the Board now seeks consent of the Members for the same. The proposed change of main object

clause requires the consent of Members through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

A copy of the amended MOA of the Company would be available for inspection for the Members at the Registered Office/Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of Extraordinary General Meeting ("EGM"). The aforesaid documents are also available for inspection at the time of EGM.

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

None of the Directors and Key Managerial Personnel of the Company or their relatives is, in anyway concerned or interested, financially or otherwise, in the said resolution.

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

**Place:** Mumbai  
**Date:** February 12, 2025

**Mr. Satyam S. Joshi  
Executive Director  
DIN : 03638066**

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