

# NHC FOODS LTD

(Government Recognised Three Star Export House)

An ISO 22000:2005 Certified Company

CIN : L15122GJ1992PLC076277 • GSTIN :- 27AAACM3032B1Z6



**May 24, 2024**

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

Dear Sir,

**Sub: Annual Secretarial Compliance Report for the Financial Year ended March 31, 2024**  
**Ref: Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Please find enclosed herewith Annual Secretarial Compliance Report of the Company received from DM & Associates Company Secretaries LLP, Practising Company Secretaries for the financial year ended March 31, 2024.

You are requested to take the same on records.

Thanking you,  
Yours Faithfully,

**For NHC FOODS LIMITED**

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

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

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

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

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

# **DM & ASSOCIATES COMPANY SECRETARIES LLP**

**(LLPIN NO. AAI-4743)**

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**[Firm Registration No: L2017MH003500] [Peer Review Certificate: 758/2020]**  
REGD. OFFICE: # 205, NADIADWALA MARKET, PODDAR ROAD, MALAD (EAST), MUMBAI-400097  
Tel No. 022-28443641 Email: [dmassociatesllp@gmail.com](mailto:dmassociatesllp@gmail.com)

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## **Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Secretarial Compliance report of **NHC FOODS LIMITED** for the year ended **MARCH 31, 2024**.

We have examined:

- (a) all the documents and records made available to us and explanation provided by **NHC FOODS LIMITED (CIN : L15122GJ1992PLC076277)** (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2024 (“Review Period”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 – **Not Applicable**;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **Not Applicable**;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 – **Not Applicable**;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 – **Not Applicable**;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (i) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021- **Not Applicable**

and circulars/ guidelines issued thereunder;

And based on the above examination, we hereby report that, during the Review Period:

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- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.

Sr. No.	Compliance Requirement (Regulations/ circulars/guide- lines including specific clause)	Regulation/ CircularNo.	Deviations	Action Takenby	Type of Action	Details of Violation	Fine Amount	Observation s/ Remarks of the Practicing Company Secretary	Management Response	Re- marks
NONE										

- (b) The listed entity has taken the following actions to comply with the observations made in previous reports:  
**There was no observation made in previous reports**

Sr. No.	Compliance Requirement (Regulations/ circulars/guide- lines including specific clause)	Regulation/ CircularNo.	Deviations	Action Takenby	Type of Action	Details of Violation	Fine Amount	Observation s/ Remarks of the Practicing Company Secretary	Management Response	Re- marks
NONE										

**We further report that** during the review period, there was no event of appointment / re-appointment / resignation of statutory auditor of the Company and the Company has complied with Para 6(A) and 6(B) of CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

**We further report that,** in terms of the circulars issued by BSE Limited and National Stock Exchange of India Limited on March 16, 2023 respectively, during the Review Period, the compliance status of the Company is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
1.	<b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	None
2.	<b>Adoption and timely Updation of the Policies:</b> <ul style="list-style-type: none"><li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors</li><li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</li></ul>	Yes	None

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3.	<b><u>Maintenance and disclosures on Website:</u></b> - The Company is maintaining a functional website - Timely dissemination of the documents/ information under a separate section on the website - Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	Yes	None
4.	<b><u>Disqualification of Director:</u></b> None of the Director(s) of the listed entity are disqualified under Section 164 of Companies Act, 2013 as confirmed by the Company.	Yes	None
5.	<b><u>To examine details related to Subsidiaries of listed entity</u></b>  (a) Identification of material subsidiary companies  (b) Disclosure requirement of material as well as other subsidiaries	Yes	For the period ended March 31, 2024, the company had remitted INR Rs. 576.68 Lakhs, equivalent to USD 6.91 Lakhs, for the purpose of acquiring shares in M/s Intra Metal Trading L.L.C, located within the free trade zone of the United Arab Emirates, which is reflected under the investment. The issuance, registration, and allotment of shares for M/s Intra Metal Trading L.L.C is still in process. The acquisition has not yet been completed even on the date of the signing the financial statements and results, due to which the management is not preparing the Consolidated financial results

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			for the period ended March 31, 2024. This decision is based on the uncertainty surrounding the completion timeline of the acquisition and establish control over M/s Intra Metal Trading L.L.C.
6.	<b>Preservation of Documents:</b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	None
7.	<b>Performance Evaluation:</b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees during the financial year as prescribed in SEBI Regulations.	Yes	None
8.	<b>Related Party Transactions:</b> (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes	None
9.	<b>Disclosure of events or information:</b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10.	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No action(s) has been taken against the listed entity /its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	Yes	None
12.	<b>Additional Non-compliances, if any:</b>	Yes	None

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No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.		
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**For DM & Associates Company Secretaries LLP**

**Company Secretaries**

**ICSI Unique Code L2017MH003500**

Mohammed

Akram

**Mohd Akram**

**Partner**

**ACS NO 22589**

**COP NO 9411**

**UDIN Number: A022589F000442547**

Digitally signed by Mohammed Akram  
DN: c=IN, ou=Personal, title=2950,  
pseudoym=2L7u7ya005agpQ23-Cr2CrovMICNtpgCS,  
2.5.4.20=90bdf747b1f49b2ba3f578ea20b16d047a69cb2ae50d3d3246  
caf3e78b926d9 postalCode=342003, st=Rajasthan,  
serialNumber=601804c146637e85c6d6997c79f7b17722335bd2ebc80  
1bfaf8e639efec3ad, cn=Mohammed Akram  
Date: 2024.05.24 16:09:01 +05'30'

Place: Mumbai

Date: 24.05.2024