

# NHC FOODS LTD

(Government Recognised Three Star Export House)

An ISO 22000:2005 Certified Company

CIN : L15122GJ1992PLC076277 • GSTIN :- 27AAACM3032B1Z6



**September 5, 2024**

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

Dear Sir,

**Sub: Notice of 32<sup>nd</sup> Annual General Meeting and Annual Report for the Financial Year 2023-24**

**Ref: Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Please find enclosed herewith the Annual Report of the Company for the Financial Year 2023-2024, along with the Notice of the 32<sup>nd</sup> Annual General Meeting (AGM) of the Company scheduled to be held on **Friday, September 27, 2024 at 12:00 p.m.** IST through Video Conferencing (VC) / Other Audio Visual Means (OAVM). The AGM 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 32<sup>nd</sup> AGM along with the Annual Report for the Financial Year 2023- 2024 is being sent only through electronic mode to those Shareholders whose email addresses are registered with the Company / Depository Participants.

The Notice of 32<sup>nd</sup> AGM of the Company along with Annual Report for the Financial Year 2023-2024 is available on the website of the Company at web link: [www.nhcgroup.com](http://www.nhcgroup.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 & Registered Office** : Suevey No.777,  
Umarsadi Desaiwad Road, Village Umarsadi,  
Taluka Pardi, Dist. Valsad, Gujarat - 396175.

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

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



# NHC FOODS LIMITED

(Govt. Recognised Three Star Export House)

An ISO 22000-2005 (Food Management System) & An ISO 9001:2008 Certified Company.

## ANNUAL REPORT 2023 - 24



Exotic Range of  
Ground & Blended Spices

[www.nhcgroupp.com](http://www.nhcgroupp.com)



## Our Signature Brands



100% Veg.



Exotic Range of  
Ground & Blended Spices



The secret of tasty food  
Whole Spices, Cereals & Pulses



Enriching & Mouth Watering  
Fruit Pulp, Pickles, Snacks, Ready to Eat Products



**CORPORATE INFORMATION**

**Board of Directors :**

<b>Mr. Apoorva Shah</b>	Managing Director
<b>Mr. Apar Shah</b>	Whole-Time Director
<b>Mr. Manish Vyas</b>	Non-Executive Independent Director
<b>Ms. Neha Dhanuka</b>	Non-Executive Independent Director
<b>Mrs. Monika Singhania</b>	Non-Executive Independent Director (Resigned w.e.f. 12-08-2024)
<b>Mr. Ashish Shah</b>	Non-Executive Non-Independent Director (Appointed w.e.f. 26-06-2023)
<b>Mr. Karan Nagdev</b>	Additional Non- Executive Independent Director (Appointed w.e.f. 12-08-2024)
<b>Mr. Ritesh Kumar Gupta</b>	Non-Executive Non-Independent Director (Appointed w.e.f. 21-09-2023) (Resigned w.e.f. 24-04-2024)

**Registered Office & Plant Location:**

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

**Warehouse:**

D-22/8, TTC Industrial Area, Near Balmer Lawrie, Turbhe,  
Navi Mumbai – 400705, Maharashtra

**Corporate Office :**

D-22/8, TTC Industrial Area, Near Balmer Lawrie, Turbhe,  
Navi Mumbai – 400705, Maharashtra  
(Upto 2-10-2023)

C-419 & 420, Atrium 215, Andheri Kurla Road, Chakala  
Andheri East, J.B. Nagar, Mumbai, Mumbai-400059,  
Maharashtra, India,  
(W.e.f. 3-10-2023)

Email: [grievances@nhcgroup.com](mailto:grievances@nhcgroup.com)

Website: [www.nhcgroup.com](http://www.nhcgroup.com)

Tel.: 022 69875000

CIN: L15122GJ1992PLC076277

**Statutory Auditors :**

M/s. JMMK & Co., Chartered Accountants

**Registrar & Share Transfer Agents :**

Link Intime India Pvt. Ltd.  
C 101, 247 Park, L.B.S. Marg,  
Vikhroli (West), Mumbai - 400083

**Board Committees (W.e.f. 13-08-2024):**

**Audit Committee:**

<b>Mrs. Neha Dhanuka</b>	Chairperson
<b>Mr. Apoorva Shah</b>	Member
<b>Mr. Manish Vyas</b>	Member
<b>Mr. Karan Nagdev</b>	Member

**Nomination & Remuneration Committee:**

<b>Mrs. Neha Dhanuka</b>	Chairperson
<b>Mr. Manish Vyas</b>	Member
<b>Mr. Karan Nagdev</b>	Member

**Shareholders' Relationship Committee:**

<b>Mrs. Neha Dhanuka</b>	Chairperson
<b>Mr. Manish Vyas</b>	Member
<b>Mr. Apar Shah</b>	Member
<b>Mr. Karan Nagdev</b>	Member

**Bankers:** Axis Bank Limited

**Internal Auditors:**

DMS & Company, Chartered Accountants

**Secretarial Auditors:**

DM & Associates Company Secretaries LLP

**Company Secretary & Compliance Officer**

Mrs. Shivani Singh  
(Resigned w.e.f. 10-08-2023)  
Ms. Shanu Bhandari  
(Appointed w.e.f. 8-11-2023)

**Chief Financial Officer**

Mr. Awdeshkumar Kannuajia  
(Resigned w.e.f. 03-04-23)  
Mr. Akansh Shah  
(Appointed w.e.f. 26-06-2023)  
(Resigned w.e.f. 24-11-2023)  
Mr. Archit Wahale  
(Appointed w.e.f. 20-02-2024)

**32ND ANNUAL GENERAL MEETING**

On Friday, September 27, 2024 at 12.00 pm  
through Video Conferencing ("VC")/ "Other Audio Visual Means ("OAVM")

## **INDEX**

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MANAGEMENT DISCUSSION & ANALYSIS REPORT

INDEPENDENT AUDITOR'S REPORT

BALANCE SHEET

STATEMENT OF PROFIT AND LOSS

STATEMENT OF CASH FLOW

NOTES

**NHC FOODS LIMITED**

**CIN:** L15122GJ1992PLC076277

**Regd. Off:** 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** is hereby given that the 32nd (Thirty Second) Annual General Meeting of the Members of NHC Foods Limited will be held on Friday, September 27, 2024, at 12:00 p.m. through Video Conferencing ("VC")/ "Other Audio Visual Means ("OAVM") to transact the following business.

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year Ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Apar Shah (DIN: 07125733), who retires by rotation and being eligible, offers himself for re-appointment.
3. To approve the re-appointment of M/s JMMK & Co, Chartered Accountants, Statutory Auditors of the Company for a second term of five consecutive years:

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

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s JMMK & Co, Chartered Accountants (Firm Registration no. 120459W) be and are hereby reappointed as Statutory Auditors of the Company for a second term of 5 (five) consecutive years to hold office from the conclusion of the Annual General Meeting in 2024 till the conclusion of the Annual General Meeting of the Company to be held in the year 2029, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time.

**RESOLVED FURTHER THAT** existing Executive Directors & Key Managerial Personnel be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**SPECIAL BUSINESS:**

4. Approval for Sale of Undertaking(S)/Individual Property or asset of the company situated at Survey No. 777, Umarsadi Desaiwad Road, At Village Umarsadi, Taluka Pardi, District Valsad, Gujarat – 396175.

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

**"RESOLVED THAT** in pursuance of provision of Section 180(1) (a) of the Companies Act, 2013 and other applicable provisions, if any, of the Act and Rules made there under as amended or restated from time to time and subject to requisite approvals including the approval of all concerned statutory and regulatory authorities and departments, person or persons, if and to the extent necessary and such other approvals, permissions and sanctions as may be required, and subject to the approval of members in the Annual General Meeting, the Board (hereinafter referred to as the Board which term shall include a committee thereof authorised for the purpose) be and is hereby authorised to sell, lease or otherwise dispose of the immovable assets along with Plant and Machinery, furniture and fixtures and other moveable assets of the company whether such assets constitute Individual or whole or substantially the whole of the various undertakings of the company located at Survey no. 777, Umarsadi Desaiwad Road, at Village Umarsadi, Taluka Pardi, District Valsad, Gujarat - 396175 at a price which is not less than Rs. 900 Lakh (Rupees Nine Hundred Lakh only) and on such terms and conditions as may be deemed fit by the Board.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto, including to determine the manner and method of sale, transfer, disposal and to settle and finalise all issues that may arise in this regard, without further referring to the Members of the Company, including without limitation, negotiating, finalising and executing necessary agreements (including such representations, warranties indemnities and covenants as may be customary in such transactions) deed of conveyance, deed of assignment, schemes, and subsequent modifications thereto and such other documents as may be necessary or expedient in its own discretion and in the interest of the Company, including without limitation, to settle any questions, difficulties, doubts that may arise in this regard, as it may in its absolute discretion deem fit, and to delegate all or any of the powers or authorities herein conferred to any Director(s) or other official(s) of the Company, to any committee of the Board or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this resolution.”

5. Approval for Sale of Undertaking(S)/Individual Property or asset of the company situated at NHC House, 2/13, Anand Nagar, Santacruz (E), Mumbai – 400055.

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

“**RESOLVED THAT** in pursuance of provision of Section 180(1)(a) of Companies Act, 2013 and other applicable provisions, if any, of the Act and Rules made there under as amended or restated from time to time and subject to requisite approvals including the approval of all concerned statutory and regulatory authorities and departments, person or persons, if and to the extent necessary and such other approvals, permissions and sanctions as may be required, and subject to the approval of members in the Annual General Meeting, the Board (hereinafter referred to as the Board which term shall include a committee thereof authorised for the purpose) be and is hereby authorised to sell, lease or otherwise dispose of the immovable assets along with Plant and Machinery, furniture and fixtures and other moveable assets of the company whether such assets constitute individual or whole or substantially the whole of the various undertakings of the company located at NHC House, 2/13, Anand Nagar, Santacruz (E), Mumbai – 400055 at a price which is not less than Rs. 350 Lakh (Rupees Three Hundred Fifty Lakh only) and on such terms and conditions as may be deemed fit by the Board.

**RESOLVED FURTHER THAT** the sale proceeds of the aforesaid assets may be applied for discharging the respective liabilities attributable thereto and in discharging the overall liabilities of the company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto, including to determine the manner and method of sale, transfer, disposal and to settle and finalise all issues that may arise in this regard, without further referring to the Members of the Company, including without limitation, negotiating, finalising and executing necessary agreements (including such representations, warranties indemnities and covenants as may be customary in such transactions), deed of conveyance, deed of assignment, schemes, and subsequent modifications thereto and such other documents as may be necessary or expedient in its own discretion and in the interest of the Company, including without limitation, to settle any questions, difficulties, doubts that may arise in this regard, as it may in its absolute discretion deem fit, and to delegate all or any of the powers or authorities herein conferred to any Director(s) or other official(s) of the Company, to any committee of the Board or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this resolution.”

6. To re-appoint Mr. Apoorva Shah (DIN: 00573184) as Managing Director:

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

“**RESOLVED THAT** pursuant to provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules made thereunder, Schedule V of the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and Articles of Association of the Company, recommendation of the Nomination and Remuneration Committee and approval of the Board and such other approvals, permissions and sanctions, as may be required, consent of the members of the company be and is hereby accorded for the re-appointment of Mr. Apoorva Shah (DIN: 00573184), who holds office as a Managing Director upto November 12, 2024, for a term of three years with effect from November 13, 2024 upto November 12, 2027, liable to retire by rotation, upon such terms and conditions including remuneration payable to him as set out in the Explanatory Statement annexed to this Notice, with liberty to the Nomination and Remuneration Committee and the Board of Directors to alter and vary the terms and conditions of the said appointment including remuneration in such manner as may be agreed between the Board and Mr. Apoorva Shah.

**RESOLVED FURTHER THAT** the existing Executive Directors & Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient, to give effect to the aforesaid resolution.”

7. To appoint Mr. Karan Nagdev (DIN: 10728141) as a Non-Executive Independent Director:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and Articles of Association of the Company, recommendation of the Nomination and Remuneration Committee and approval of the Board, consent of the members of the company be and is hereby accorded for the appointment of Mr. Karan Nagdev (DIN: 10728141), who was appointed as an Additional Director in the category of Non-Executive Independent Director with effect from August 12, 2024 in terms of Section 161(1) of the Act and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and being eligible for appointment under the provisions of the Act, the Rules made thereunder, as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five years with effect from August 12, 2024 upto August 11, 2029, upon such terms and conditions with liberty to the Nomination and Remuneration Committee and the Board of Directors to alter and vary the same as may be agreed between the Board and Mr. Karan Nagdev.

**RESOLVED FURTHER THAT** the Executive Directors & Key Managerial Personnel be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By the order of the Board of Directors,  
For NHC FOODS LIMITED**

**Apoorva Shah  
Managing Director  
DIN: 00573184**

**Date: August 12, 2024**

**Place : Mumbai**

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



**NOTES:**

1. The Ministry of Corporate Affairs ("MCA") inter-alia vide its General Circular dated April 8, 2020 and April 13, 2020, followed by General Circular dated May 5, 2020, and subsequent circulars issued in this regard, the latest being dated September 25, 2023 (collectively referred to as "MCA Circulars") has permitted the holding of the Annual general meeting through Video Conferencing ("VC") or through other audio-visual means ("OAVM"), without the physical presence of the Members at a common venue.

In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the 32<sup>nd</sup> Annual General Meeting ("Meeting" or "AGM") of the Company is being held through VC / OAVM on Friday, September 27, 2024, at 12:00 p.m. (IST). The proceedings of the AGM deemed to be conducted at the Registered Office of the Company situated at Survey no. 777, Umarsadi Desaiwad Road, at Village Umarsadi, Taluka Pardi, District Valsad, Gujarat - 396175.

In accordance with the provisions of the Act, read with the Rules made thereunder and General Circular dated December 28, 2022, other Circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time, and Circular dated October 7, 2023 issued by SEBI ("the Circulars"), companies are allowed to hold AGM through video conference/other audio visual means ("VC/OAVM") upto September 30, 2024, without the physical presence of members.

2. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote on a poll only instead of himself/herself and such a proxy need not be a member. Since this AGM is held through VC/OAVM pursuant to the MCA Circulars, Physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence proxy form and attendance slip are not annexed hereto.
3. Since the AGM will be held through VC/OAVM, the route map of the venue of the meeting is not annexed hereto.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. The Register of Members and Share Transfer Register will remain closed from September 20, 2024 to September 27, 2024 (Both days inclusive).
6. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of the business under Item No. 3, 4, 5, 6,7 of the Notice, is annexed hereto. The relevant details as required under Regulations 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India in respect of Directors or Auditors seeking appointment/re-appointment at this Annual General Meeting ("AGM") are also annexed.

7. Members seeking any information with respect to financials or any other information are requested to write to the company at the earliest so as to enable the company to provide appropriate reply.
8. The Securities 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 may submit the PAN copy to their depository participants, in the case of physical form the PAN copy be submitted to the Company / RTA.
9. Members holding shares in single name and in physical form are advised to make nomination in respect of their shareholding in the Company by submitting Form No. SH-14.

As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH- 13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form No. SH-14. Members who are either not desiring to register for Nomination or would want to opt-out, are requested to fill out and submit Form No. ISR 3. The said forms can be downloaded from the RTA's website Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form.

10. Members holding shares in physical form are requested to intimate the Company regarding any change in their addresses/bank mandates to enable the Company to address future communications to their correct addresses. Members holding shares in electronic/ dematerialized form are requested to inform the Depository Participant (DP) with whom they hold their Demat account about changes in their address / bank details for necessary update.
11. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
12. Members may also note that the Notice of the 32nd Annual General Meeting and the Annual Report for 2024 will also be available on the Company's website [www.nhcgroup.com](http://www.nhcgroup.com) for their download and the Notice of AGM shall also be available on the website of NSDL viz. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
13. The additional details of Director in respect of Item No. 2, 6, 7 pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 are annexed thereto.
14. In terms of provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of remote e-voting to the shareholders, there shall be no voting by show of hands at the AGM.
15. The shareholders can opt for only one mode of voting i.e. remote e-voting or voting at AGM venue. In case of voting by both the modes, vote casted through remote e-voting will be considered final and voting at AGM will not be considered. The members who have cast their vote by remote e-voting may also attend the meeting.
16. The Government took a 'Green Initiative in Corporate Governance' in 2011 by allowing the Companies to service the documents to its Members through electronic mode.
17. Members of the Company holding shares either in physical form or in electronic form as on the cut-off date of Friday, September 20, 2024 (cut-off date not earlier than 7 days before the AGM), may cast their vote by remote e-Voting. The remote e-voting period commences on Tuesday, September 24, 2024, at 9:00 a.m. (IST) and ends

on Thursday, September 26, 2024, at 5:00 p.m. (IST). 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. The voting rights of the Members (for voting through remote e-Voting before the AGM and e-Voting during the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as of the cut-off date of Friday, September 20, 2024. Subject to receipt of the requisite number of votes, the Resolutions passed by remote e-voting are deemed to have been passed as if they have been passed at the AGM i.e., Friday, September 27, 2024. The Notice of the AGM indicating the instructions for the remote e-voting process can be downloaded from the NSDL's website [www.evoting.nsd.com](http://www.evoting.nsd.com) or the Company's website [www.nhcg.com](http://www.nhcg.com).

#### **18. DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:**

In terms of the MCA Circulars and relevant circulars issued by the Securities and Exchange Board of India, the Notice of AGM along with Annual Report 2024 is being sent only through electronic mode to those members whose email addresses are registered with the company/depositories. Members may note that Notice and Annual Report will also be available on company's website [www.nhcg.com](http://www.nhcg.com), website of Stock Exchange i.e. BSE Limited and on the website company's Registrar and Transfer Agent (Link Intime India Private Limited / Skyline Financial Services Private Limited).

19. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, shall be made available at the commencement of the meeting and shall remain open and accessible to the members during the continuance of the meeting.

#### **20. VOTING THROUGH ELECTRONIC MEANS:**

In Compliance with Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Section 108 and other applicable provisions of the Companies Act, 2013, read with the related rules, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their vote electronically. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its members.

21. Pursuant to the Circular dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
22. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
23. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
24. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
25. In line with the Ministry of Corporate Affairs (MCA) Circular dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.nhcg.com](http://www.nhcg.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsd.com](http://www.evoting.nsd.com).

26. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular dated April 08, 2020 April 13, 2020, May 05, 2020 and January 13, 2021.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -**

**Kindly note the EVEN is: 130802**

The remote e-voting period begins on Tuesday, September 24, 2024 at 9:00 A.M. and ends on Thursday, September 26, 2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, September 20, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, September 20, 2024.

**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 and joining virtual meeting 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>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL 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 my easi username &amp; password.</li> <li>2. 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 or joining virtual meeting &amp; voting during the meeting. Additionally, there is also link provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. 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>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <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>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<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 or joining virtual meeting &amp; voting during the meeting.</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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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. 1800-21-09911</p>

**B) Login Method for e-Voting and joining virtual meeting 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:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - 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.
  - How to retrieve your 'initial password'?
    - 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'.
    - 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:
- 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).
  - Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - 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.
  - 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 and join General Meeting on NSDL e-Voting system.**

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- 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 and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed

under "Join Meeting".

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 [dinesh.deora@yahoo.com](mailto:dinesh.deora@yahoo.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 022 4886 7000 or send a request to [sagarg@nsdl.com](mailto:sagarg@nsdl.com) or [evoting@nsdl.com](mailto:evoting@nsdl.com)

#### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [grievances@nhcgroup.com](mailto:grievances@nhcgroup.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [grievances@nhcgroup.com](mailto:grievances@nhcgroup.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

#### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted 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 system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. 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.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. 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.
6. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	From 9.00 a.m. (IST) on September 24, 2024
End of remote e-voting	Upto 5.00 p.m. (IST) on September 26, 2024

7. During the period, members of the Company holding shares either in physical or dematerialized form, as on the relevant date i.e. September 20, 2024, 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 AGM and up to the cut – off date i.e. September 20, 2024, may obtain his login Id and password by sending request at [evoting@nsdl.com](mailto:evoting@nsdl.com).
8. The voting rights of members shall be proportionate to their share of the Paid – up Equity Share Capital of the company as on the relevant date i.e. September 20, 2024.

Mr. Dinesh Kumar Deora, Practising Company Secretary (Membership No. 5683) has been appointed as scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, 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 and declare the result of the voting forthwith.



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 3**

The following is being provided as an additional information to the Members, in terms of Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

At the Annual General Meeting ("AGM") held on 2019, the Members approved the appointment of M/s JMMK & Co, Chartered Accountants (Firm Registration No. 120459W), as Statutory Auditors of the Company for a term of five consecutive years from the conclusion of the AGM held on 2019. Accordingly, their first term will expire at the conclusion of the AGM in 2024.

In terms of the provisions of Section 139 of the Act, the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, the Company can appoint or reappoint an audit firm as statutory auditors for two terms of five consecutive years.

Pursuant to the recommendation of the Audit Committee, the Board at its meeting held on August 12, 2024 approved and recommended to the Members the re-appointment of M/s JMMK & Co as the Statutory Auditors of the Company for a second term of five consecutive years, to hold office from the conclusion of AGM in 2024 till the conclusion of AGM to be held in the year 2029. The aforesaid re-appointment has been recommended based on review of performance of M/s JMMK & Co during their first term as auditors and considering various factors such as their independence, industry experience, skills and expertise and quality of audit.

M/s JMMK & Co, Chartered Accountants ("the firm") is a young dynamic multi-disciplinary Chartered Accountants firm founded in 2000, offering all services needed by an organisation such as Audit & Assurance, Direct and Indirect Taxation, Financial and Management Consultancy, Secretarial and Regulatory Compliance, Valuations among others. The firm is led by professionals possessing in-depth knowledge in most of the very important segments of modern practice. The firm is also empanelled with RBI and CAG. Besides the partners, the firm is backed by a strong team of Chartered Accountants, Management Graduates, Company Secretaries, Cost & Management Accountants and other Qualified Professionals having immense knowledge & experience in their respective fields. The Company has received a written consent from M/s JMMK & Co and a certificate confirming that they satisfy the criteria provided under Section 141 of the Act and that their re-appointment, if approved, shall be in accordance with the applicable provisions of the Act and rules framed thereunder. Further, JMMK & Co have provided a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

The proposed remuneration payable to JMMK & Co for audit services from financial year 2024-25 onwards shall be Rs. 3,45,000/- (Rupees Three Lakhs Forty Five Thousands Only) however the Board of the director based on the Audit Committee's recommendation and mutual agreement with the Statutory Auditors it may change, excluding out-of-pocket expenses and applicable taxes

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

Your Directors recommend the resolution set out at Item no. 3 for consent of the Members by way of an Ordinary Resolution.

**Item No. 4 & 5**

The Company keeps reviewing its Business strategy from time to time and makes decisions that deem fit to the expectation from its strategic intent and as a part of that intent, it is reviewing its business operations including consolidating its work place(s). Presently, the work place(s) of the Company is scattered over into several offices including Factory at Survey No. 777, Umarsadi Desaiwad Road, at Village Umarsadi, Taluka Pardi, District Valsad, Gujarat: 396175 & NHC House, 2/13, Anand Nagar, Santacruz (E), Mumbai – 400055.

With the intent to get all major businesses, their support functions and the shared services under one roof, it is envisaged that a shift of work places be carried out to a consolidated, better and more convenient work place in the city. This would not only bring in operational efficiencies but also ensure smoother execution and implementation of the business objectives. Further, it will help in optimizing the operational cost which would inevitably lead to an enhancement in the shareholders' value.

Based on the options available in the current real estate/realty market it is proposed to lease, sub-lease, sale, transfer, convey, assign or otherwise dispose of the said property/ies and continue back office and factory operations in commercial hub located at Navi Mumbai, in the best interest of the Company. The company proposes to buy new

place or take the new place on lease / hire / rent basis

It is imperative for the company to reduce its borrowings to achieve its previous levels of profitability and sustain in the long run. The company endeavours to attain this objective by selling / leasing or disposing-off assets of the company and reducing the borrowings.

The Approval for Sale of Undertaking(S)/Individual property or asset of the company situated at Survey No. 777, Umarsadi Desaiwad Road, At Village Umarsadi, Taluka Pardi, District Valsad, Gujarat – 396175& 'NHC House, 2/13, Anand Nagar, Santacruz (E), Mumbai – 400055, has earlier been obtained in last Annual General Meeting held on September 15, 2023. But due to prevailing slack season in property market no deal has been concluded during that period, hence Board of Directors in their meeting held on August 12, 2024 has decided to take shareholder's approval for the sale of undertaking for the further period in ensuing Annual General Meeting to be held on September 27, 2024. The Company has initiated the above process for the disposal of the properties. The Board is of the opinion that in order to be fair and transparent in the affairs of the Company and in keeping with good corporate practices the approval of the members be taken, by way of abundant caution, to the proposed lease, sub lease, sale, transfer, conveyance, assignment or otherwise disposal of the immovable property/ies under Section 180(1)(a) of the Companies Act, 2013 (the Act).

The Board is also of the view that the proposed lease, sub lease, sale, transfer, conveyance, assignment or otherwise disposal of the said property/ies will not adversely affect the profitability of the Company.

With the objective of reducing the borrowings and for centralisation of Business of the Company, your directors, recommends the Special Resolution set out at item no. 4&5 in the accompanying Notice, for the consent of the Members in the Annual General Meeting.

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

**Item No. 6**

The Board of Directors in its Meeting held on August 12, 2024 based upon recommendation of Nomination and Remuneration Committee, reappointed Mr. Apoorva Shah, whose term ends on November 12, 2024, as Managing Director of the Company, for a period of 3 years effective from November 13, 2024 upto November 12, 2027, liable to retire by rotation, on the terms and conditions including remuneration as agreed to be entered into by the Company with Mr. Apoorva Shah subject to approval of the members.

He has confirmed that he is neither disqualified from being re-appointed as a Director in terms of Section 164 of the Act nor debarred from holding office as a Director of the company, by virtue of any SEBI Order or any other such authority and given his consent to act as a Director. The Board of Directors have taken on record the confirmation submitted by Mr. Apoorva Shah.

It is thus proposed to seek member's consent for re-appointment of Mr. Apoorva Shah as the Managing Director of the Company and remuneration payable to Mr. Apoorva Shah as the Managing Director of the Company, in terms of the applicable provisions of the Act. 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- II.

The terms and conditions entered into by the Company with Mr. Apoorva Shah inter – alia contains the following:

- a) Remuneration: Rs. 44,99,096 p.a.
- b) In addition to remuneration, Mr. Apoorva Shah shall be entitled to the perquisites/ allowances which shall be as per the policy of the company.
- c) No Sitting fee shall be payable to him for attending the Meetings of the Board of Directors or Committee thereof.
- d) The appointment may be terminated at any time by either party giving to the other party three-month notice of such termination without the necessity of showing any cause. and neither party will have any claim against the other for damages or compensation by reason of such termination. Provided that the aforesaid notice may be waived off in consultation with the Board. In any event, the Managing director shall not be entitled to any compensation in cases mentioned in Section 202 of the Companies Act, 2013.
- e) The Nomination and Remuneration Committee & Board Directors will have authority to alter and vary the terms and conditions of the said appointment including remuneration as it may deemed fit and as be acceptable to the

Managing director subject to the same not exceeding the Limits specified under Section II of Part II of Schedule V of the Companies Act 2013 or any statutory modification or re-enactment thereof.

- f) The other terms and conditions of the agreements are such as are customarily contained in agreements of similar nature.

A statement pursuant to the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 in respect of Mr. Apoorva Shah is attached as Annexure – I to the Notice.

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

Mr. Apoorva Shah is interested in the resolution set out at Item No. 6 of the Notice. The relatives of Mr. Apoorva Shah may be deemed to be interested in the said resolution to the extent of their respective shareholding, if any, in the Company.

Save and except the above, none of the other Directors and Key Managerial Personnel of the Company or their relatives is, in anyway concerned or interested, financially or otherwise, in the said resolution.

#### **Item No. 7**

Pursuant to the provisions of the Companies Act, 2013 (“the Act”) read with the Articles of Association of the Company, subject to the approval of the members, the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, approved the appointment of Mr. Karan Nagdev (DIN: 10728141) as an Additional Director, in the category of Non-Executive Independent Director of the Company for a period of 5 (five) years with effect from August 12, 2024.

Mr. Karan Nagdev is independent from management and possesses appropriate skills, experience and knowledge. The Company has received a declaration from him that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

He has confirmed that he is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor debarred from holding office as a Director of the company, by virtue of any SEBI Order or any other such authority and given his consent to act as a Director. The Board of Directors have taken on record the declaration and confirmation submitted by Mr. Karan Nagdev. Further, in the opinion of Board of Directors, Mr. Karan Nagdev fulfills such conditions as specified for the said appointment. Your Directors recommend the Resolution at Item No. 7 for approval by the members by way of a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives except Mr. Karan Nagdev is, in any way, concerned or interested, financially or otherwise, in the said resolution. The relatives of Mr. Karan Nagdev may be deemed to be interested in the said resolution, to the extent of their respective shareholding, if any, in the Company. Your Directors recommend the said Resolution for your consent as a Special Resolution.

Details pursuant to Regulation 36 of Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India is attached as Annexure- II.

**By the order of the Board of Directors,  
For NHC FOODS LIMITED**

**Apoorva Shah  
Managing Director  
DIN: 00573184**

**Date: August 12, 2024**

**Place : Mumbai**

**Registered Office:**

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

**ANNEXURE- I**

Statement Pursuant To the Provisions of Section II of Part II of Schedule V of the Companies Act, 2013 in Respect to Item No. 6 of the Notice

**A) General Information:**

1. Nature of Industry:  
The Company is engaged in the business of Trading of Spices
2. Date or expected date of commencement of commercial production:  
The Company was incorporated on August 4, 1992.
3. In case of new companies, expected date of commencement of activities as per project approved by financial Institutions appearing in the prospectus:  
Not Applicable
4. Financial performance based on given indicators:

(Rs.in Lakhs)

<b>Particulars</b>	<b>March 31, 2024</b>	<b>March 31, 2023</b>
Total Income	21,130.11	16,411.34
Profit/Loss Before Tax	312.05	269.75
Profit/Loss After Tax	234.74	175.64

5. Foreign Investments or Collaborations, if any:  
Not Applicable

**B) Information About The Appointee:**

1. Background details:  
Mr. Apoorva Shah is a Graduate in Bachelor of Commerce and has more than 30 years experience in the Export industry.
2. Past remuneration:  
Rs. 44,99,096. p.a.
3. Recognition or Awards:  
Not Applicable
4. Job profile and his suitability:  
Mr. Apoorva Shah is responsible for day to day management of affairs of the Company. The Board is of the opinion that Mr. Apoorva Shah has the requisite qualifications, expertise and experience for the designation he is holding.
5. Remuneration proposed:  
The remuneration proposed to be paid is detailed hereinabove under Explanatory statement.
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:  
The proposed remuneration is comparable and competitive, considering the industry, size of the company, the position and the credentials of Mr. Apoorva Shah.
7. Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel or other Director, if any: Mr. Apoorva Shah is father of Mr. Apar Shah

**C) Other Information:**

## 1. Reasons for Loss or Inadequate profits:

The resolution under Schedule V of the Act have been put forth as a precautionary measure, so as to mitigate any potential challenges that could affect the Company's financial stability during the currency of tenure of the Managing Director.

## 2. Steps taken or proposed to be taken for Improvement:

The Company operates in the Spice business and has proactively implemented several cost-saving measures to effectively reduce its expenses. By implementing these measures, the company aims to optimize its financial performance and enhance its overall profitability.

## 3. Expected increase in productivity and profits in measurable terms:

As mentioned in point no.2 above the Management has already taken various initiatives to improve its present position which it anticipates that a noticeable decrease in overall costs will be observed. This will demonstrate improved financial efficiency in near future.

ANNEXURE - II

Details of Directors seeking Appointment/ Re-appointment, furnished in terms of Regulation 36 of Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India

Particulars	Mr. Apar Shah (DIN: 07125733)	Mr. Apoorva Shah (DIN: 00573184)	Mr. Karan Nagdev (DIN: 10728141)
Date of Birth	July 26, 1994 (30 years)	January 1, 1966 (58 years)	February 3, 1991 (33 years)
Original Appointment Date	June 10, 2021	November 13, 2015	August 12, 2024
Expertise in Specific Functional Area	His overall experience is around 9 years and to be specific in the Marketing and Finance industry it varies to 8 years knowledge of in manufacturing and service industries and has displayed strong entrepreneur skills and management capabilities in his career. He is involved in the said industry from the conceptualization stage to execution stage like planning, monitoring and decision making activities.	He has more than 30 years of experience in the export industry. He is responsible for the overall growth and development of our Company and is also responsible for creating the brand images of the Company's product lines. He is involved in the day to day affairs of the Company and is responsible for the expansion of the Company into an 'End-to End' Food Processing Company.	He is a Fellow member of Institute of Company Secretaries of India (ICSI) with a Bachelor's degree in Commerce, LLB and having extensive experience of more than 7 (Seven) Years in the area of Company Secretarial Compliances of various Category / Sector of Companies including listed companies and also has working experiences in Chartered Accountancy field like Accounting, Taxation & Audits of various Companies, Partnership Firms & Proprietary Concerns.
Qualification	a) BMS in Finance b) Diploma in Finance c) Master in Management Study-Finance	B.com	CS, B.Com & LLB
No. of shares held in the Company.	276500	39193680	Nil
Relationship between Directors inter-se :	Mr. Apar Shah is son of Mr. Apoorva Shah	Mr. Apoorva Shah is the Father of Mr. Apar Shah,	None
No. of Meetings of Board of Directors during FY 2024-2025	12	12	None
Directorship held in other companies	NHC Overseas Private Limited	NHC Overseas Private Limited	None
Membership/ Chairmanship of Committees in other Companies	None	None	None
Listed companies from which resigned in the past 3 years	None	None	None

## DIRECTORS' REPORT



Dear Members,

Your Directors are pleased to present the Annual Report of NHC Foods Limited (“the Company”) together with the Audited Financial Statements of the Company for the Financial Year ended March 31, 2024.

### FINANCIAL PERFORMANCE & SUMMARY

#### FINANCIAL PERFORMANCE

The Company’s financial performance during the year ended March 31, 2024 compared to the March 31, 2023 is summarised below:

(₹ In Lacs)

	<b>March 31, 2024</b>	<b>March, 31 2023</b>
Total Income	21,130.11	16,411.34
Total Expenditure	(20,818.06)	(16,141.59)
<b>Profit Before Tax</b>	<b>312.05</b>	<b>269.75</b>
Less: Total Tax Expenses	(77.31)	(94.11)
Profit After Tax	234.74	175.64
<b>Earning per share</b>		
Basic	1.98	1.48
Diluted	1.98	1.48

#### SUMMARY

During the year under review, the Company reported total income of Rs. 21,130.11 Lakhs for March 31, 2024 as against Rs. 16,411.34 Lakhs for March 31, 2023. Profit After Tax was reported at Rs. 234.74 Lakhs for March 31, 2024 as against Rs. 175.64 Lakhs for March 31, 2023.

There was no change in nature of business of the Company, during the year under review.

#### TRANSFER TO RESERVES

Your Directors do not propose to transfer any amount to the general reserve and entire amount of profit for the year forms part of the ‘Retained Earnings’.

#### DIVIDEND

In order to conserve the resources for the future expansion plan of the Company under implementation, your directors do not recommend any dividend for the year under the review.

#### TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Since there was no Dividend declared and paid last year, the provisions of Section 125 of the Companies Act, 2013 does not apply.

#### CORPORATE GOVERNANCE

A Report on Corporate Governance, in terms of Regulation 34(3) read with Para C of Schedule V of the Listing Regulations, along with a Certificate from Practising Company Secretary, certifying compliance of conditions of Corporate Governance enumerated in the Listing Regulations, is presented in a separate section forming part of this Annual Report.

#### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis as stipulated under Listing Regulations is presented in a separate section forming part of this Annual Report. It speaks about overall industry structure, global and domestic economic scenarios, developments in business operations, internal controls and their adequacy, risk management systems, and other material developments.

**BOARD MEETINGS**

13 meetings of the Board of Directors were held during the financial year. The details of the meetings of the Board of Directors of the Company conveyed during the financial year 2023-2024 are given in the Corporate Governance Report which forms part of Annual Report. The details of attendance of the Directors in the Board Meetings and its Committees during the year under review are stated in the Corporate Governance Report.

**COMPOSITION OF AUDIT COMMITTEE**

The Board has constituted the Audit Committee and all the recommendations given by Audit Committee during Financial Year 2023-2024 were accepted by the Board. Further details on the Audit Committee and other Committees of the Board are given in the Corporate Governance Report, which forms a part of this Annual Report.

**DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**PRESENT BOARD OF DIRECTORS OF THE COMPANY**

Name	DIN	Designation	Date of Appointment	Date of Re-appointment	Date of Cessation
Manish Vyas	08502223	Chairman & Non-Executive Independent Director	12-07-2019	12-07-2024	-
Apoorva Himatlal Shah	00573184	Managing Director	13-11-2015	13-11-2021	-
Apar Apoorva Shah	07125733	Whole Time Director	10-06-2021	10-06-2024	-
Ashish Ashokkumar Shah	06701501	Non-Executive Non-Independent Director	26-06-2023	-	-
Ritesh Kumar Gupta	05102641	Executive Director Non-Executive Non-Independent Director	21-09-2023 18-11-2023	-	24-04-2024
Monika Amit Singhania	07950196	Non-Executive Independent Director	30-09-2017	15-09-2023	12-08-2024
Neha Mahesh Dhanuka	08502169	Non-Executive Independent Director	12-07-2019	12-07-2024	-
Karan Hareshlal Nagdev	10728141	Non-Executive Independent Director	12-08-2024	-	-

Pursuant to provisions of Section 203 of the Act, and the Rules made there under, following are the Key Managerial Personnel (KMP) of the Company:

Apoorva Himatlal Shah	Managing Director
Apar Apoorva Shah	Whole Time Director
Shivani Singh	Company Secretary & Compliance Officer (Resigned w.e.f. 10-08-2023)
Shanu Bhandari	Company Secretary & Compliance Officer (Appointed w.e.f. 8-11-2023)
Awdeshkumar Kannaujia	Chief Financial Officer (Resigned w.e.f. 03-04-2023)
Akansh Bharat Shah	Chief Financial Officer (Appointed w.e.f. 26-06-2023) (Resigned w.e.f. 24-11-2023)
Archit Sudhir Wahale	Chief Financial Officer (Appointed w.e.f. 20-02-2024)



Further, following appointments/ re-appointments are proposed at the AGM:

1. Mr. Apar Shah (DIN: 07125733), who retires by rotation and being eligible, offers himself for re-appointment.
2. Mr. Apoorva Shah (DIN: 00573184) as Managing Director for a term of three years with effect from November 13, 2024 upto November 12, 2027
3. Mr. Karan Nagdev (DIN: 10728141) as a Non-Executive Independent Director for a term of five years with effect from August 12, 2024 upto August 11, 2029

### **STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS UNDER OF SECTION 149(6) OF COMPANIES ACT, 2013**

The Company has received necessary declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed both under the Act and the Listing Regulations.

### **A STATEMENT REGARDING OPINION OF THE BOARD WITH REGARD TO INTEGRITY, EXPERTISE AND EXPERIENCE (INCLUDING THE PROFICIENCY) OF THE INDEPENDENT DIRECTORS APPOINTED DURING THE YEAR**

The Board is of the opinion that Ms. Monika Singhania (DIN: 07950196) possess appropriate skills, expertise and experience required for re-appointment of Independent Director.

### **SHAREHOLDERS AND INVESTORS**

Your Company regularly interacts with its shareholders and investors through result announcements, annual report, media releases, Company's website and subject specific communications. The Annual General Meeting gives the shareholders an opportunity to engage directly with the Board of Directors and Management. During this meeting, the Board engages with shareholders and answer their queries on varied subjects. Your Company has a designated e-mail address for shareholders. The Secretarial department regularly engages with the shareholders to resolve queries, grievances, if any, and provides guidance to the shareholders for any company related matters.

### **ISSUE OF SHARES**

The Company during the year under review has not issued any SWEAT equity shares or shares with differential rights or under Employee stock option scheme nor did it buy back any of its shares.

However With effect from July 22, 2024, The Company had sub-divided its shares from Face Value of Rs.10 to Re.1. The Authorised Share Capital of the Company was increased from Rs.24 crores to Rs. 65 crores. Further, Board in its meeting held on May 30, 2024 had approved raising of funds through Rights Issue upto Rs.49 crores.

### **PERFORMANCE EVALUATION OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS**

The Board of Directors of the Company is committed to assessing its own performance as a Board in order to identify its strengths and areas in which it may improve its functioning. To that end, the Nomination and Remuneration Committee has established processes for performance evaluation of Independent Directors, the Board and Committees of the Board.

Pursuant to the provisions of the Act and the Listing Regulations, the Board has carried out an annual evaluation of its own performance, performance of its Committees as well as the Directors individually. Details of the evaluation mechanism are provided in the Corporate Governance Report.

Evaluation of Committees was based on criteria such as adequate independence of each Committee, frequency of meetings and time allocated for discussions at meetings, functioning of Board Committees and effectiveness of its advice/recommendation to the Board, etc.

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Policy can also be accessed on Company's website [www.nhcgroupp.com](http://www.nhcgroupp.com).

### **DIRECTORS' RESPONSIBILITY STATEMENT**

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- a) That in the preparation of the annual accounts for the financial year ended March 31, 2024, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) That the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year and of the profit and loss of the Company for that period;
- c) That the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the Assets of the Company and for preventing and detecting fraud and other irregularities;
- d) That Directors have prepared the annual accounts on a going concern basis;
- e) The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- f) The Directors had devised adequate systems and processes, commensurate with the size of the Company and the nature of its business, to ensure compliance with the provisions of all applicable laws and that such systems and processes are operating effectively.

**CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

All contracts and arrangements with related parties, entered by the Company during the financial year, were in the ordinary course of business and on an arm's length basis. Form AOC-2 is provided in Annexure-1.

**SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES**

For the period ended March 31, 2024, the Company had remitted 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. The acquisition was not completed as on March 31, 2024, due to which the Consolidated financial statements for the period ended March 31, 2024 have not been prepared. However, the issuance, registration, and allotment of shares for M/s Intra Metal Trading L.L.C has been completed after the closing of the financial year 2023-2024 and subsequent to the same M/s Intra Metal Trading L.L.C became subsidiary of the Company.

The Company does not have any Joint Venture or Associate Company within the meaning of Section 2(6) of the Companies Act, 2013.

**STATUTORY AUDITORS**

M/s. JMMK & Co., Chartered Accountants (Firm Registration No. 120459W) were appointed as the Statutory Auditors for a period of 5 years from the conclusion of the 27th Annual General Meeting till the conclusion of 32nd Annual General Meeting of the Company i.e. ensuing Annual General Meeting of the Company. It is proposed that they be re-appointed for a second term of 5 years from the conclusion of 32nd Annual General Meeting of the Company i.e. ensuing Annual General Meeting of the Company till 37th Annual General Meeting.

M/s. JMMK & Co. have confirmed their eligibility and qualification required under Section 139, 141 and applicable provisions of the Companies Act, 2013 and rules issued there under (including any statutory modification (s) or re-enactment (s) thereof for the time being in force).

**AUDITORS OBSERVATIONS**

The Auditors Report for the Financial Year 2023-2024 does not contain any qualification, reservation or adverse remark. The Auditors Report is enclosed with the Financial Statements in this Annual Report.

The Secretarial Audit Report for the Financial Year 2023-2024 does not contain any qualification, reservation or adverse remark. The Secretarial Audit Report is enclosed as Annexure-3 to the Board's Report in this Annual Report.

At NHC Foods Limited, we consider our employees as the most valuable resource and ensure strategic alignment of Human Resource practices to business priorities and objectives. Our constant endeavour is to invest in people and people processes to improve human capital for the organisation and service delivery to our customers. Attracting, developing and retaining the right talent will continue to be a key strategic imperative and the organisation continues its undivided attention towards that. We would like to take this opportunity to express appreciation for the hard work and commitment of the employees of the Company and look forward to their continued contribution.

### **SECRETARIAL AUDITORS**

The Board of Directors of the company has appointed DM & Associates Company Secretaries LLP as Secretarial Auditor to conduct the Secretarial Audit of the Company for the Financial Year 2024-2025. The Secretarial Audit Report for the Financial Year ended March 31, 2024 is set out in Annexure-3 to this report.

### **ANNUAL RETURN**

The Annual Return as required under Section 92 and Section 134 the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is available on the Company's website at ([www.nhcgroupp.com](http://www.nhcgroupp.com)).

### **INTERNAL FINANCIAL CONTROLS**

The Company has in place adequate Internal Financial Controls commensurate with the size, scale and complexity of its operations. During the year, such controls were tested and the Company has, in all material respects, maintained adequate Internal Financial Controls over financial reporting as of March 31, 2024 for ensuring the orderly and efficient conduct of its business, adherence to Company's policies, safeguarding assets of the Company, Prevention and Detection of Frauds and Errors, Accuracy and Completeness of the Accounting Records and timely preparation of Reliable Financial information.

### **DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SECTION 143(12) OF COMPANIES ACT, 2013**

There was no instance of Frauds reported by Auditors under Section 143(12) of the Companies Act, 2013 during the year under review.

### **VIGIL MECHANISM / WHISTLE BLOWER POLICY**

The Company has established a vigil mechanism and formulated the Whistle Blower Policy (WB) to deal with instances of fraud and mismanagement, if any. During the year under review no personnel has been denied access to the audit committee. The Company has adopted a formal Vigil Mechanism/ Whistle-blower policy. The approved policy is available on the Company's website [www.nhcgroupp.com](http://www.nhcgroupp.com).

### **DISCLOSURE REGARDING PREVENTION OF SEXUAL HARASSMENT**

The Company is committed to maintaining a productive environment for all its employees at various levels in the organisation, free of sexual harassment and discrimination on the basis of gender. The Company has framed a policy on Prevention of Sexual Harassment in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. The Company has also set up "Prevention of Sexual Harassment Committee" ("the Committee") to redress the Complaints received regarding sexual harassment which has formalised a free and fair enquiry process with clear timelines. There were no complaints pending for the Redressal at the beginning of the year and no complaints received during the financial year.

### **SHARE CAPITAL**

The paid – up Equity Share Capital as on March 31, 2024 was Rs.11,85,50,000. During the year under the review the Company has not issued any shares. The Company has not issued shares with differential voting rights. It has neither issued employee stock options nor Sweat Equity Shares and does not have any scheme to fund its employees to purchase the shares of the Company.

### **MATERIAL CHANGES AND COMMITMENTS**

There were no material changes and commitments that occurred subsequent to the end of the financial year till the date of this report, which affects the financial position of the Company

### **CHANGE IN NATURE OF BUSINESS**

There has been no change in the nature of business of the Company. Your Company continues to be one of the leading foods processing Company.

**PARTICULARS OF EMPLOYEES**

The information required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

<b>Name of the directors</b>	<b>Ratio to Median Remuneration</b>
<b>Executive Directors</b>	
Mr. Apoorva Shah	15.00
Mr. Apar Shah	12.73
<b>Non - Executive Directors /Independent Directors</b>	
Mr. Manish Vyas	NA
Ms. Neha Dhanuka	NA
Mrs. Monika Singhania	NA
Mr. Ashish Shah	NA
Mr. Ritesh Kumar Gupta	NA

The percentage increase in remuneration of each Director, Chief Financial Officer, Company secretary in the financial year:

<b>Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary</b>	<b>% increase in remuneration in the financial year</b>
Mr. Apoorva Shah	4.38%
Mr. Apar Shah	4.50%
Ms. Shivani Singh	10%
Mr. Akansh Bharat Shah	NA
Ms. Shanu Bhandari	NA
Mr. Archit Wahale	NA

The percentage increase in the median remuneration of employees in the financial year: 10%

The number of permanent employees on the rolls of Company: 25

Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report. Further, the report and the accounts are being sent to the members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection at the Registered Office of the Company. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary.

**COMPANY’S POLICY RELATING TO DIRECTOR’S APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES**

We affirm that the remuneration paid to the Directors is as per the term laid out in the Nomination & Remuneration Policy of the company. The Company has a Policy on Materiality of Related Party Transaction and dealing with Related Party Transaction which is uploaded on the Company’s website at [www.nhcgroup.com](http://www.nhcgroup.com).

**LOANS, GUARANTEES OR INVESTMENTS**

During the year under review, the Company had had remitted an advance of USD 6,91,616.60 towards acquiring 96.21% equity stake in Intra Metal Trading LLC-FZ ("Intra") located in Dubai, UAE specializing in Agri and Metals Trading.

### **PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The particulars of conservation of energy, technology absorption and foreign exchange earnings and outgo as prescribed under Section 134(3)(m) of the Act read with Rule 8 of The Companies (Accounts) Rules, 2014, are given as Annexure 2 to this Report.

### **CORPORATE SOCIAL RESPONSIBILITY**

The company has not developed and implemented any Corporate Social Responsibility initiatives as the said Provision of Section 135 of the Companies Act, 2013 is not applicable to the company.

### **BOARD EFFECTIVENESS**

In compliance with the requirements of SEBI Regulations, the Company has put in place a familiarization programme for Independent Directors to familiarize them with their roles, rights and responsibility as Directors, working of the Company, nature of the industry in which the Company operates, business model etc. The Company operates, business model etc. The same is also available on the website of the Company and can be accessed by web link [www.nhcgroupp.com](http://www.nhcgroupp.com).

### **RISK MANAGEMENT**

For your Company, Risk Management is an integral and important component of Corporate Governance. Your Company believes that a robust Risk Management ensures adequate controls and monitoring mechanisms for a smooth and efficient running of the business. A risk aware organization is better equipped to maximize the shareholder value.

The key cornerstones of your Company's Risk Management Framework are:

1. Periodic assessment and prioritization of risks that affect the business of your Company;
2. Development and deployment of risk mitigation plans to reduce the vulnerability to the prioritized risks;
3. Focus on both the results and efforts required to mitigate the risks;
4. Defined review and monitoring mechanism wherein the functional teams, the top management and the Board review the progress of the mitigation plans;
5. Embedding of the Risk Management processes in significant decisions such as large capital expenditures, mergers, acquisitions and corporate restructuring
6. Wherever, applicable and feasible, defining the risk appetite and install adequate internal controls to ensure that the limits are adhered to.

### **TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND**

Since there was no Dividend declared and paid during the year under review, the provisions of Section 125 of the Companies Act, 2013 does not apply.

## **CODE OF CONDUCT**

The Company has laid down and adopted a Code of Conduct for its Directors and Senior Management Personnel, which is also available on the Company's website [www.nhcgroupp.com](http://www.nhcgroupp.com). The Company has received confirmation from all Directors as well as Senior Management Personnel regarding compliance with the Code of Conduct during the year under review as required under Regulation 26(3) of the Listing Regulations. Additionally, all Independent Directors of the Company shall be bound by duties of Independent Directors as set out in the Companies Act, 2013 read with the Schedule and Rules there under. Pursuant to Schedule V(D) of the Listing Regulations,

A declaration signed by the Managing Director of the Company to this effect is attached at the end of this report.

## **TRADE RELATIONS**

Your Directors wish to record appreciation of the continued, unstinted support and co – operation from its retailers, stockists, supplier of goods/services, clearing and forwarding agents and all other associated with it. Your Company will continue to build and maintain a strong association with its business partners.

## **HEALTH, SAFETY AND ENVIRONMENT PROTECTION**

The Company has complied with all the applicable environmental law and labour laws. The Company has been complying with the relevant laws and has been taking all necessary measures to protect the environment and maximize worker protection and safety.

## **LISTING OF SHARES**

The shares of the Company are listed on BSE Ltd. The Company has regularly paid the Annual Listing Fees to the Bombay Stock Exchanges. Annual Custody / Issuer fee for the Financial Year 2022-2023 has been paid by the Company to National Securities Depositories Limited and Central Depository Services Limited.

## **A DISCLOSURE, AS TO WHETHER MAINTENANCE OF COST RECORDS AS SPECIFIED BY THE CENTRAL GOVERNMENT UNDER SUB-SECTION (1) OF SECTION 148 OF THE COMPANIES ACT, 2013, IS REQUIRED BY THE COMPANY AND ACCORDINGLY SUCH ACCOUNTS AND RECORDS ARE MADE AND MAINTAINED**

This requirement is not applicable upon the company.

## **THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONGWITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR**

This requirement is not applicable upon the company.

## **THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF**

This requirement is not applicable upon the company.

## **GENERAL**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- a) The Company has not accepted any deposits from the public or otherwise in terms of Section 73 of the Act read with Companies (Acceptance of Deposit) Rules, 2014 and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the Balance Sheet.
- b) No significant or material orders were passed by the Regulators, Courts or Tribunals which impact the going concern status and Company's operations in future.
- c) The Auditors have not reported any matter under Section 143(12) of the Act, therefore no detail is required to be disclosed under Section 134(3)(ca) of the Act.

**ACKNOWLEDGEMENTS**

The Board places on record its appreciation for the continued co-operation and support extended to the Company by customers, vendors, regulators, banks, financial institutions, rating agencies, stock exchanges and depositories, auditors, legal advisors, consultants, business associates and all the employees with whose help, cooperation and hard work the Company is able to achieve the results.

The Board deeply acknowledges the trust and confidence placed by the consumers of the Company and all its shareholders.

**BY THE ORDER OF THE BOARD OF DIRECTORS  
FOR NHC FOODS LIMITED**

**APOORVA SHAH  
MANAGING DIRECTOR  
DIN: 00573184**

**APAR SHAH  
WHOLE-TIME DIRECTOR  
DIN: 07125733**

**PLACE: MUMBAI  
DATE: AUGUST 12, 2024**





## Annexure 1

**Form No. AOC-2**

(Pursuant to Clause (h) of Sub-Section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts / arrangements entered into by the Company with related parties referred to in sub-Section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

1. Details of contracts or arrangements or transactions not at arm's length basis:

NHC Foods Limited (the Company) has not entered into any contract /arrangement /transaction with its related parties which is not in ordinary course of business or at arm's length basis or at arm's length during Financial Year 2022-2023. The Company has laid down policies and processes/procedures so as to ensure compliance to the subject Section in the Companies Act, 2013 ("Act") and the corresponding Rules. In addition, the process goes through internal and external checking, followed by quarterly reporting to the Audit Committee.

- a) Name(s) of the related party and nature of relationship: Not Applicable
- b) Nature of contracts/arrangements/transactions: Not Applicable
- c) Duration of the contracts / arrangements/transactions: Not Applicable
- d) Salient terms of the contracts or arrangements or transactions including the value, if any: Not Applicable
- e) Justification for entering into such contracts or arrangements or transactions: Not Applicable
- f) Date(s) of approval by the Board: Not Applicable
- g) Amount paid as advances, if any: Not Applicable
- h) Date on which the special resolution was passed in general meeting as required under first proviso to Section 188: Not Applicable

2. Details of material contracts or arrangement or transactions at arm's length basis:

- a) Name(s) of the related party and nature of relationship: Not Applicable
- b) Nature of contracts / arrangements / transactions: Not Applicable
- c) Duration of the contracts / arrangements / transactions: Not Applicable
- d) Salient terms of the contracts or arrangements or transactions including the value, if any: Not Applicable
- e) Date(s) of approval by the Board, if any: Not Applicable
- f) Amount paid as advances, if any: Not Applicable

**BY THE ORDER OF THE BOARD OF DIRECTORS  
FOR NHC FOODS LIMITED**

**APOORVA SHAH  
MANAGING DIRECTOR  
DIN: 00573184**

**APAR SHAH  
WHOLE-TIME DIRECTOR  
DIN: 07125733**

**PLACE: MUMBAI  
DATE: AUGUST 12, 2024**

**Annexure 2**

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO ETC:**

Information on conservation of Energy, Technology absorption, Foreign Exchange earnings and outgo required to be disclosed under Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are provided hereunder:

**A. Conservation of Energy**

The Company continues to take possible steps to conserve energy. This includes efficient electric fittings and equipment's that consumes less energy than conventional ones.

**B. Disclosure of particulars with respect to absorption of Technology, Research and Development (R&D)**

No technology has been imported. Indigenous Technology available has been used for product development/ component identifications or offering services and is continuously being upgraded to improve overall performance.

**C. Future Plan of Action**

Steps are continuously being taken to promote the branded sales in domestic as well as overseas market. The company is continuously making efforts to provide best of quality products to its customers.

**Form for disclosure of particulars with respect to Conservation of Energy**

	2023-24	2022-23
<b>(A) Power &amp; Fuel Consumption</b>		
<b>1. Electricity</b>		
(a) Purchased Units (kwh)	57737	57336
Total Amount (Rs.)	10,74,953	7,74,314
Rate/Unit (Rs./kwh)	18.62	13.50
<b>2. Other /Internal Generations</b>	N.A.	N.A.
Quantity		
Total Cost		
Average Cost		
<b>(B) Consumption per unit of production</b>		
Products (with details)unit	Since the Company manufacturers several items, it is impracticable to apportion the utilities	
Electricity		
Furnace Oil		
Coal		
<b>(C) Foreign Exchange Earnings and Outgo</b>	<b>FY 2023-2024 (In lakhs)</b>	
Earning in foreign currency	13857.44	
Expenditure in Foreign Currency	234.19	

## Annexure 3

**SECRETARIAL AUDIT REPORT**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024**

To,  
The Members,  
NHC Foods Limited  
Survey No. 777, Umarsadi Desaiwad Road,  
At Village Umarsadi, Taluka Pardi,  
Killa Pardi, Gujarat-396175

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by NHC Foods Limited (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of NHC Foods Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended March 31, 2024, complied with the statutory provisions listed here under and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2024 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and bye-laws framed there under;
4. The provisions of Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings were not applicable to the Company during the financial year under report;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
6. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company during the financial year under report:-
  - a. The Securities and Exchange Board of India (Issue of Capital and Disclosure requirements) Regulations, 2018;
  - b. The Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021;
  - c. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
  - d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
  - e. The Securities and Exchange Board of India (Depository & Participants) Regulations, 2018 regarding the Companies Act and dealing with client;

- f. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and
- g. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, the Company has complied with the following laws applicable specifically to the Company;

- 1. The Food Safety and Standards Act including packaging and Labelling Laws, 2011.
- 2. Prevention of Food Adulteration Act, 1954.
- 3. Legal Metrology Act, 2009 and rules and regulations made there under.
- 4. Standard Weights and Measures Act, 1976.
- 5. Maximum Retail Price Act, 2006.
- 6. Hazardous Wastes (Management and Handling) Rules, 1989 and Amendment Rule, 2003.

We have also examined compliance with the applicable clauses of the following:

- 1. Secretarial Standards issued by The Institute of Company Secretaries of India.
- 2. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

**We further report that**

- (a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.
- (b) Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- (c) Decisions at the Board Meetings were taken unanimously.
- (d) There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** during the audit period, there was no specific action was taken by the Company having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, except the following:

- (1) Shareholders of the Company vide Postal Ballot dated 20<sup>th</sup> December,2023, approved increase in borrowing limits of the Company upto Rs. 500 Crores under Section 180(1)(c) of the Companies Act,2013.
- (2) Shareholders of the Company vide Postal Ballot dated 20<sup>th</sup> December,2023, approved issue of Unsecured / Secured Compulsory Convertible Debentures ( CCDs) / Non-Convertible Debentures ( NCDs) / other Debt Securities on private placement basis.

**For DM & Associates Company Secretaries LLP  
Company Secretaries**

**Mohd Akram  
Partner  
ACS NO A22589  
C P NO 9411  
UDIN Number: A022589F000893250**

Place: Mumbai  
Date: 5th August, 2024

**Note: This report is to be read with our letter of even date that is annexed as Annexure - I and forms an integral part of this report.**

## ANNEXURE - I

To,  
The Members,  
NHC Foods Limited  
Survey No. 777, Umarsadi Desaiwad Road,  
At Village Umarsadi, Taluka Pardi,  
Killa Pardi, Gujarat-396175

Our report of even date is to be read along with this letter,

1. Maintenance of secretarial record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For DM & Associates Company Secretaries LLP**  
**Company Secretaries**

**Mohd Akram**  
**Partner**  
**ACS NO A22589**  
**C P NO 9411**  
**UDIN Number: A022589F000893250**

Place: Mumbai  
Date: 5th August, 2024

**CORPORATE GOVERNANCE REPORT**

The Company’s Report on Corporate Governance for the financial year ended March 31, 2024 is in compliance with the principles of Corporate Governance as prescribed in Regulation 34(3) read with Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”)

**A BRIEF STATEMENT ON THE COMPANY’S PHILOSOPHY ON CODE OF GOVERNANCE:**

Corporate Governance is a set of systems and practices to ensure that the affairs of the Company are being managed in a way which ensure accountability, transparency, fairness in all its transactions in the widest sense and meet its stakeholder’s aspirations and societal expectations.

The Company firmly believes in good Corporate Governance. The Company, while conducting its business has been upholding the core values of NHC Foods i.e. Transparency, integrity, honesty, accountability, and compliance of laws. The Company continuously endeavour to improve on these aspects on an on-going basis. NHC Foods recognises that good Corporate Governance is a continuous exercise and reiterates its commitment to pursue highest standard of Corporate Governance in the overall interest of all its stakeholders.

Obeying the law, both in letter and in spirit, is the foundation on which the Company’s ethical standards are built. The Company would constantly endeavour to improve on these aspects.

**CORPORATE GOVERNANCE AND ETHICS**

The core of successful management lies in its clarity, vision and implementation of plan. We believe that if something is important enough to be done, it is important that we do it in ethical manner. The essence of Corporate Governance lies in promoting and maintaining integrity, transparency and accountability in the management’s higher echelons. Over the years, we have strengthened governance practices. These practices define the way business is conducted and value is generated.

**BOARD OF DIRECTORS**

**COMPOSITION OF BOARD**

The company has a very balanced and diverse Board of Directors, which primarily takes care of the business needs and Stakeholders’ interest. The Board of Directors of the Company comprises of Two Executive Directors and Three Non – Executive Independent Directors. The Board composition is in compliance with the requirements of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), requiring not less than half the Board to be independent.

All the Independent Directors have confirmed that they meet the independence criteria as mentioned under Listing Regulations and the Companies Act, 2013. All directors have made necessary disclosures regarding committee positions and Directorships held by them in other companies.

The Composition of Board of Directors is as follows:

<b>Sr. No.</b>	<b>Name of the Director</b>	<b>DIN</b>	<b>Category</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
1.	Apoorva Shah	00573184	Promoter Executive	13-11-2021	–
2.	Manish Vyas	08502223	Independent Non-Executive	12-07-2019	–
3.	Monika Singhanian	07950196	Independent Non-Executive	30-09-2017	–
4.	Neha Dhanuka	08502169	Independent Non-Executive	12-07-2019	–
5.	Apar Shah	07125733	Promoter Group Executive	10-06-2021	–
6.	Ashish Shah	06701501	Non Independent Non-Executive	26-06-2023	–
7.	Ritesh Kumar Gupta	05102641	Non Independent Non-Executive	21-09-2023	–

**BOARD MEETINGS:**

The Board meets at regular intervals to discuss and decide on Company / Business policy and strategy apart from other Board business.

The Board business generally includes consideration of important corporate actions and events including:

- Quarterly and annual result announcements;
- Oversight of the performance of the business;
- Development and approval of overall business strategy;
- Board succession planning;
- Review of the functioning of the Committees and
- Other strategic, transactional and governance matters as required under the Companies Act, 2013, Listing Regulations and other applicable legislations.

The notice of Board / Committee meeting is given well in advance to all the Directors. Usually, meetings of the Board are held in Mumbai. The Agenda of the Board / Committee Meetings is set by the Company Secretary in consultation with the Chairman and the Managing Director of the Company. The Agenda is circulated a week prior to the date of the meeting. The Agenda for the Board and Committee Meetings covers items set out as per the guidelines in Listing Regulations to the extent it is relevant and applicable. The Agenda for the Board and Committee Meetings include detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision.

Name of the Director	Number of Board Meetings held during the year 2023-24		Whether attended last AGM held on September 15, 2023	Number of Directorship in other listed Companies	Number of Committee Positions held in other Public Companies*	
	Held	Attended			Chairman	Member
Apoorva Shah	13	12	Yes	–	–	–
Monika Singhania	13	13	Yes	2	1	7
Manish Vyas	13	13	No	–	–	–
Neha Dhanuka	13	13	No	–	–	–
Apar Shah	13	12	Yes	–	–	–
Ashish Shah	13	8	No	–	–	–
Ritesh Kumar Gupta	13	7	NA	–	–	–

Mrs. Monika Singhania is an Independent Director (Independent Non-Executive) in Dolat Algotech Limited and Sanjivani Paranteral Limited.

13 Board Meetings were held during the year and the gap between two meetings did not exceed One Hundred and Twenty Days. The dates on which the said meetings were held:

27-04-2023	19-05-2023	22-06-2023	26-06-2023	17-07-2023	10-08-2023	21-09-2023
03-10-2023	10-10-2023	8-11-2023	18-11-2023	6-02-2024	20-02-2024	–

**BOARD SUPPORT:**

The Company Secretary is responsible for collation, review and distribution of all papers submitted to the Board and Committees thereof for consideration. The Company Secretary is also responsible for preparation of the Agenda and convening of the Board and Committee meetings. The Company Secretary attends all the meetings of the Board and its Committees, either in the capacity of Secretary of the Committees or Member of the Committee. The Company Secretary advises / assures the Board and its Committees on Compliance and Governance principles and ensures appropriate recording of minutes of the meetings.

**REVIEW OF LEGAL COMPLIANCE REPORTS:**

During the year, the Board periodically reviewed compliance reports with respect to the various laws applicable to the Company, as prepared and placed before it by the Management.

**(a) DISCLOSURE OF RELATIONSHIP BETWEEN DIRECTORS INTER-SE: -:**

Mr. Apar Shah, Whole Time Director is the Son of Mr. Apoorva Shah, Managing Director of the Company.

**(b) DETAILS OF EQUITY SHARES OF THE COMPANY HELD BY THE DIRECTORS AS ON MARCH 31, 2024 ARE GIVEN BELOW**

<b>Name of the Directors</b>	<b>No. of Shares held (As on March 31, 2023)</b>
Mr. Apoorva Shah	3919368
Mr. Apar Shah	27650
Mr. Manish Vyas	Nil
Mrs. Monika Singhania	Nil
Ms. Neha Dhanuka	Nil
Mr. Ashish Shah	Nil
Mr. Ritesh Kumar Gupta	Nil

The Company has not issued any convertible instruments.

**FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS**

All Independent Directors are familiarized with the Company, their roles, rights, responsibilities in the Company, nature of the industry, in which the Company operates, business model of the Company etc. from time to time. The entire Board including Independent Directors has access to Product Heads/Factory Heads and other commercial / technical staff, wherever required for informed decision making. Detailed agenda are sent well in advance to all the Directors in order for the Board to perform its function and fulfil its role effectively. The details regarding Independent Directors' Familiarisation program are given under the 'Investor Section' on the website of the Company and can be accessed at [www.nhcgroupp.com](http://www.nhcgroupp.com).

**MEETING OF INDEPENDENT DIRECTORS**

As stipulated by the Code of Independent Directors under the Act, and the Listing Regulations, a separate meeting of the Independent Directors of the Company was held on March 26, 2024 to review the performance of Non-Independent Directors (including the Chairman) and the Board as whole.

As stipulated by the code of Independent directors under the act, and the listing regulations Separate meeting of the Independent Directors of the Company is held every year, whereat following prescribed items are discussed:

- (a) Review of performance of Non-Independent Directors and the Board as a whole;
- (b) Review of performance of the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors.
- (c) Assessment of the quality, quantity and timeliness of flow of information between the Company Management and the Board to effectively and reasonably perform their duties.

**COMPANY'S POLICY ON PROHIBITION OF INSIDER TRADING**

The Company has adopted a Code of Conduct for Regulating, Monitoring and Reporting of trading by insiders of the Company ('the Code') as per the SEBI (Prohibition of Insider Trading) Regulations, 2015 with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires preclearance for dealing in the Company's shares and prohibits the purchase or sale of Company's securities by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Company Secretary is responsible for implementation of the Code. The full text of the code is available on the website of the Company under "Investor Section" in the Corporate Governance Section.



## SUBSIDIARIES

The Company does not have any Subsidiary Company.

## RELATED PARTY TRANSACTIONS

The Board of Directors has approved a policy on materiality of related party transactions and also dealing with related party transactions.

The policy is available on the website of the Company under 'Investor Section' in the Corporate Governance Section. The Shareholders of the Company vide Special Resolution passed on September 30, 2014 have approved per annum limits (beginning April 1, 2014) for certain Related Party Transactions.

Within the Shareholders approved limits, wherever applicable, the Audit Committee and Board affirm the annual limits for related party transactions in the first meeting of the Board of Directors of every financial year.

### I. AUDIT COMMITTEE:

The terms of reference of the Audit Committee are as per the governing provisions of the Companies Act, 2013 (section 177) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (specified in Part C of Schedule II).

The terms of reference of the Audit Committee include:

1. Reviewing the Company's financial reporting process and the disclosure of its financial information to ensure the financial statement is correct, sufficient and credible.
2. Reviewing the adequacy of internal audit function, the structure of the internal audit department, reporting structure coverage and frequency of internal audit.
3. Recommending the appointment, terms of appointment and removal of statutory auditor and the fixation of audit fees, payment to Statutory Auditors for any other services rendered and any other related payments.
4. Reviewing the Statutory and Internal Auditor's independence and performance and scrutinizing the effectiveness of the entire Audit process.
5. Reviewing the adequacy of Internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage.
6. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
7. Reviewing, with the management, the quarterly and annual financial statements and the Auditors' report before submission to the Board for approval, focusing primarily on:
  - a) Matters required being included in the Directors' Responsibility Statement to be included in the Board's Report.
  - b) Compliance with accounting standards and changes in accounting policies and practices and reasons for the same.
  - c) Major accounting entries involving estimates based on exercise of judgment by Management.
  - d) Audit qualifications and significant adjustments arising out of audit.
  - e) Significant adjustments made in the financial statements arising out of Audit findings.
  - f) Compliance with listing and other legal requirements relating to financial statements.
  - g) Disclosure of any related party transactions.
8. Reviewing with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.

9. Reviewing with management, the periodical financial statements.
10. Reviewing with the management, external and internal auditors, the adequacy of internal financial control systems, frequency of internal audit, significant findings by internal auditors and follow up there on.
11. Discussing with external auditors, nature and scope of audit as well as having post-audit discussions.
12. Reviewing the Company’s financial and risk management policies.
13. Reviewing Whistle Blower Mechanism (Vigil mechanism as per Companies Act, 2013).
14. Reviewing Management Discussion and Analysis Report, Management letters / letters of internal control weaknesses issued by the statutory auditors, if any; internal audit reports relating to internal control weaknesses.
15. Approving any transactions or subsequent modifications of transactions with related parties.
16. Reviewing inter-corporate loans and investments.
17. Valuation of undertakings or assets of the Company, if necessary.
18. Reviewing financial statements and investments made by subsidiary companies.
19. Evaluating reasons for any substantial defaults in payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividend) and creditors, if any.
20. Reviewing the effectiveness of the system for monitoring compliance with laws and regulations.
21. Approving the appointment of CFO after assessing the qualification, experience and background etc. of the candidate.

The Audit Committee is vested with the necessary powers to achieve its objectives. The Committee has discharged such other role/function as envisaged under Regulation 18(3) read with Part C of Schedule II of the Listing Regulations and the provisions of Section 177 of the Act.

**COMPOSITION AND ATTENDANCE AT MEETINGS**

The Chairperson of the Audit Committee attended the last Annual General Meeting of the company. The Audit Committee met Seven times during financial year 2023-24 on May 19, 2023, August 10, 2023, October 10, 2023, November 8, 2023, November 18, 2023, February 6, 2024 and February 20, 2024 and the gap between two meetings did not exceed one hundred and twenty days. The Composition of the Audit Committee and attendance at committee meetings is as follows:

<b>Name</b>	<b>Designation</b>	<b>Category</b>	<b>No. of Meeting attended</b>
Mrs. Monika Singhania	Chairperson	Non-Executive Independent Director	7
Mr. Apoorva Shah	Member	Managing Director	6
Mr. Manish Vyas	Member	Non-Executive Independent Director	7
Ms. Neha Dhanuka	Member	Non-Executive Independent Director	7

	<b>Mrs. Monika Singhania</b>	<b>Mr. Apoorva Shah</b>	<b>Mr. Manish Vyas</b>	<b>Ms. Neha Dhanuka</b>
<b>19-05-2023</b>	Yes	Yes	Yes	Yes
<b>10-08-2023</b>	Yes	Yes	Yes	Yes
<b>10-10-2023</b>	Yes	Yes	Yes	Yes
<b>08-11-2023</b>	Yes	Yes	Yes	Yes
<b>18-11-2023</b>	Yes	Yes	Yes	Yes
<b>06-02-2024</b>	Yes	Yes	Yes	Yes
<b>20-02-2024</b>	Yes	No	Yes	Yes

The meetings are usually attended by the Executive Directors, the CFO, Company Secretary and representatives of Statutory Auditors and Internal Auditors. Business and Operation Heads are also invited to the meetings, as and when needed.

## II. NOMINATION AND REMUNERATION COMMITTEE:

The powers, role and terms of reference of the Nomination and Remuneration Committee covers the areas as provided under Regulation 19 of the Listing Regulations and Section 78 of the Act, besides other terms as referred by the Board.

The terms of reference of the Nomination and Remuneration Committee are as per the governing provisions of the Companies Act, 2013 (section 178) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (specified in Part D of Schedule II).

The terms of reference of the Nomination and Remuneration Committee include:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
5. Administration of Employee Stock Option Scheme(s);
6. Reviewing and recommending the remuneration of Whole-time Directors of the Company.

### COMPOSITION AND ATTENDANCE AT MEETINGS:

The Nomination and Remuneration Committee comprises three Non-Executive Independent Directors. Mrs. Monika Singhania is the Chairperson of the Committee. She was present at the last Annual General Meeting. The Committee met Six times during Financial Year 2023-24 on June 26, 2023, August 10, 2023, September 21 2023, November 8 2023, November 18, 2023 and February 20, 2024. The composition of and attendance at Committee meetings is as follows:

Name	Designation	Category	No. of Meeting attended
Mrs. Monika Singhania	Chairperson	Non-Executive Independent Director	6
Mr. Manish Vyas	Member	Non-Executive Independent Director	6
Ms. Neha Danuka	Member	Non-Executive Independent Director	6

	Monika Singhania	Manish Vyas	Neha Dhanuka
26-06-2023	Yes	Yes	Yes
10-08-2023	Yes	Yes	Yes
21-09-2023	Yes	Yes	Yes
08-11-2023	Yes	Yes	Yes
18-11-2023	Yes	Yes	Yes
20-02-2024	Yes	Yes	Yes

**POLICY ON NOMINATION, REMOVAL, REMUNERATION AND BOARD DIVERSITY**

Pursuant to the requirements of Section 178 of the Act and corresponding provisions contained in Regulation 17 of the SEBI Regulations, the Nomination and Remuneration Committee at its meeting held on 12th May, 2014, approved the policy on Nomination, Removal, Remuneration and Board Diversity ('NR Policy'). The NR Policy covers the following aspects:

Pursuant to the requirements of section 178 of the act and corresponding provisions contained in regulation 17 of SEBI Regulation

- Appointment and removal of Directors, Key Managerial Personnel and employees in Senior Management;
- Remuneration payable to the Directors, Key Managerial Personnel and employees in Senior Management;
- Board Diversity;
- Succession plan for Directors, Key Managerial Personnel and employees in Senior Management and;
- Evaluation of Individual Directors, Chairperson of the Board, the Board as a whole and the Committees of the Board.

**III. STAKEHOLDERS' RELATIONSHIP COMMITTEE**

The terms of reference of Stakeholder Relationship Committee includes:

1. To approve Transfer / Transmission / Dematerialization of Shares of Company.
2. To approve issue of Duplicate / Consolidated / Split Share Certificate.
3. To do all necessary acts, deeds and things as may be required including authorizing any person to endorse Share Certificate, affixing Common Seal of the company on Share Certificate a per Article of Association of company, etc.

The Stakeholders' Relationship Committee oversees redressal of stakeholders' grievances. The Committee met two times during Financial Year 2023-2024 on May 10, 2023 and November 18, 2023. Further, during the year, the Company received no complaints for various matters like non-receipt of share certificates, non-issue of duplicate certificates, and rejection of Demat requests. All the complaints were resolved to the satisfaction of investors. The Company Secretary functions as the Compliance Officer of the Company. The composition and attendance at Committee meetings is as follows:

<b>Name</b>	<b>Designation</b>	<b>Category</b>	<b>No. of Meeting attended</b>
Mrs. Monika Singhania	Chairperson	Non-Executive Independent Director	2
Mr. Apar Shah	Member	Whole time Director	
Mr. Manish Vyas	Member	Non-Executive Independent Director	2
Ms. Neha Dhanuka	Member	Non-Executive Independent Director	2

	<b>Mrs. Monika Sighania</b>	<b>Mr. Manish Vyas</b>	<b>Ms. Neha Dhanuka</b>	<b>Apar Shah</b>
10-05-2023	Yes	Yes	Yes	Yes
18-11-2023	Yes	Yes	Yes	Yes

**SENIOR MANAGEMENT:**

Sr. No.	Name	Designation
1	Apoorva Himatlal Shah	Managing Director
2	Apar Apoorva Shah	Whole Time Director
3	Shanu Bhandari	Company Secretary
4	Archit Wahale	Chief Financial Officer
5	Aneri Shah	Business Development Manager
6	Rajeev Joshi	International Marketing Manager
7	Shrikant Pralhad Ghadage	Accounts and Finance Manager
8	Ashok Laxman Utekar	Accounts and Finance Manager
9	Ajit Patil	Senior Accounts Manager
10	Sanad Upadhyay	Export Documents Manager
11	Sukhdev Kolge	Warehouse/Stores Manager
12	Dharmendrakumar Thakorlal Rana	Factory Manager

During Financial Year 2023-2024, Mr. Awadheshkumar Kannaujia and Mr. Akansh Shah resigned as Chief Financial Officer whereas Ms. Shivani Singh resigned as Company Secretary.

**BOARD EVALUATION:**

The Board of Directors of the Company is committed to assessing its own performance as a Board in order to identify its strengths and areas in which it may improve its functioning. To that end, the Nomination and Remuneration Committee has established processes for performance evaluation of Independent Directors, the Board and Committees of the Board.

Pursuant to the provisions of the Act, and the Listing Regulations, the Board has carried out an annual evaluation of its own performance, performance of its Committees as well as the Directors individually. A structured evaluation was carried out based on various parameters such as skills and experience to perform the role, level of participation, contribution to strategy, and degree of oversight, professional conduct and independence.

**POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION:**

Pursuant to the requirements of Section 178 of the Act and corresponding provisions contained in Regulation 17 of the SEBI Regulations, the Nomination and Remuneration Committee at its meeting approved the policy on Nomination, Removal, Remuneration and Board Diversity ('NR Policy'). The NR Policy covers the following aspects:

**A. APPOINTMENT CRITERIA AND QUALIFICATION:**

The Nomination and Remuneration Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director in terms of Diversity Policy of the Board and recommend to the Board his / her appointment.

For the appointment of KMP (other than managing / Whole-time Director or Manager) or Senior Management, a person should possess adequate qualification, expertise and experience for the position for which he / she is considered for the appointment.

**B. TERM:**

The Term of the Directors including Managing / Whole-Time Director / Manager/ Independent Director shall be governed as per the provisions of the Companies Act, 2013 and Rules made there under and Listing Regulations, as amended from time to time.

Whereas the term of the KMP (other than the Managing / Whole-time Director / Manager) and Senior Management shall be governed by the prevailing HR policies of the Company.

**C. REMOVAL:**

Due to reasons for any disqualification mentioned in the Companies Act, 2013 or under any other applicable Act, Rules and Regulations there under and/or for any disciplinary reasons and subject to such applicable Acts, Rules and Regulations and the Company’s prevailing HR policies, the Nomination and Remuneration Committee may recommend, to the Board, with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel.

**D. REMUNERATION OF MANAGING/WHOLE-TIME DIRECTOR, KMP AND SENIOR MANAGEMENT:**

The remuneration / compensation / commission, etc., as the case may be, to the Managing / Whole-time Director will be determined by the Nomination and Remuneration Committee and recommended to the Board for approval. The remuneration/compensation/commission, etc., as the case may be, shall be subject to the prior / post approval of the shareholders of the Company and Central Government, wherever required and shall be in accordance with the provisions of the Companies Act, 2013 and Rules made there under. Further, the whole-time Director of the Company is authorised to decide the remuneration of KMP (other than Managing/Whole-time Director) and Senior Management, and which shall be decided by the Whole-time Director based on the standard market practice and prevailing HR policies of the Company.

**E. REMUNERATION TO NON-EXECUTIVE / INDEPENDENT DIRECTOR:**

The remuneration / commission / sitting fees, as the case may be, to the Non-Executive / Independent Director, shall be in accordance with the provisions of the Companies Act, 2013, and the Rules made there under for the time being in force or as may be decided by the Committee / Board / shareholders.

An Independent Director shall not be entitled to any stock option of the Company unless otherwise permitted in terms of the Companies Act, 2013 and Listing Regulations, as amended from time to time.

**REMUNERATION PHILOSOPHY:**

**REMUNERATION TO EXECUTIVE DIRECTOR:**

The Company’s Board presently consists of two Executive Directors viz. Apoorva Shah, Managing Director and Apar Shah, Whole-Time Director. The Nomination & Remuneration Committee recommend to the Board the remuneration payable to MD and Whole-Time Director within the overall limit approved by the Members of the Company.

The remuneration payable to the MD and Whole-Time Director comprises of two broad terms – Fixed Remuneration and Variable Remuneration in the form of Performance Bonus.

**MANAGING DIRECTOR AND WHOLE-TIME DIRECTOR:**

	<b>Apoorva Shah</b>	<b>Apar Shah</b>
Salary Rs.	4499096	3819300
Benefits, Perquisites & Allowances	–	–
Commission	–	–
ESPS	–	–

**GENERAL BODY MEETINGS:**

<b>Year</b>	<b>Location</b>	<b>Day, Date &amp; Time</b>
2022-23	Via Video Conferencing / Other Audio Visual means	Friday, 15th September, 2023 12.00 PM
2021-22	Via Video Conferencing / Other Audio Visual means	Friday, 30th September, 2022 12.00 PM
2020-21	Via Video Conferencing / Other Audio Visual means	Thursday, 30th September, 2021 12.00 AM

The Company had provided facility of e-voting pursuant to provisions of the Act and the Listing Regulations, to its Members.

A scrutinizer was appointed by the Company to monitor and review the e-voting process. On completion of evoting process, the Scrutinizer presented a report to the Chairman. All the resolutions were passed with requisite majority.

**SPECIAL RESOLUTIONS PASSED IN THE LAST THREE ANNUAL GENERAL MEETINGS:**

Date of Annual General Meeting	Details of Special Resolutions Passed, if any
September 15, 2023	Approval for Sale of Undertaking(S)/Individual Property or asset of the company situated at Survey No. 777, Umarsadi Desaiwad Road, At Village Umarsadi, Taluka Pardi, District Valsad, Gujarat – 396175
	Approval for Sale of Undertaking(S)/Individual Property or asset of the company situated at NHC House, 2/13, Anand Nagar, Santacruz (E), Mumbai – 400055
	Re-appointment of Mrs. Monika Amit Singhania (DIN: 07950196) as Independent Director of the company
September 30, 2022	Approval for the Sale of Undertaking of the company situated at Survey No. 777, Umarsadi Desaiwad Road, at Village Umarsadi, Taluka Pardi, District Valsad, Gujarat – 396175.
	Approval for Sale of Undertaking of the company situated at NHC House, 2/13, Anand Nagar, Santacruz East, Mumbai – 400055.
September 30, 2021	Approval for the Sale of Undertaking of the company situated at Survey No. 777, Umarsadi Desaiwad Road, at Village Umarsadi, Taluka Pardi, District Valsad, Gujarat – 396175.
	Approval for Sale of Undertaking of the company situated at NHC House, 2/13, Anand Nagar, Santacruz East, Mumbai – 400055.
	Re-Appointment of Mr. Apoorva Shah, Chairman & Managing Director for a period of three years with effect from 13th November, 2021 to 12th November, 2024
	Regularization of Mr. Apar Shah (DIN: 07125733) as Whole Time Director of the company.

**EXTRA ORDINARY GENERAL MEETING:**

No Extraordinary General Meeting was held during the period under the reference.

**DETAILS OF SPECIAL RESOLUTION PASSED THROUGH POSTAL BALLOT, PERSON WHO CONDUCTED THE POSTAL BALLOT, DETAILS OF VOTING PATTERN AND PROCEDURE OF THE SAME**

During the financial year, following Resolution was passed by the Company through Postal Ballot.

Sr. No.	Date of Announcement of Result	Particulars of Resolution	% of Votes in Favour	% of Votes Against
1	December 20, 2023	Increase Borrowing limit up-to Rs. 500 Crores (Rupees Five Hundred Crores Only) Under Section 180(1)(c) of Companies Act, 2013.	99.99	0.01
2	December 20, 2023	To issue Unsecured/Secured Compulsory Convertible Debentures (CCDs) /Non-Convertible Debentures (NCDs)/ other Debt Securities on private placement basis.	99.99	0.01

The Board of Directors had appointed CS Dinesh Kumar Deora, Practising Company Secretary (Membership No. F5683 and Certificate of Practice No.4119), as the scrutiniser for carrying out the postal ballot process in a fair and transparent manner.

The voting period commenced on Tuesday, November 21, 2023 and ended on Wednesday, December 20, 2023. The cut-off date for the purpose of determining the number of members was Friday, November 10, 2023 and total number of members as on cut-off date was 9931.

#### **Procedure for Postal Ballot**

Pursuant to the provisions of Section 110 of the Act read with Rule 22 of Companies (Management and Administration) Rules, 2014 (Management Rules), as amended, the Company had issued Postal Ballot Notice dated November 18, 2023 to the Members, seeking their consent with respect to the above mentioned Resolution.

In compliance with provisions of Sections 108, 110 and other applicable provisions of the Act read with the Rules made thereunder and SEBI Listing Regulations, the Company provided electronic voting (e-voting) facility to all its members. The Company engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing remote e-voting facility to all its members. The Postal Ballot Notice was sent only through electronic mode to those members whose e-mail address was registered with the Company or the Depository Participant(s). In terms of the aforesaid MCA Circulars, physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope was not sent to the members. The Company also published a notice in the newspapers declaring the details of completion of dispatch and other requirements under the Secretarial Standards issued by Institute of Company Secretaries of India, the Act and the Rules thereunder.

Voting rights were reckoned on the paid up value of shares of the Company registered in the names of the shareholders as on the cut – off date. Members desiring to exercise their votes by electronic mode were requested to vote through remote e-voting only before the close of business hours on the last date of e-voting.

The Scrutiniser submitted his report to the Company Secretary / Chairman, authorised by the Board, after the completion of scrutiny and the results of the voting by postal ballot were then announced by the Company Secretary of the Company. The results were displayed on the website of the Company i.e. [www.nhcgroup.com](http://www.nhcgroup.com) , besides being communicated to the Stock Exchanges and e-voting website of NSDL.

#### **DETAILS OF SPECIAL RESOLUTION PROPOSED TO BE PASSED THROUGH POSTAL BALLOT**

1. To re-appoint Mr. Apar Shah (DIN: 07125733) as a Whole-Time Director for a term of three years with effect from June 10, 2024 upto June 9, 2027
2. To re-appoint Mr. Manish Vyas (DIN: 08502223) as a Non-Executive Independent Director for a second term of five years with effect from July 12, 2024 upto July 11, 2029
3. To re-appoint Ms. Neha Dhanuka (DIN: 08502169) as a Non-Executive Independent Director for a second term of five years with effect from July 12, 2024 upto July 11, 2029

#### **DISCLOSURE ON WEBSITE**

Following information has been disseminated on the website of the Company at [www.nhcgroup.com](http://www.nhcgroup.com)

1. Details of business of the Company
2. Terms and conditions of appointment of Independent Directors
3. Composition of various Committees of Board of Directors
4. Code of Conduct for Board of Directors and Senior Management Personnel
5. Details of establishment of vigil mechanism/Whistle Blower policy
6. Criteria of making payments to Non-Executive Directors
7. Policy on dealing with Related Party Transactions
8. Details of familiarisation programmes imparted to Independent Directors
9. Policy for determination of materiality of events



**COMPLIANCE OFFICER**

Mrs. Shanu Bhandari, Company Secretary of the Company acts as a Compliance officer of the company. The Company obtains from a Company Secretary in Practice, yearly certificate of compliance with the share transfer formalities and issue of certificates within prescribed time limit pursuant to provisions of Listing Agreement/ Listing Regulations, as applicable and files a copy of the certificate with the Stock Exchanges.

**POLICY FOR PRESERVATION OF DOCUMENTS**

Pursuant to the requirements under Regulation 9 of the Listing Regulations, the Board has formulated and approved a Document Retention Policy prescribing the manner of retaining the Company's documents and the time period up to certain documents are to be retained. The policy percolates to all levels of the organization who handle the prescribed categories of documents.

**SKILL MATRIX OF THE BOARD OF DIRECTORS:**

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the Skill Matrix of the Board of Directors of your Company is given below:

List of Core Skills / expertise identified by Board of Directors	Company Directors						
	Apoorva Shah	Apar Shah	Manish Vyas	Monika Singhanian	Neha Dhanuka	Ashish Shah	Ritesh Kumar Gupta
Business Strategy	Yes	Yes	Yes	-	-	-	-
General Management	Yes	Yes	-	Yes	Yes	Yes	Yes
Accounting /Auditing	Yes	Yes	Yes	Yes	-	Yes	Yes
Legal/Secretarial/Compliance	Yes	-	-	Yes	Yes	Yes	-
Marketing	Yes	Yes	Yes	Yes	Yes	-	-

**MEANS OF COMMUNICATION**
**(a) QUARTERLY RESULTS:**

The Company publishes limited reviewed un-audited standalone financial results on a quarterly basis. In respect of the fourth quarter, the Company publishes the audited financial results for the complete financial year.

**(b) NEWSPAPERS WHEREIN RESULTS NORMALLY PUBLISHED:**

The quarterly/ half-yearly/ annual financial results are published in Financial Express in both English and Ahmedabad editions.

**(c) WEBSITE, WHERE DISPLAYED:**

The financial results and the official news releases are also placed on the Company's website [www.nhcgroup.com](http://www.nhcgroup.com) in the 'Investor Relations' section.

**(d) OFFICIAL NEWS RELEASES:**

Yes, the Company regularly publishes an information update on its financial results and also displays official news releases in the 'Investor Relations' section under relevant sections.

**(e) BSE CORPORATE COMPLIANCE & LISTING CENTRE (THE 'LISTING CENTRE'):**

BSE's Listing Centre is a web-based application designed for corporate. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others are filed electronically on the Listing Centre.

**(f) SEBI COMPLAINTS REDRESS SYSTEM (SCORES)**

The investor complaints are processed in a centralised web-based complaints redress system. The salient features of this system are: Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

**GENERAL SHAREHOLDER INFORMATION:**

**(a) DATE, TIME AND VENUE: ANNUAL GENERAL MEETING**

Day	: Friday
Date	: September 27, 2024
Time	: 12.00 pm
Venue	: Via Video Conferencing / Other Audio Visual means
Book Closure	: September 20, 2024 to September 27, 2024

**(b) FINANCIAL YEAR:**

The Financial Year of the Company starts from 1st April of a year and ends on 31st March of the following year.

<b>Approval of financial results proposed</b>	
Quarter ending 30 June, 2024	Within 45 days from the end of the quarter
Quarter ending 30 September, 2024	Within 45 days from the end of the quarter
Quarter ending 31 December, 2024	Within 45 days from the end of the quarter
Year ending 31 March, 2025	Within 60 days from the end of the Financial Year

**(c) Name and address of each Stock Exchange(s) at which the Company securities are listed and a confirmation about payment of annual listing fee to each of such Stock Exchange(s):**

**LISTING ON STOCK EXCHANGE**

BSE Limited (BSE), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001

**LISTING FEES**

The listing fees for the Financial Year 2023-2024 have been paid by the Company within the stipulated time.

**(d) Stock code:**

<b>Stock Exchange</b>	<b>Scrip Code</b>	<b>ISIN</b>
BSE Ltd.	517554	INE141C01028

**(e) MARKET PRICE DATA - HIGH, LOW DURING EACH MONTH IN LAST FINANCIAL YEAR:**

<b>Month</b>	<b>BSE Ltd.</b>		
	<b>High</b>	<b>Low</b>	<b>Volume (No. of Shares)</b>
April 2023	38.70	29.52	5,66,883
May 2023	47.99	35.33	12,43,363
June 2023	57.95	46.11	13,86,588
July 2023	52.00	46.20	5,69,008
August 2023	52.10	44.38	4,77,778
September 2023	48.50	41.56	3,86,645
October 2023	46.29	39.88	3,43,748
November 2023	48.00	40.10	5,35,864
December 2023	52.99	40.16	10,98,306
January 2024	52.00	42.00	15,08,730
February 2024	46.70	40.00	8,03,655
March 2024	43.60	32.20	6,44,009

(Source: BSE Website)

Note: High and low are in rupees per traded share. Volume is the total monthly volume of trade (in numbers) in the Company's share on the respective Stock Exchange.

**(f) REGISTRAR AND SHARE TRANSFER AGENTS:**
**LINK INTIME INDIA PRIVATE LIMITED.**

C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083

Tel.: 022 4918 6000

Email: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

Website: [www.linkintime.co.in](http://www.linkintime.co.in)

**(g) SHARE TRANSFER SYSTEM:**

Shares held in physical form are processed by Registrar and Share Transfer Agents in the prescribed manner and if the documents are complete in all respects, are transferred within the time frame under the applicable provision of the law.

**(h) Distribution of Shareholding as on 31<sup>st</sup> March, 2024:**

Shareholding of Nominal Value of Rs. 10/- each	Shareholders (Numbers)	% of Total Shareholders	No. of Shares	Nominal Value (in Rs.)	% of Nominal Value
Up to 5,000	8939	82.85	945029	9450290	7.97
5,001 – 10,000	806	7.47	664981	6649810	5.61
10,001 – 20,000	470	4.36	720984	7209840	6.08
20,001 – 30,000	180	1.67	460536	4605360	3.88
30,001 – 40,000	94	0.87	334007	3340070	2.82
40,001 – 50,000	84	0.78	398172	3981720	3.36
50,001 – 1,00,000	110	1.02	804432	8044320	6.79
1,00,001 & above	106	0.98	7526859	75268590	63.49
<b>Grand Total</b>	<b>10789</b>	<b>100.00</b>	<b>11855000</b>	<b>118550000</b>	<b>100.00</b>

**OWNERSHIP PATTERN AS ON 31ST MARCH, 2024:**

Category Code	Category of Shareholders	Number of Shareholders	Total Number of Shares	As a Percentage of (A+B+C)
(A)	Shareholding of Promoter and Promoter group			
	1. Indian	5	48,38,655	40.82
	2. Foreign	–	–	–
	Total Shareholding of Promoter & Promoter group	5	<b>48,38,655</b>	40.82
(B)	Public Shareholding			
	1. Institutions			
	Financial Institutions / Banks			
	2. Bodies Corporate	39	255403	2.15
	3. Public and others	<b>10,583</b>	<b>67,60,942</b>	<b>57.03</b>
	Total Public Shareholding	<b>10,622</b>	<b>70,16,345</b>	<b>59.18</b>
(C)	Shares held by Custodian and against which Depository Receipts have been issued			
	1. Promoter and Promoter Group	–	–	–
	Public	–	–	–
	Total (A) + (B) + (C)	<b>10,627</b>	<b>1,18,55,000</b>	<b>100</b>

**List of Shareholders other than Promoters holding more than 1% as on 31st March, 2024**

Sr. No.	Name of Shareholder	No. of Shares held	% of Total Shareholding
1.	Madhusudan Gunda	2,11,077	1.78

**(i) DEMATERIALIZATION OF SHARES AND LIQUIDITY:**

The shares of the Company are in compulsory demat segment and are available for trading in the depository systems of both the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Majority of Demat shares are with National Securities Depository Limited. The status of shares held in Demat and physical format is given below. The Company's shares are liquid and actively traded on the BSE.

Particulars	As on 31st March, 2024		As on 31st March, 2023	
	Number of Shares	Percentage	Number of Shares	Percentage
<b>Shares in Demat Form</b>				
CDSL	<b>4210443</b>	<b>35.52</b>	<b>3861625</b>	32.57
NSDL	<b>7409456</b>	<b>62.50</b>	<b>7754039</b>	65.41
Shares in Physical Form	<b>235101</b>	<b>1.98</b>	<b>239336</b>	2.02
Total	<b>11855000</b>	<b>100</b>	<b>11855000</b>	<b>100</b>

**(j) OUTSTANDING GLOBAL DEPOSITORY RECEIPTS OR AMERICAN DEPOSITORY RECEIPTS OR WARRANTS OR ANY CONVERTIBLE INSTRUMENTS:**

There are no GDRs/ADRs/Warrants outstanding as on March 31, 2024.

**(k) COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES**

As a result of its business and global nature of its operations, NHC Foods is exposed to in particular market risk from changes in foreign currency exchange rates and interest rates, while commodity price risks arises from procurement. Furthermore, the NHC Foods is exposed to liquidity and country risks relating to its credit and market risks.

**(e) PLANT LOCATIONS**

- Survey No. 777, Umarsadi Desaiwad Road, Village Umarsadi, Taluka Pardi, Valsad, Gujarat, 396175
- D-22/8 TTC Industrial Area Near Balmer Lawrie, Turbhe, Navi Mumbai - 400705

**(f) ADDRESS FOR CORRESPONDENCE**

C-419 & 420, Atrium 215, JB Nagar, Chakala, Andheri East, Mumbai-400059

Contact No.: 022 69875000

Email id: [grievances@nhcgroup.com](mailto:grievances@nhcgroup.com)

Website: [www.nhcgroup.com](http://www.nhcgroup.com)

**DISCLOSURES:**

**(a) RELATED PARTY TRANSACTIONS**

The policy on dealing with related party transactions is available on the website of the Company under "Investor Section" in the Corporate Governance Section and can be accessed through [www.nhcgroup.com](http://www.nhcgroup.com).

During the Financial Year 2023-2024, there was no materially significant related party transaction that may have potential conflict with the interests of the Company at large.

**(b) STATUTORY COMPLIANCE, PENALTY & STRUCTURE**

The Company has not been penalized, nor have the Stock Exchanges, SEBI or any statutory authority imposed any strictures, during the last three years, on any matter relating to capital markets.

**(c) WHISTLE BLOWER POLICY**

In Compliance with the provisions of Section 177(9) of the Companies Act, 2013, the Company has framed a vigil mechanism / Whistle Blower Policy to deal with unethical behaviour, actual or suspected behaviour, actual or suspected fraud or violation of the Company's Code of conduct or ethics policy, if any. No person has been denied access to the Audit Committee for any grievance.

**(d) CERTIFICATION FROM MD & CFO**

The requisite certification from the Managing Director (MD) & Chief Financial Officer certifying inter alia that the Financial Statement do not contain any untrue statement and financial statements represent a true and fair view of the Company's affairs, as required under Listing Agreement/Listing Regulations, as applicable, has been placed before the Board of Directors of the Company, on quarterly and annual basis.

**(e) RECONCILIATION OF SHARE CAPITAL AUDIT:**

A qualified practicing Company Secretary carried out a Share Capital Audit to reconcile the total admitted equity share capital with National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL") and the total issued and listed equity share capital. The audit report confirms that the total issued/paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.

As required under Regulation 7(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has submitted a compliance certificate to the exchange duly signed by the Compliance Officer and the Authorized representative of the Share Transfer Agent viz. M/s Link Intime India Pvt. Ltd to the stock exchange for the financial year ended March 31, 2024 certifying compliance that all activities in relation to both physical and electronic share transfer facility are maintained by Registrar and Share Transfer Agent registered with SEBI.

**(f) THERE HAS BEEN NO PUBLIC, RIGHTS OR PREFERENTIAL ISSUES DURING THE YEAR**

The Company has complied with all the mandatory requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**DETAILS OF COMPLIANCE WITH MANDATORY & NON MANDATORY REQUIREMENTS****(a) THE BOARD:**

The Chairman of the Company is an Non-Executive Chairman. However, there is no provision on entitlement of chairperson's office at the expense of the Company.

**(b) SHAREHOLDER RIGHTS:**

The Company displays its half yearly results along with its quarterly results on its website: [www.nhcgroupp.com](http://www.nhcgroupp.com) and also publishes the same in widely circulated newspapers. The financial and other information filed by the Company with the Stock Exchanges from time to time are also available on the websites of the Stock Exchanges i.e. BSE Limited (BSE). The Company did not send half yearly results to each household of the shareholders.

**(c) MODIFIED OPINION(S) IN AUDIT REPORT:**

The Auditors have raised no qualification on the financial statements.

**(d) SEPARATE POSTS OF CHAIRPERSON AND CEO:**

Mr. Apoorva Shah is the Managing Director of the Company & Mr. Manish Vyas is the Chairman of the Board.

**(e) REPORTING OF INTERNAL AUDITOR:**

The Company has appointed M/s. DMS & Co. as the Internal Auditors for conducting the internal audit of the Company.

**DISCLOSURE OF COMPLIANCE OF REGULATION 17 TO 27 AND CLAUSES (B) TO (I) OF SUB REGULATION (2) OF REGULATION 46:**

The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**CERTIFICATE PURSUANT TO CLAUSE 10(I) OF PARA C OF SCHEDULE V OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

The Board has obtained certificate issued pursuant to clause 10(i) of Para C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from our Practising Company Secretary based on verification done by them stating that none of the Directors on the Board of the company have been debarred by the Board / Ministry of Corporate Affairs or such other Statutory Authority nor they are disqualified from being appointed or continuing as Directors of the company.

**DECLARATION SIGNED BY THE MANAGING DIRECTOR STATING THAT THE MEMBERS OF BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL HAVE AFFIRMED COMPLIANCE WITH THE CODE OF CONDUCT OF BOARD OF DIRECTORS AND SENIOR MANAGEMENT**

The Company is committed to conduct its business in accordance with the applicable laws, rules and regulations and with the highest standards of business ethics. NHC Foods Code of Ethics is intended to provide guidance and help in recognizing and dealing with ethical issues, mechanisms to report unethical conduct, and to help foster a culture of honesty and accountability.

The Board has adopted a Code of Ethics for Directors, Senior Management and other Employees of the Company.

The Code is available on the website of the Company under the 'Corporate Governance' section.

**COMPLIANCE CERTIFICATE FROM EITHER THE AUDITORS OR PRACTICING COMPANY SECRETARIES REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE:**

The Certificate from the Practising Company Secretary DM & Associates Company Secretaries LLP regarding compliance of conditions of corporate governance is annexed with the Directors' Report and forms an integral part of the Annual Report.

**DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMEDSUSPENSE ACCOUNT:**

Particulars	
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year	
Number of shareholders who approached listed entity for transfer of shares from suspense account during the year	
Number of shareholders to whom shares were transferred from suspense account during the year	
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	1 shareholder holding 35 shares

The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

**DEMATERIALIZATION OF SHARES:**

Equity Shares of the Company are under compulsory Demat trading segment. Considering the advantages of scrip less trading, members are advised to consider dematerialization of their shareholding so as to avoid inconvenience

involved in the physical shares such as mutilation, possibility of loss/misplacement, delay in transit etc. and also to ensure safe and speedy transaction in securities.

A separate communication in this regard was also sent during the financial year to all those Shareholders of the Company who have not yet dematerialized their physical share certificates, outlining the procedure for dematerialization and benefits thereof.

#### **GREEN INITIATIVES**

In the line with the 'Green Initiative' the company has affected electronic delivery of Annual Report 2022-2023 to members whose email address are registered with the company / Depository Participant(s).

#### **QUOTE FOLIO NO. / DP ID NO.:**

Shareholders/Beneficial Owners are requested to quote their Folio Nos. / DP ID Nos., as the case may be, in all correspondence with the Company. Shareholders are also requested to quote their email – IDs, Contact/Fax Numbers for prompt reply to their correspondence.

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

[Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,  
The Members of  
NHC Foods Limited  
419/420, C Wing, Atrium 215, Andheri Kurla Road,  
Chakala, Andheri East, J.B. Nagar, Mumbai-400059

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of NHC Foods Limited having CIN: L15122GJ1992PLC076277 and having its Registered Office at Survey No. 777, Umarsadi Desaiwad Road, at Village Umarsadi, Taluka Pardi, Killa Pardi, Valsad, Gujarat - 396175 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on 31st March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No	Name of Director	DIN	Date of Appointment
1	Apoorva Himatlal Shah	00573184	04-08-1992
2	Apar Apoorva Shah	07125733	10-06-2021
3	Monika Amit Singhanian	07950196	30-09-2017
4	Manish Vyas	08502223	12-07-2019
5	Neha Mahesh Dhanuka	08502169	12-07-2019
6	Ashish Ashokkumar Shah	06701501	26-06-2023
7	Ritesh Kumar Gupta	05102641	21-09-2023

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Mumbai  
Date : 05-08-2024

Signature:  
Name: Dinesh Kumar Deora- Partner  
Firm Name : DM & Associates Company Secretaries LLP  
Firm Registration Number: L2017MH003500  
Membership No.: FCS 5683  
CP No.: 4119  
**UDIN Number : F005683F000900830**



**CERTIFICATE ON COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS  
UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS)  
REGULATIONS, 2015**

To,  
The Members of  
NHC Foods Limited

We have examined the compliance of conditions of Corporate Governance by **NHC Foods Limited (“the Company”)**, for the year ended 31st March, 2024, as stipulated in Regulations 17 to 27, clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**the Regulations**”) as amended from time to time (“Listing Regulations”) pursuant to the Listing Agreement of the Company with Stock Exchanges.

**Management’s Responsibility:**

The compliance of conditions of Corporate Governance as stipulated under the listing regulations is the responsibility of the Company’s Management including the preparation and maintenance of all the relevant records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of Corporate Governance stipulated in the Listing Regulations.

**Auditors’ Responsibility:**

Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended 31st March, 2024.

We conducted our engagement in accordance with the “Guidance Note on Corporate Governance Certificate” issued by the Institute of Company Secretaries of India. Our responsibility is to certify based on the work done.

**Opinion:**

In our opinion, and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as specified in Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Restrictions on use:**

The certificate is addressed and provided to the Members of the Company solely for the purpose of enabling the Company to comply with the requirement of the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

**FOR DM & ASSOCIATES COMPANY SECRETARIES LLP  
COMPANY SECRETARIES  
UNIQUE CODE: L2017MH003500**

**DINESH KUMAR DEORA  
PARTNER  
Membership No.: FCS 5683  
COP No 4119**

**Place: Mumbai  
Date: 05-08-2024  
UDIN Number: F005683F000901116**

**Declaration Pursuant to SEBI (Listing Obligations and Disclosure Requirements)  
Regulations, 2015**

This is to inform you that the Board of Directors of the company has laid down a Code of Conduct for its Members and Senior Management Personnel of the company's website. It is further confirmed that all the Directors and Senior Management Personnel of the company have affirmed compliance with the Code of Conduct of the company for the Financial Year ended 31<sup>st</sup> March, 2024.

**For NHC FOODS LIMITED**

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

**Place: Mumbai  
Date: 17-05-2024**

**CERTIFICATION BY MANAGING DIRECTOR (MD) & CHIEF FINANCIAL OFFICER (CFO)**

We, **Apoorva Shah, Managing Director & Archit Wahale, Chief Financial Officer** of the **NHC Foods Limited**, to the best of our knowledge and belief, certify that:

- (a) We have reviewed the financial statements and the cash flow statement for the year ended March 31, 2024 and that to the best of our knowledge and belief:
  - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed, to the auditors and the Audit Committee, wherever applicable, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit Committee, wherever applicable,
  - i. significant changes in internal control over financial reporting during the year;
  - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or any employee having a significant role in the Company's internal control system over financial reporting.

**For NHC FOODS LIMITED**

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

**ARCHIT WAHALE**  
**CHIEF FINANCIAL OFFICER**

**Place: Mumbai**  
**Date: 17-05-2024**

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT****Forward Looking Statements**

Readers are cautioned that this discussion contains forward looking statements that involve risk and uncertainties. When used in this discussion, the words “anticipate”, “believe”, “intend”, “will” and “expect” and other similar expressions as they relate to the Company or its business are intended to identify such forward looking statements. The Company undertakes no obligation to publicly update or revise any forward looking statements, whether because of new information, future events or otherwise. Actual results, performances or achievements could differ materially from those expressed or implied in such forward looking statements. Readers are cautioned not to place under reliance on these forward – looking statements that speak only as of their dates. The following discussion and analysis should be read with the Company’s financial statements included in this report and notes thereto.

**1. FINANCIAL & OPERATING OVERVIEW**

NHC Foods Limited (the Company) is a growing Indian food processing company i.e. manufacturer and exporter of whole and blended spices. The Company’s sustainability has been focused around enlarging its presence in high demand markets.

Our company is focusing on growing the value-added product portfolio, to cater to the growing demands of the market and consumers. Despite the challenges faced, our company had a successful year with notable achievements. Here are some highlights:

**FINANCIAL PERFORMANCE-** The Total Revenue of the company increased in March 2024 to Rs. 21,130.11 Lacs as compared to previous year revenue which amounted to Rs. 16,411.34 Lacs. Also Profit after Tax of the company is Rs.234.74 Lacs.

**MARKET EXPANSION:** We successfully expanded our market presence by entering new geographical regions. Our efforts to tap into emerging markets and strengthen our position in existing markets yielded positive results. We collaborated with local partners to understand the unique preferences and demands of each market, allowing us to tailor our product offerings accordingly.

**2. INDIAN MARKET OVERVIEW**

The spices industry in India has witnessed steady growth over the past year. India is one of the largest producers and exporters of spices globally, catering to both domestic and international markets. The industry plays a crucial role in the country’s agricultural sector, contributing to economic growth and providing employment opportunities.

The India spices market is mainly driven by the increasing product usage to manufacture ready-to-cook (RTC) and ready-to-eat (RTE) food products. Furthermore, the inflating consumer expenditure power has fuelled the demand for authentic cuisines, innovative flavours, and ethnic tastes in food, which is creating a positive outlook for the market in the country. Moreover, the increasing consumer consciousness regarding the adverse health impact of synthetic additives in spices has prompted the Government of India (GoI) to inhibit the adulteration of spices to produce organic product variants, which, in turn, is propelling the market growth. Apart from this, the rapid growth of the food and beverage (F&B) industry and changing consumer consumption patterns are fuelling the market growth. Other factors, such as the extensive expansion of the hotels, restaurants, and catering (HoReCa) sector and changing consumer consumption patterns, are providing a considerable thrust to the market growth.

**Key Performance Indicators (KPIs):**

**Production Volume:** The production volume of spices in India remained robust during the fiscal year 2023-24. The industry witnessed an increase in overall production, driven by favourable weather conditions, improved farming techniques, and government initiatives to support farmers.

**Export Revenue:** The spices industry continued to perform well in terms of export revenue. Indian spices are highly sought after globally due to their quality and distinct flavours. Despite the challenges posed by the COVID-19 pandemic and international trade disruptions, the industry managed to generate substantial export revenue.

**Domestic Consumption:** The demand for spices within India remained strong during the reporting period. Spices are an integral part of Indian cuisine, and their consumption is deeply ingrained in the culture. The industry witnessed steady growth in domestic consumption, driven by population growth, urbanization, changing food habits, and increasing disposable incomes.

**Challenges:**

**Price Volatility:** The spices industry faced challenges related to price volatility, primarily driven by fluctuations in raw material costs, global market dynamics, and currency exchange rates. Managing price risks and maintaining profitability remained critical for industry participants.

**Quality Control:** Maintaining consistent quality standards across the supply chain continued to be a challenge. Adhering to stringent quality regulations, implementing proper hygiene practices, and ensuring traceability were areas of focus for the industry.

**Opportunities:**

**Increasing Health Consciousness:** The rising awareness among consumers about the health benefits of spices has opened new opportunities for the industry. Spices are known for their medicinal properties and nutritional value. Capitalizing on this trend, the industry can develop and promote value-added products catering to the health-conscious consumer segment.

**Technological Advancements:** Embracing technology and innovation can significantly enhance productivity, quality control, and supply chain efficiency. Automation, data analytics, and adoption of smart farming techniques can drive operational excellence and cost optimization.

**3. Global Spice Industry**

The global spice industry plays a significant role in the culinary world, adding flavour, aroma, and diversity to food products. Spices are widely used in various cuisines and have gained popularity due to their unique tastes and health benefits. The industry encompasses a wide range of spices, including pepper, turmeric, cinnamon, ginger, cloves, and many more.

**Key Trends and Drivers:**

**Increasing Demand:** The demand for spices has been steadily increasing due to the growth of the global population, changing dietary preferences, and the popularity of international cuisines. Spices are also being recognized for their medicinal properties, further driving their demand.

**Health and Wellness:** Consumers are becoming more health-conscious and are seeking natural and organic food products. Spices are considered to be natural flavour enhancers and are often associated with various health benefits, such as antioxidant and anti-inflammatory properties.

**Ethnic and Fusion Cuisines:** The rise in multiculturalism and globalization has led to the popularity of ethnic and fusion cuisines. Spices play a crucial role in these culinary styles, contributing to unique and diverse flavour profiles.

**E-commerce and Online Retail:** The growth of e-commerce platforms and online retail has provided convenience to consumers, allowing them to access a wide range of spices from different parts of the world. Online platforms have also enabled small-scale spice producers to reach a global customer base.

**Food Processing Industry:** The spice industry is closely linked to the food processing sector. The increasing demand for processed and convenience foods has created opportunities for spice manufacturers and suppliers to cater to this segment.

**Future Outlook:**

The global spice industry is expected to continue its growth trajectory in the coming years. Key factors that will shape the industry's future include:

**Rising Consumer Awareness:** Consumers are becoming more knowledgeable about different spices, their origin, and their health benefits. This trend is expected to drive demand for high-quality, authentic spices and encourage companies to provide transparent and traceable supply chains.

**Technological Advancements:** Innovations in cultivation techniques, processing methods, and packaging technologies are likely to enhance efficiency, product quality, and shelf life. Automation and digitalization in the industry will streamline operations and improve traceability.

**Sustainable Practices:** The industry is expected to witness an increased focus on sustainable sourcing, organic cultivation, and fair trade practices. Consumers are likely to prefer spices that are produced in an environmentally and socially responsible manner.

**Market Expansion:** Emerging markets, especially in Asia

#### **4. GOVERNMENT INITIATIVES**

##### **Export Development and Promotion of Spices**

This initiative by the Spices Board of India aims to support the exporter to adopt high-tech processing technologies and upgrade the existing level of technology for the development of industry and to meet the changing food safety standards of the importing countries. The initiative provides benefits of infrastructure development, promoting Indian spice brands abroad, setting up infrastructure in the major spice growing centres, promoting organic spices and special programmes for north-eastern entrepreneurs.

##### **Setting up and maintenance of infrastructure for common processing (Spices Parks)**

Spices Board has launched eight crop-specific Spices Parks in key production/market centres intending to facilitate the farmers to get an improved price realization and wider reach for their produce. The purpose of the park is to have an integrated operation for cultivation, post-harvesting, processing, value-addition, packaging and storage of spices and spice products. The common processing facilities for cleaning, grading, packing, and steam sterilization will help the farmers to enhance the quality of the produce, resulting in better price realization.

#### **5. ECONOMY OVERVIEW**

The spice industry plays a significant role in the global economy, with spices being traded internationally and used in various culinary and medicinal applications. Spices are valued for their unique flavours, aromas, and health benefits, making them an essential ingredient in the food and beverage industry.

**Global Market Size:** The global spice market has been experiencing steady growth over the years. According to reports, the global spice market was valued at around USD 15 billion in 2020 and is expected to reach USD 20 billion by 2026. This growth is primarily driven by increasing consumer demand for ethnic and exotic flavours.

**Major Spice Producing Countries:** Several countries are major players in spice production. Some of the prominent spice-producing countries include India, China, Vietnam, Indonesia, Sri Lanka, and Bangladesh. These countries have favourable climatic conditions and agricultural practices that support the cultivation of various spices.

**Trade and Export:** The spice industry heavily relies on international trade. India is the largest exporter of spices, accounting for a significant share of the global spice trade. Other major spice-exporting countries include China, Vietnam, the Netherlands, and the United States. The demand for spices in both developed and emerging markets drives the export activities.

**Spice Varieties:** The spice industry encompasses a wide range of products, including popular spices like pepper, cinnamon, turmeric, cloves, ginger, nutmeg, and cardamom, among others. Each spice has its own market dynamics, supply chain, and demand drivers.

**Value Chain and Processing:** The spice industry involves various stages in its value chain, starting from cultivation and harvesting to processing, packaging, and distribution. Value addition through processing and packaging enhances the marketability and economic value of spices. Many countries have developed specialized infrastructure and technologies to improve the quality and safety standards of spices.

**Emerging Trends:** In recent years, there has been a growing demand for organic and sustainably sourced spices due to increasing health consciousness and ethical consumer preferences. Additionally, there is a rising interest in spice blends and exotic flavours in the food and beverage industry, leading to product innovation and market expansion.

## 6. RISKS AND CONCERNS

The Company continuously works towards de-risking its business by adopting preventive measures. However, there are certain potential risks being more industry oriented and the management strongly feels the same could be mitigated by having systematic decisions and measures. These Industry Oriented risks are as listed below:

**Procurement Risk:** Adequate availability of key raw materials at the right prices is crucial for the Company. The major raw material being agro based, availability of same depends on the vagaries of nature. Therefore, any disruption in the supply due to a natural or other calamity or violent changes in the cost structure could adversely affect the Company's ability to reach its consumers with the right value proposition. However, the Company is adopting best possible measures to ensure constant supply at right prices.

**Intense competition from unorganized sector:** One of the characteristics of this industry is the presence of unorganized sector offering products in loose unbranded form which intensifies competition. However, Our Company is adopting best possible measures and has invested significantly in building strong brands which helps differentiate its products and also we are continuously focusing on brand building process to attain our objectives.

**Exchange Rate Fluctuation:** The Company being engaged in exports, derives approximately 70-75% of its revenue from export sales. An appreciation of the Indian Rupee can adversely impact the Company's exports. The Company manages this financial risk through booking of forward contracts in the range of approximately 70% of our projected sales. Also currently NHC has benefited from the depreciated rupee.

## 7. INFRASTRUCTURE

We have with us, dependable and sophisticated infrastructure that helps us in quality processing and packaging of our range of Indian Spices. This well-equipped infrastructure is spread across a wide area and has separate hulling unit and cleaning unit, which are ISO 22000:2005 certified. Apart from this unit, we have also developed a packaging unit, which enables us to offer flexible packaging as per the requirements of the clients.

### LOGISTICS

Central location of Plant ideal for smooth flow of raw-material to or from any place in India and convenient to distribute the consignment across the globe, in accordance with timely delivery.

### QUALITY EVALUATION

In house laboratory facility to carry out day to day quality evaluation with highly qualified technical staff to work under clean and safe work environment.

## 8. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company's well defined organization structure, documented policy guidelines, predefined authority levels, and an extensive system of internal controls ensure optimal utilisation and protection of resources, accurate reporting of financial transactions and compliance with applicable laws and regulations. The Company's internal auditors review business processes and controls. The Audit Committee of the Board then discusses significant findings and corrective measures initiated.

## 9. COMPANY OVERVIEW

The roots of NHC Foods Limited go back to 1960 with the aim of promoting export of Indian spices and foodstuff to the world. Today it is 3<sup>rd</sup> generation in working. NHC Foods Limited is a Government Recognized Three Star Export House engaged in the Business of Exports of Whole & Ground Spices, Lentils, Pulses, Grains, Oil Seeds and various other Agri-products and Assorted Food Products. Our company's constant goals has always been to increase efficiency and productivity without sacrificing quality. Continuous improvement is undeniably the most important driver that has been introduced to achieve this goal, particularly because it aims for maximum efficiency while also ensuring process practicability and flexibility.

Currently NHC Foods Limited is Exporting the above-mentioned Commodities World-wide.

**Existing Clientele Countries:**

Singapore, USA, Canada, Israel, Russia, Spain, New Zealand, Hong Kong, Malaysia, China, Indonesia, Vietnam, Thailand, Taiwan, UAE, Saudi Arabia, Kuwait, Bahrain, Turkey, Egypt, Mauritius, Sri Lanka, Brazil, Ukraine, Iran, Bangladesh, South Africa, Morocco.

At present NHC Foods Limited is exporting more than 50 types of Whole Spices, Ground Spices, Oil Seeds, Grains, Pulses, Animal Feeds, Dehydrated Foods Products, Assorted Food Products, and Ready to Eat Food Products to all its Clients world-wide.

NHC Foods Limited has already got its presence in majority of the Spice Importing Countries world-wide like, USA, Canada, Mexico, Brazil, Singapore, Hong Kong, China, Malaysia, Vietnam, Indonesia, Sri Lanka, Bangladesh, New Zealand, Zimbabwe, Taiwan, Thailand, Jamaica, Trinidad & Tobago, Mauritius, Spain, Bulgaria, Turkey, Egypt, Jordan, South Africa, Morocco etc to name a few, but still there is a huge market which can be tapped and captured and in this Direction NHC Foods Limited has strengthened its Core Marketing Team who are utilizing various platforms and marketing tools like sourcing new Clients and markets through various Trade shows like Gulf Food Exhibition in Dubai, ANUGA in Germany, SIAL in Paris, etc, various online B2B Portals like Alibaba.com, etc and also personal visits to our clients in his country.

**10. CERTIFICATIONS**

Our company holds various certificates:

- |                              |                             |
|------------------------------|-----------------------------|
| 1. ISO 22000:2005            | 11. GHP & GAP               |
| 2. HALAL CERTIFICATE         | 12. HACCP & GMP             |
| 3. STAR K KOSHER CERTIFICATE | 13. FIEO CERTIFICATION      |
| 4. SPICE BOARD CERTIFICATE   | 14. APEDA CERTIFICATE       |
| 5. IMC CERTIFICATE           | 15. FSSAI CERTIFICATE       |
| 6. IOPEPC                    | 16. COCONUT BOARD           |
| 7. AEO Certificate           | 17. THREE STAR EXPORT HOUSE |
| 8. SHELLAC                   | 18. TEA BOARD CERTIFICATE   |
| 9. IEC CERTIFICATE           | 19. COFFEE BOARD            |
| 10. US FDA                   |                             |

With these certificates, our company gets it audit done every year for safety measures, cleanliness measures, operational measures, etc. as we cater to International market.

**11. HUMAN RESOURCE STRATEGY**

In NHC Foods Limited, we work as a one big family from more than 25 years with effective training, rewards and recognition, and also help to encourage superior performance and a competitive mind set. Also the management of Human Resources is aligned with the organization’s intended future direction. It is concerned with long term people issues and macro concerns about structure, quality, culture, values, commitment and matching resources to future need. HR strategy also involves crisis management. When things go wrong, strategies are required to manage and solve the issue at hand.

**12. DISCLAIMER CLAUSE:**

Statements in the Management Discussion and Analysis Report describing the Company’s objectives, projections, estimates, expectations may be “forward-looking statements” within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company’s operations include economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the Government regulations, tax laws and other statutes and incidental factors.



## INDEPENDENT AUDITOR'S REPORT

To,  
The Members  
**NHC Foods Limited**

### Opinion

We have audited the accompanying Ind AS financial statements of **NHC FOODS LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March 2024, the statement of Profit and Loss (Including Other Comprehensive Income), the Statement of Change in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "Ind AS financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS Financial Statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2024, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing ("SA"s) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statement as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditors Response
1.	<b>Trade receivables and other financial assets and Impairment</b>	<b>Principal Audit Procedures:</b>
	The Company has significant trade receivables and other financial assets at year end. Given the size of the balances and the risk that some of the trade receivables and other financial assets may not be recoverable, judgement is required to evaluate whether any allowance should be made to reflect the risk.	In view of the significance of the matter, we applied the following key audit procedures:
	Assessment of the recoverability of trade receivables and other financial assets is inherently subjective and requires significant management judgment (which includes repayment history and financial position of entities from whom these balances are recoverable, terms of underlying arrangements, overdue balances, market conditions etc.).	<ul style="list-style-type: none"> <li>Obtaining an understanding of and assessing the design, implementation and operating effectiveness of the Company's key internal controls over the process of estimating the loss allowance for trade receivables and other financial assets including adherence to the requirements of the relevant accounting standards.</li> <li>Assessing the Company's methodology for provisioning towards trade receivables and other financial assets.</li> <li>Understanding the key inputs used in the provisioning model by the Company such as repayment history, overdue balances, market conditions.</li> </ul>

		<ul style="list-style-type: none"> <li>As a part of substantive audit procedures, we tested on sample basis the ageing of trade receivable having different overdue period.</li> <li>In case of overdue debts inquired with management for any dispute which may require additional provisions.</li> <li>Assessing the disclosures made against the relevant accounting standards.</li> <li>The management has computed and provided Expected Credit Loss (ECL) in accordance with Ind AS 109 in earlier periods. This provisions reversed during the year based on the company's assessment that full recovery of the outstanding balance of debtors, as shown in the financial statements and even it is expected to recover in case outstanding. additionally any non-expected amounts have been written off during the current period ended.</li> </ul>
<b>2.</b>	<b>Accuracy and completeness of disclosure of related party transaction and compliance with the provision of companies act 2013 and SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 as amended ('SEBI (LODR) 2015')</b>	<b>Principle Audit Procedures:</b>
	<p>We identified the accuracy and completeness of disclosure of related party transactions as set out in respective notes to the Ind AS financial statements as a key audit matter due to:-</p> <ul style="list-style-type: none"> <li>The significance of transactions with related parties during the year ended March 31, 2024.</li> <li>Related party transactions are subject to the compliance requirement under the Companies act 2013 and SEBI (LODR) 2015.</li> </ul>	<p>Our audit procedure in relation to the disclosure of related party transactions included the following:-</p> <p>We obtained an understanding, evaluated the design and tested operating effectiveness of the controls related to capturing of related party transactions and management's process of ensuring all transactions and balances with related parties have been disclosed in the Ind AS Financial statements.</p> <ul style="list-style-type: none"> <li>We obtained an understanding of the Companies policies and procedures in respect of evaluating arms-length pricing and approval process by the audit committee and the board of directors.</li> <li>We agreed the amounts disclosed with underlying documentation and read relevant agreements, evaluation of arms-length by management, on a sample basis, as part of our evaluation of the disclosure.</li> <li>We assessed management evaluation of compliance with the provision of section 177 and section 188 of Companies act 2013 and SEBI (LODR) 2015.</li> <li>We evaluated the disclosures through reading of statutory information books and records and other documents obtained during the course of our audit.</li> </ul>
<b>3.</b>	<b>Claims and exposures relating to taxation and litigation</b>	<b>Principle Audit Procedures:</b>
	The company has disclosed in Note 31(b) Para B of the Ind AS financial statements contingent liabilities of Rs.28.04 lakhs. In respect of disputed claims/levies under tax and legal matters.	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> <li>We obtained understanding, evaluated the design, and tested the operating effectiveness of the controls</li> </ul>

	<p>Taxation and litigation exposures have been identified as a key audit matter due to:</p> <ul style="list-style-type: none"> <li>• Significance of these amounts and large number of disputed matters with various authorities.</li> <li>• Significant judgement and assumptions required by management in assessing the exposure of each case to evaluate whether there is a need to set up a provision and measurement of exposures as well as the disclosure of contingent liabilities.</li> </ul> <p>We focus on this matter because of the potential financial impact on the Ind AS financial statements. Additionally, the treatment of taxation and litigation cases require significant judgement due to the complexity of the cases, timescales for resolution and involvement of various authorities.</p>	<p>related to the identification, recognition and measurement of provisions for disputes, potential claims and litigation, and contingent liabilities.</p> <ul style="list-style-type: none"> <li>• We obtained details of legal and tax disputed matters and evaluation made by the management and assessed management's position through discussions on both the probability of success in significant cases, and the magnitude of any potential loss.</li> <li>• We read external legal opinions (where considered necessary) and other evidence to corroborate management's assessment of risk profile in respect of legal claims.</li> <li>• We assessed the relevant disclosures made in the Ind AS financial statements for compliance In accordance with the requirements of Ind AS 37.</li> </ul>
<p><b>4.</b></p>	<p><b>Non- Trade Investment in Subsidiary</b></p> <p>The company has disclosed in Note 5. Non Trade Investments in Intra Metal Trading LLC FZ amounting to Rs. 577.31 Lakhs. The company has remitted Indian Rupees Rs.576.68/- Lakhs, equivalent to USD 6.91 Lakhs, for the purpose of acquiring 2540 shares out of 2640 in M/s Intra Metal Trading L.L.C, located within the free trade zone of the United Arab Emirates and same has been disclosed in to financials "Non Trade investments". as of the aforementioned date, both the issuance, registration, and allotment of shares for M/s Intra Metal Trading L.L.C are still in process. The acquisition itself has not yet been completed even on the date of the signing the financials and audit report. Due to the ongoing nature of this transaction, the management has taken the decision to refrain from preparing the consolidated financial statements 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 the entity.</p>	<p><b>Principle Audit Procedures:</b></p> <ul style="list-style-type: none"> <li>• The company has not completed the acquisition of shares of the foreign company as of the financial closing date. Furthermore, as of the date of signing this report, the company has not produced any share certificates related to this acquisition.</li> <li>• For the period ending 31/03/2024 the company have not completed documentation, issuance, registration, and allotment of shares for M/s Intra Metal Trading L.L.C and investment treated as same amount of transferred fund and classified as Non-current investment.</li> <li>• We have Obtain and review documentation related to the payment made, verified the completeness and accuracy of records regarding the intended investment.</li> <li>• We assessed the relevant documents relating to payments for the acquisition of shares of the foreign LLC, acquisition and allotment of shares in process.</li> </ul>

**Information Other than the Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Corporate Governance Report and Shareholder Information, but does not include the financial statements and our auditor's report thereon.

The Board's Report, Annexures to Board's Report, Corporate Governance Report and Shareholder Information is expected to be made available to us after the date of this auditor's report. Our opinion on the Ind AS Financial Statements does not cover the other information and we will not express any form of assurance conclusion thereon. In connection with our audit of the Ind AS Financial Statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Board's Report, Report on Corporate governance and Business Responsibility report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and describe actions applicable in the applicable laws and regulations.

Responsibilities of Management and Those Charged with Governance for the Ind AS Financial Statements:

The Company's board of directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Ind AS Financial Statements that give a true and fair view of the financial position, financial performance, including other comprehensive Income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities, selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

#### **Auditor's Responsibility for the Audit of the Ind AS Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identifying and assess the risks of material misstatements of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtaining an understanding of internal financial control relevant to the audit in order design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, based on our audit we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account;
  - d. In our opinion, the aforesaid Ind AS Financial Statements comply with the Ind AS specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
  - e. On the basis of the written representations received from the directors as on 31st March 2024 taken on records by the Board Directors, none of the disqualified as on 31st March 2024 from being appointed as a director in terms of Section 164 (2) of the Act;
  - f. With respect to the adequacy of the Internal Financial Controls over financial reporting of the Company with reference to these Standalone Financial Statements and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**"; Our report expresses an unmodified opinion on adequacy and operative effectiveness of the Company's internal financial controls over financial reporting;
  - g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, "

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid / provided by the Company to its directors during the year is in accordance with the provisions of section 197 read with Schedule V of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements as referred to Note 31(b) to Financial Statements.

- ii. The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
- iii. There were no amounts, which, were required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv. (a) The Management has represented that, to the best of its knowledge and belief, funds (which are material either individually or in the aggregate) have invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company in foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The management has represented that, to the best of its knowledge and belief, as disclosed in Notes the financial statement, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- (c) Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- v. The dividend has neither declared nor paid during the year by the Company.
- vi. Based on our examination, which included test checks, the Company has used Tally Edit Log software (Version 3.1) for maintaining its books of account for the financial year ended March 31, 2024, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

**For JMMK & Co.**

(Earlier known as JMK & Co.)

**Chartered Accountants**

ICAI Firm Registration No. 120459W

**Jitendra Doshi**

Partner

Membership No: 151274

Place: Mumbai

Date: 17<sup>th</sup> May, 2024

UDIN: 24151274BKEXJP1284

## Annexure A to the Independent Auditor's Report

(Referred to in Paragraph 1 under the heading of 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of NHC Foods Limited of even date)

(Referred to in Paragraph 1 under the heading of 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of NHC Foods Limited of even date")

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, plant and equipment.
- (B) The Company has maintained proper records showing full particulars of Intangible assets.
- (b) All Property, Plant and Equipment have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company as NHC Foods Limited or in name of NHC Industries Private Limited (Name before Amalgamation).
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, plant and equipment (including Right-of-use assets) or Intangible assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were 10% or more in the aggregate for each class of inventory.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets. Details of differences between quarterly returns or statements filed by the company with such banks and books of accounts on the respective dates are given below-

(Amount in Lakhs)

Quarter Ending	Name of Bank	Amount As Per Books of Accounts (in Lakhs)	Amount as reported in Quarterly return/ Statement to Bank (In Lakhs)	Reported Excess/ (Shortage) In Lakhs
	A	B	C=B-A	
<b>Inventories</b>				
30/06/2023	Axis Bank Ltd	3084.46	3084.44	-.02
30/09/2023	Axis Bank Ltd	3018.92	3018.92	.00
31/12/2023	Axis Bank Ltd	2911.98	2911.68	-.30
31/03/2024	Axis Bank Ltd	4287.99	4287.99	.00
<b>Trade Receivables</b>				
30/06/2023	Axis Bank Ltd	2362.99	2331.05	-31.94
30/09/2023	Axis Bank Ltd	3567.02	3567.02	.00
31/12/2023	Axis Bank Ltd	2910.56	2910.56	.00
31/03/2024	Axis Bank Ltd	4426.56	4427.42	.86

- (iii) (a) The Company during the year has made investment in one to be wholly owned foreign subsidiary. The Company during the year has not granted any secured loans/advances in nature of loans or stood guarantee, or provided security to any parties during the year. The aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loan to be wholly owned foreign subsidiary.
- (b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the investments made during the year, are, prima facia, not prejudicial to the interest of the Company.
- (c) The Company has not granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clauses 3(iii)(c), 3(iii)(d), 3(iii)(e) and 3(iii)(f) of the Order are not applicable to the Company.
- (iv) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not given any loans, or provide any guarantee or security as specified under section 185 and 186 of the Companies Act, 2013 (“the Act”). In respect of the investments made by the Company, in our opinion the provisions of section 186 of the Act have been complied with.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- (vi) We have broadly reviewed the books of account and records maintained by the Company pursuant to the rules made by the Central Government of India for the maintenance of cost records prescribed under sub-section (1) of section 148 of the Act in respect of manufacturing activities of the Company and we have been informed by the management that provisions of the maintaining the records related with cost audit not applicable to the company as it is engaged in to the exports business, based on this we have not made detailed examination of the records with view to determine whether the records maintained with relating to the cost audit is complete and accurate.
- (vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including goods and services tax, provident fund, employees’ state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues applicable to it. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no statutory dues of provident fund, employees’ state insurance, service tax, duty of customers, duty of excise, cess, goods and service tax, which have not been deposited on account of any disputes. The particulars of others statutory dues referred to in sub-clause (a) as at March 31, 2024 which have not been deposited on account of a dispute, are as follows:

Sr. No.	Nature of the Statue	Nature of dues	Forum where dispute is pending	Period to which the amount Relates	Disputed amount (Rs. in Lakhs)
1.	The Income Tax 1961	Income Tax	ITAT	A.Y. 2012-2013	28.04

- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.
- (ix) (a) Based on our audit procedures and as as per the information and explanations given by the management, the Company has not defaulted in repayment of loans or other borrowings or in payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (c) According to the information and explanations given to us and the records of the Company examined by us, term loans were applied for the purpose for which the loans were obtained.



- (d) On an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or joint ventures.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable.
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.  
(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.  
(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.  
(c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, and the details of the related party transactions have been disclosed in the financial statements as required by the applicable Indian Accounting Standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.  
(b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause 3(xvi)(a) of the Order is not applicable to the Company.  
(b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without obtained a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.  
(c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi)(c) of the Order is not applicable to the Company.  
(d) There is no Core Investment Company as a part of the Group; hence, the requirement to report on Clause 3(xvi) (d) of the Order is not applicable to the Company.
- (xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

- (xix) On the basis of the financial ratios disclosed in note 46 (1) to the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) According to the information and explanations given to us, there is no liability for the company under provisions of section 135 of the companies Act, relating to corporate social responsibility. Therefore, the provisions of clause 3(xx) of the order are not applicable to the company.

**For JMMK & Co.**

(Earlier known as JMK & Co.)

**Chartered Accountants**

ICAI Firm Registration No. 120459W

**Jitendra Doshi**

Partner

Membership No: 151274

Place: Mumbai

Date: 17<sup>th</sup> May, 2024

UDIN: 24151274BKEXJP1284

## Annexure B to the Independent Auditor's Report

### **Annexure "B" to the Independent Auditor's Report**

**(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of NHC FOODS LIMITED of even date)**

Report on the Internal Financial Controls Over Financial Reporting under Clause (f) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **NHC FOODS LIMITED** (the "Company") as of 31<sup>st</sup> March, 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 ('the Act).

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit in accordance with the Guidance Note and the Standards on Auditing prescribed under Section 143(10) Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting with reference to Ind AS Financial Statement and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to Ind AS Financial Statement, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting with reference to Ind AS Financial Statement.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of the management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting with reference to these Ind AS Financial Statement, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2024, based on the internal financial control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

**For JMMK & Co.**

(Earlier known as JMK & Co.)

**Chartered Accountants**

ICAI Firm Registration No. 120459W

**Jitendra Doshi**

Partner

Membership No: 151274

Place: Mumbai

Date: 17<sup>th</sup> May, 2024

UDIN: 24151274BKEXJP1284

PARTICULARS	Note	As at March 31, 2024	As at March 31, 2023
<b>A. ASSETS</b>			
<b>1. Non-Current Assets</b>			
Property, Plant and Equipment	3	822.88	867.06
Right of use Assets	3a	253.05	78.72
Intangible Assets	4	195.28	234.61
Non-current investments	5	577.91	.60
Other Financial Assets	6	94.11	36.98
Other Non Current Assets	7	33.40	31.36
<b>Total Non-Current Assets</b>		<b>1976.64</b>	<b>1249.32</b>
<b>2. Current Assets</b>			
Inventories	8	4287.99	2885.59
Financial Assets			
Trade Receivables	9	2769.42	1981.69
Cash and Cash Equivalents	10	61.92	231.61
Other Balances with Bank	11	68.55	64.78
Other Financial Assets	12	107.07	248.83
Other Current Assets	13	465.45	288.21
<b>Total Current Assets</b>		<b>7760.40</b>	<b>5700.72</b>
<b>Total Assets</b>		<b>9737.05</b>	<b>6950.04</b>
<b>B. EQUITY AND LIABILITIES</b>			
<b>1. Equity</b>			
Equity Share Capital	14	1185.50	1185.50
Other Equity	15	1591.54	1363.46
<b>Total Equity</b>		<b>2777.04</b>	<b>2548.96</b>
<b>2. Liabilities</b>			
<b>Non-Current Liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings	16	370.00	584.62
Lease Liabilities		259.23	111.48
Long-Term Provisions	17	18.72	22.02
Deferred Tax Liabilities (Net)	18	134.28	127.74
Other Non-Current Liabilities	19	6.03	7.10
<b>Total Non-Current Liabilities</b>		<b>788.26</b>	<b>852.96</b>
<b>Current Liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings	20	2985.19	1988.56
Lease Liabilities	20	49.76	14.01
<b>Trade and other Payables</b>			
Total outstanding dues of micro enterprises and small enterprises	21	223.83	61.88
Total outstanding dues of creditors other than micro enterprises and small enterprises	21	2684.74	1123.41
Short Term Provisions	22	30.75	33.14
Other Current Liabilities	23	197.47	327.13
<b>Total Current Liabilities</b>		<b>6171.74</b>	<b>3548.13</b>
<b>Total Liabilities</b>		<b>6960.00</b>	<b>4401.09</b>
<b>Total Equity and Liabilities</b>		<b>9737.05</b>	<b>6950.04</b>

The accompanying notes form an integral part of the Standalone financial statements.

As per our report of even date attached

For **JMMK & CO.**

(Earlier known as JMK & Co.)

ICAI Firm Reg. No. : 120459W

CA JITENDRA DOSHI

(Partner)

Membership No. 151274

For and behalf of the Board of Directors of  
NHC Foods Limited

Apoorva Shah

Chairman & Managing Director

DIN: 00573184

Apar Shah

Whole Time Director

DIN: 07125733



STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31ST, 2024

(Amount in Lakhs)

PARTICULARS	Note	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>I. Revenue</b>			
Revenue from Operations	24	20924.40	16356.04
Other Income	25	205.71	55.31
<b>Total Income</b>		<b>21130.11</b>	<b>16411.34</b>
<b>II. Expenses</b>			
Cost of Materials Consumed	26	25.28	2.65
Purchase of Stock in Trade		19846.72	14428.52
Changes in Inventories	27	-1427.67	-634.14
Employee Benefits Expense	28	236.24	196.87
Finance Cost	29	330.92	280.95
Depreciation and Amortization Expenses	3/4	144.36	120.60
Other Expenses	30	1662.22	1746.13
<b>Total Expenses</b>		<b>20818.06</b>	<b>16141.59</b>
<b>Profit Before Tax (I-II)</b>		<b>312.05</b>	<b>269.75</b>
<b>Tax Expenses</b>			
Current Tax		65.98	60.52
MAT Adjustment		–	–
Current tax expense relating to prior years		4.79	–
Deferred Tax Expenses(Income)		6.54	33.58
<b>Total Tax Expenses</b>		<b>77.31</b>	<b>94.11</b>
<b>Profit For the Period</b>		<b>234.74</b>	<b>175.64</b>
<b>Other Comprehensive Income</b>			
<b>Items that will not be reclassified to Statement of Profit and Loss</b>			
Defined benefit provision actuarial gain (loss)	28	-6.65	12.44
		<b>-6.65</b>	<b>12.44</b>
<b>Balance carried to Balance sheet</b>		<b>228.09</b>	<b>188.08</b>
Earnings Per Equity Share of Face Value of 10/- each			
<b>Basic Earnings per share (Rs.)</b>		<b>1.98</b>	<b>1.48</b>
Diluted Earnings per share (Rs.)		1.98	1.48
<b>Significant Accounting Policies and Notes Forming Part of the Financial Statements.</b>	01-47		

The accompanying notes form an integral part of the Standalone financial statements.

As per our report of even date attached

For **JMMK & CO.**

(Earlier known as JMK & Co.)

Chartered Accountants

ICAI Firm Reg. No. : 120459W

CA JITENDRA DOSHI

(Partner)

Membership No. 151274

Place: Mumbai

Date: 17.05.2024

UDIN:24151274BKEXJP1284

For and behalf of the Board of Directors of  
NHC Foods Limited

**Apoorva Shah**  
Chairman & Managing Director  
DIN: 00573184

**Archit Wahale**  
Chief Financial Officer

**Apar Shah**  
Whole Time Director  
DIN: 07125733

**Shanu Bhandari**  
C. S. ICSI M. No. A31268

**Cash flow statement for the year ended 31st March, 2024 (Amount in Lakhs)**

Particulars	For the year Ended March 31, 2024	For the year ended March 31, 2023
<b>A. Cash Flows from Operating Activities</b>		
Profit before taxes	312.05	269.75
<b>Adjustments for:</b>		
Depreciation and amortisation expense	144.36	120.60
Interest expense including Lease	319.54	263.30
Interest income	-4.19	-3.83
Sundry Balance/Prior Period Items written off and back	85.27	13.49
<b>(Profit) / Loss on sale of Property, Plant and Equipment</b>	<b>-50</b>	<b>-10.50</b>
<b>Other Adjustments including other comprehensive income</b>	<b>-6.65</b>	<b>12.44</b>
Expected Credit Loss	-142.34	-48.76
Ind As Effect on Re-measurement		
<b>Operating profit before working capital changes</b>	<b>707.54</b>	<b>616.49</b>
<b>Changes In Working Capital :</b>		
(Increase)/Decrease in Inventories	-1402.39	-631.49
(Increase)/Decrease in Trade receivables	-730.65	-496.35
(Increase)/Decrease in Loans and advances and other assets	-94.65	290.04
(Decrease)/Increase in Trade payables, other liabilities and provisions	1382.45	125.39
<b>Net Changes In Working Capital</b>	<b>-845.25</b>	<b>-712.41</b>
Cash generated from/(used) in the operations	-137.71	-95.91
Income Tax(Net of Refunds)	-84.37	-69.26
<b>Net cash generated from/(used) in the operations (A)</b>	<b>-222.08</b>	<b>-165.17</b>
<b>B. Cash Flow from Investing Activities</b>		
Purchase of Property, Plant and equipment	-28.34	-4.16
Investment/Fixed Deposits	-577.31	97.22
Interest income	4.19	3.83
Sale of Property, Plant & Equipment's	5.00	12.50
<b>Net Cash From (used in) investing activities (B)</b>	<b>-596.46</b>	<b>109.38</b>
<b>C. Cash Flow from Financing Activities</b>		
Received(Repaid) Liability-Borrowings (Non current)	-66.87	86.76
(Repayment) of borrowings to Bank/Borrowings (Current)	1032.39	222.86
Reversal of Financial Provision	6.65	-12.44
Interest expense	-319.54	-248.23
<b>Net cash flow/(used) from financing activities (C)</b>	<b>652.63</b>	<b>48.96</b>
<b>Net increase/ (decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>-165.92</b>	<b>-6.83</b>
Cash and Cash Equivalents at the beginning of the year	<b>296.39</b>	<b>303.22</b>
Cash and Cash Equivalents at the end of the year	130.48	296.39
<b>Cash and Bank Balances at the end of the year</b>	<b>130.48</b>	<b>296.39</b>

Note: 1. The above Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in Ind AS 7, 'Statement of Cash Flows.

2. Components of Cash and Bank Balances at the end of the year:

Particulars	For the year Ended March 31, 2024	For the year ended March 31, 2023
Balance with Bank	55.01	223.17
Cash in Hand	6.91	8.44
Total Cash and cash equivalents disclosed under current assets	61.92	231.61
Other bank balances*	68.55	64.78
Total Cash and Cash equivalents as per Balance Sheet	130.48	296.39

\* Fixed Deposits -Lien to Axis Bank Ltd



“ Notes to the Financial Statements for the year ended March 31, 2024”

Statement of changes in equity for the year ended 31st March 2024:

A. Equity Share Capital

₹ in Lakhs (Except No. of Shares)

Particulars	Number of Shares	Amount
As at April 1, 2023	1,18,55,000	1,185.50
Changes in equity share capital		
As at March 31, 2023	1,18,55,000	1,185.50
Changes in equity share capital		
As at March 31, 2024	1,18,55,000	1,185.50

B. Other Equity

Attributable to equity holders of the Company

(Amount in Lakhs)

Particulars	Reserves & Surplus		Other Comprehensive Income (OCI)	Total
	Securities Premium Reserves	Retained earnings	Remeasurements of net defined	
As at April 01, 2022	174.29	1014.14	-13.05	1175.38
Profit for the year	–	175.64	–	175.64
Other comprehensive income for the year	–	–	12.44	12.44
Tax adjustment of OCI items	–	–	–	–
As at March 31, 2023	174.29	1189.78	-61	1363.46
As at April 01, 2023	174.29	1189.78	-61	1363.46
Profit for the year		234.74		234.74
Other comprehensive income for the year			-6.65	-6.65
Tax adjustment of OCI items			–	–
As at March 31, 2024	174.29	1424.52	-7.26	1591.54

For JMMK & CO.  
(Earlier known as JMK & Co.)  
Chartered Accountants  
ICAI Firm Reg. No. : 120459W  
CA JITENDRA DOSHI  
(Partner)  
Membership No. 151274  
Place: Mumbai  
Date: 17.05.2024  
UDIN:24151274BKEXJP1284

For and behalf of the Board of Directors of  
NHC Foods Limited

Apoorva Shah  
Chairman & Managing Director  
DIN: 00573184  
Archit Wahale  
Chief Financial Officer

Apar Shah  
Whole Time Director  
DIN: 07125733  
Shanu Bhandari  
C. S. ICSI M. No. A31268



## Notes to Financial Statements for the year ended March 31, 2024

### 1 Corporate Information

NHC Foods Limited (NHC) ("the Company") (CIN : L15122GJ1992PLC076277) is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India.

The Company is engaged in the business of Whole & Ground Spices, Lentils, Pulses, Grains, Oil Seeds and various other Agri - products and Assorted Food Products. Currently NHC Foods Limited is Exporting the above-mentioned Commodities to more than 60 Countries World-wide.

The financial statements were authorized for issue by the board of directors on May 17, 2024.

### 2 Significant Accounting Policies

#### 2.1 Basis of preparation of financial statements

(a) These financial statements have been prepared in accordance with Indian Accounting Standard (Ind AS) as notified under section 133 of the Companies Act, 2013 ("the Act") read with Companies (Indian Accounting Standard) Rules 2015 and relevant amendment rules issued thereafter

The financial statements have been prepared on a historical cost convention on the accrual basis of accounting except for certain financial assets and liabilities (including derivative instruments) which are measured at fair values at end of each reporting period, as stated in Summary of significant accounting policies below

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy as mentioned in note (b) below.

#### (b) Application of New Accounting pronouncements

Pursuant to issuance of the Companies (Indian Accounting Standards) Amendment Rules, 2019 and the Companies (Indian Accounting Standards) Second Amendment Rules, 2019, Ind AS 116 – "Leases" (IndAS 116) supersedes Ind AS 17 – "Leases". The Company has adopted Ind AS 116 using the modified retrospective approach with effect from 1st April, 2019.

#### 2.2 Use of Estimates and Judgements:

The preparation of the financial statements in conformity with Ind AS requires the Management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. The application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed in Note 2.4. Accounting estimates could change from period to period

#### 2.3 Summary of significant Accounting Policies

##### (a) Foreign currency translation

###### (i) Functional and presentation currency

Items included in the financial statements of the entity are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is entity's functional and presentation currency.

###### (ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the statement of profit and loss on a net basis within other gains/(losses).

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss.

**(b) Property, plant and equipment**

Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in profit or loss as incurred.

Subsequent expenditure related to an item of property, plant and equipment is added to its book value only if it increases the future benefits from its previously assessed standard of performance. All other expenses on existing property, plant and equipment, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Borrowing costs directly attributable to acquisition of property, plant and equipment which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

Advances paid towards the acquisition of Property, plant and equipment are disclosed as "Capital advances" under Other Non Current Assets and the cost of assets not ready to be put to use as at the balance sheet date are disclosed as 'Capital work-in-progress'.

An item of property, plant and equipment and any significant part initially recognized is de-recognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the Property, plant and equipment is de-recognized.

Expenditure directly relating to construction activity is capitalized. Indirect expenditure incurred during construction period is capitalized to the extent to which the expenditure is indirectly related to construction or is incidental thereto. Other indirect expenditure (including borrowing costs) incurred during the construction period which is neither related to the construction activity nor is incidental thereto is charged to the statement of profit and loss.

**(c) Depreciation methods, estimated useful lives and residual value**

Depreciation is calculated on straight line basis using the useful lives estimated by the management, which are equal to those prescribed under Schedule II to the Companies Act, 2013.

The residual values are not more than 5% of the original cost of the asset.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

**(d) Intangible assets**

Intangible Assets are stated at acquisition cost, net of accumulated amortisation and accumulated impairment losses, if any. Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the Statement of Profit and Loss.

**Amortisation methods and periods**

Intangible assets comprising of goodwill is amortized on a straight line basis over the useful life of twenty years which is estimated by the management.

**(e) Impairment of non financial assets**

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

Impairment losses are recognized in the statement of profit and loss. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

**(f) Leases****(i) As a lessee**

The Company, as a lessee, recognizes a right-of-use asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset, and the Company has substantially all of the economic benefits from use of the asset and has right to direct the use of the identified asset.

Effective April 1, 2019, the Company adopted Ind AS 116 "Leases" and applied the standard to the lease contract existing on April 1, 2019 using the modified retrospective approach. Accordingly, comparatives for the year ended March 31, 2019 have not been retrospectively adjusted. The standard permits a choice on initial adoption, on a lease-by-lease basis, to measure the right-of-use (ROU) asset at either its carrying amount as if Ind AS 116 had been applied since the commencement of the lease, or an amount equal to the lease liability adjusted for accruals or prepayments. The Company has elected to measure the right-of-use asset equal to the lease liability, with the result of no net impact on retained earnings and no restatement of prior period comparatives.

The company recognizes a right of use asset and a lease liability at the lease commencement date. The right of use asset is initially measured at costs which comprise the initial amount of lease liability adjusted for any lease payments made before the commencement date. The right of use asset is subsequently depreciated using the straight-line method of the balance lease term. In addition, the right of use asset is periodically reduced by impairment loss, if any and adjusted for certain Remeasurements of lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the amounts expected to be payable over the period of lease. The lease liability is measured at amortized cost using effective interest rate method. It is remeasured when there is a change in future lease payments arising from change in the index or rate

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments (including interest) have been classified as financing cash flows

**Short-term leases and leases of low-value assets**

The Company has elected not to recognize right-to-use assets and lease liabilities for short term lease that have a lease term of 12 months or less and leases of low-value assets. The Company recognize the lease payments associated with these leases as an expenses on a straight-line basis over the lease term.

**(ii) As a lessor**

When the Company acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease

To classify each lease, the Company makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance

lease; if not, then it is an operating lease. As part of this assessment, the Company considers certain indicators such as whether the lease is for the major part of the economic life of the asset. The Company recognizes lease payments received under operating leases as income on a straight-line basis over the lease term. Contingent rents are recognised as revenue in the period in which they are earned.

The accounting policies applicable to the Company as a lessor in the comparative period were not different from Ind AS 116

**(g) Inventories**

Raw materials, Stores and spares and packing materials are valued at lower of cost and net realizable value.

However, these items are considered to be realizable at cost if the finished products, in which they will be used, are expected to be sold at or above cost.

Work-in-progress, finished goods and stock-in-trade are valued at lower of cost and net realizable value. Finished goods and Work-in-progress include costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost of inventories is calculated on FIFO basis.

**(h) Revenue recognition**

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties including taxes. Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration we expect to receive in exchange for those products or services.

Effective April 1, 2018, the Company adopted Ind AS 115 "Revenue from Contracts with Customers" using the cumulative catch-up transition method, applied to contracts that were not completed as of April 1, 2018. In accordance with the cumulative catch-up transition method, the comparatives have not been retrospectively adjusted. The effect on adoption of Ind AS 115 was insignificant.

**The following are the specific revenue recognition criteria:**

- a) Revenue from sale of goods is recognized when all the significant risk and rewards of ownership of the goods have been passed to the buyer.
- b) Revenue from services are recognised as they are rendered based on agreements/ arrangements with the concerned parties.

**Contract balances****Contract assets**

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

**Trade receivables**

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due)

**Contract liabilities**

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

**Assets and liabilities arising from rights of return****Right of return assets**

Right of return asset represents the Company's right to recover the goods expected to be returned by customers. The asset is measured at the former carrying amount of the inventory, less any expected costs to recover the goods,

including any potential decreases in the value of the returned goods. The Company updates the measurement of the asset recorded for any revisions to its expected level of returns, as well as any additional decreases in the value of the returned products. This is disclosed along with inventories.

### **Refund liabilities**

A refund liability is the obligation to refund some or all of the consideration received (or receivable) from the customer and is measured at the amount the Company ultimately expects it will have to return to the customer. The Company updates its estimates of refund liabilities (and the corresponding change in the transaction price) at the end of each reporting period.

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

The Company collects taxes such as sales tax/value added tax, service tax, etc on behalf of the Government and, therefore, these are not economic benefits flowing to the Company. Hence, they are excluded from the aforesaid revenue/ income.

### **c) Interest income**

Interest income, including income arising from other financial instruments measured at amortized cost, is recognized using the effective interest rate method.

### **d) Dividend income**

Revenue is recognised when the company's right to receive the payment is established, which is generally when shareholders approve the dividend.

### **e) Commission income is recognised as and when the terms of the contract are fulfilled.**

### **f) Other items of income are accounted as and when the right to receive arises.**

### **(i) Taxes**

#### **(i) Current income tax**

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the company operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

#### **(ii) Deferred tax**

Deferred income tax is recognized using the balance sheet approach, deferred tax is recognized on temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred income tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred income tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

**(iii) Minimum Alternate Tax (MAT)**

MAT payable for a year is charged to the statement of profit and loss as current tax. The Company recognizes MAT credit available in the statement of profit and loss as deferred tax with a corresponding asset only to the extent that there is probable certainty that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. The said asset is shown as 'MAT Credit Entitlement' under Deferred Tax. The Company reviews the same at each reporting date and writes down the asset to the extent the Company does not have the probable certainty that it will pay normal tax during the specified period.

**(j) Financial Instruments**

Financial assets and financial liabilities are recognised when a Company becomes a party to the contractual provisions of the instruments, which give rise to a financial asset of one entity and financial liability or equity of another entity.

**Initial Recognition**

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss and ancillary costs related to borrowings) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in Statement of Profit and Loss.

**Classification and Subsequent Measurement: Financial Assets**

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL") on the basis of following:

- the entity's business model for managing the financial assets and
- the contractual cash flow characteristics of the financial asset.

**(i) Amortised Cost**

A financial asset shall be classified and measured at amortised cost if both of the following conditions are met:

The financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and

The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**(ii) Fair Value through other comprehensive income**

A financial asset shall be classified and measured at fair value through OCI if both of the following conditions are met:

The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and

The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**(iii) Fair Value through Profit or Loss**

A financial asset shall be classified and measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through OCI.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

**Classification and Subsequent Measurement: Financial liabilities**

Financial liabilities are classified as either financial liabilities at FVTPL or 'other financial liabilities'.

**(i) Financial Liabilities at FVTPL**

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL. Gains or Losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

**(ii) Other Financial Liabilities:**

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

**Impairment of financial assets**

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. The Company recognises a loss allowance for expected credit losses on financial asset. In case of trade receivables, the Company follows the simplified approach permitted by Ind AS 109 – Financial Instruments for recognition of impairment loss allowance. The application of simplified approach does not require the Company to track changes in credit risk. The Company calculates the expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience.

**Derecognition of financial assets**

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

**Derecognition of financial liabilities**

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

**Equity investment in subsidiaries,**

The company has remitted Indian Rupees Rs.576.68/- Lakhs, equivalent to USD 6.91 Lakhs, for the purpose of acquiring 2540 shares out of 2640 in M/s Intra Metal Trading L.L.C, located within the free trade zone of the United Arab Emirates and same has been disclosed in to financials "Non Trade investments". as of the aforementioned date, both the issuance, registration, and allotment of shares for M/s Intra Metal Trading L.L.C are still in process. The acquisition itself has not yet been completed even on the date of the signing the financials. Due to the ongoing nature of this transaction, the management has taken the decision to refrain from preparing the consolidated financial statements 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 the entity

**Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

**(k) Financial liabilities and equity instruments****Classification as debt or equity**

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

**Equity instruments**

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a Company are recognised at the proceeds received.

**(l) Convertible financial instrument**

Convertible instruments are separated into liability and equity components based on the terms of the contract. On issuance of the convertible instruments, the fair value of the liability component is determined using a market rate for an equivalent non-convertible instrument. This amount is classified as a financial liability measured at amortised cost (net of transaction costs) until it is extinguished on conversion or redemption.

The remainder of the proceeds is allocated to the conversion option that is recognised and included in equity since conversion option meets Ind AS 32 criteria for fixed to fixed classification. Transaction costs are deducted from equity, net of associated income tax. The carrying amount of the conversion option is not remeasured in subsequent years.

Transaction costs are apportioned between the liability and equity components of the convertible instrument based on the allocation of proceeds to the liability and equity components when the instruments are initially recognised.

**(m) Employee benefits****(i) Short-term obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

**(ii) Other long-term employee benefit obligations**

The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

**(iii) Post-employment obligations**

The company operates the following post-employment schemes:

- (a) defined benefit plans viz. gratuity,
- (b) defined contribution plans viz. provident fund.

**Gratuity obligations**

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.



Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

#### **Defined contribution plans**

The company pays provident fund contributions to publicly administered provident funds as per local regulations. The company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

#### **(iv) Termination benefits**

Termination benefits are payable when employment is terminated by the company before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits.

#### **(n) Provisions, Contingent Liabilities and Contingent Assets**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Unwinding of the discount is recognised in the Statement of Profit and Loss as a finance cost. Provisions are reviewed at each reporting date and are adjusted to reflect the current best estimate.

A present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

Claims against the Company where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities.

Contingent assets are not recognised in financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognised.

#### **(o) Borrowing costs**

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. Other borrowing costs are expensed in the period in which they are incurred.

#### **(p) Segment Reporting - Identification of Segments**

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the company's chief operating decision maker to make decisions for which discrete financial information is available. Based on the management

approach as defined in Ind AS 108, the chief operating decision maker evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by geographic segments.

**(q) Earnings per share**

**Basic earnings per share**

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year

**Diluted earnings per share**

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

**(r) Current/non current classification**

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The company classifies all other liabilities as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The company has identified twelve months as its operating cycle.

**(s) Cash and cash equivalents**

Cash and cash equivalents in the Balance Sheet comprise cash at bank and in hand and short-term deposits with banks having original maturity of three months or less which are subject to insignificant risk of changes in value.

**(t) Cash Flow Statement**

Cash Flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the company are segregated.

**(u) Dividends**

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

**(v) Rounding of amounts**

All amounts disclosed in the financial statements and notes have been rounded off to the nearest Rupee as per the requirement of Schedule III, unless otherwise stated.

**(w) Events after reporting date**

Where events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed.

**2.4 Key Significant accounting judgements, estimates and assumptions**

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

Key sources of estimation of uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are in respect of impairment of non current assets, useful lives of property, plant and equipment, valuation of deferred tax assets, provisions and contingent liabilities and fair value measurement. etc are as under:

**(i) Impairment of non - financial assets**

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. These estimates are most relevant to disclosure of fair value of investment property recorded by the Company.

**(ii) Useful lives of property, plant and equipment**

The useful lives and residual values of Company's assets are determined by the management at the time the asset is acquired and reviewed at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technical or commercial obsolescence arising from changes or improvements in production or from a change in market demand of the product or service output of the asset.

This reassessment may result in change in depreciation expense in future period

**(iii) Income Taxes**

The company tax jurisdiction is india. Significant judgements are involved In estimating budgeted profit for the purpose of paying advance tax,determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.

**(iv) Valuation of deferred tax assets**

The Company reviews the carrying amount of deferred tax assets at the end of each reporting period. The policy for the same has been explained under Note (i) above.

**(v) Defined benefit plans**

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

**(vi) Provisions**

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability require the application of judgement to existing facts and circumstances, which can be subject to change. Since the cash outflows can take place many years in the future, the carrying amounts of provisions and liabilities are reviewed regularly and adjusted to take account of changing facts and circumstances.

**(vii) Fair value measurement**

Management uses valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and non-financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management bases its assumptions on observable data as far as possible but this is not always available. In that case management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

**2.5 Recent accounting pronouncements**

On 24th march 2021, the Ministry of Corporate Affairs ("MCA") through a notification, amended schedule III Of companies act 2013. The amendments revise Division I,II,III of schedule III and are applicable from 1st april 2021. Key amendments relating to division II which relate to companies whose financial statements are required to comply with companies (Indian Accounting Standards) Rules 2015 are:

**Balance Sheet:**

- lease liabilities should be separately disclosed under the head 'financial liabilities', duly distinguished as current or non current.
- Certain additional disclosures in the statement of changes in equity such as changes in equity share capital due to prior period errors and restated balances at the beginning of the current reporting period.
- Specified format for disclosure of shareholding of promoters.
- Specified format for ageing schedule of trade receivables, trade payables, capital work in progress and intangible asset under development
- If a company has not used funds for the specific purpose for which it was borrowed from banks and financial institutions, then disclosure of details of where it has been used.
- Specific disclosure under 'additional regulatory requirement' such as compliance with approved schemes of arrangements, compliance with number of layers of companies, title deeds of immovable property not held in name of company, loan and advances to promoters, directors, key managerial personnel(KMP) and related parties, details of benami property held etc.

**Statement of Profit and Loss:**

- Additional disclosures relating to Corporate Social Responsibility (CSR), undisclosed income and Crypto or virtual currency specified under the head 'additional information' in the notes forming part of the financial statements.

Note No. 3 & 4  
Property Plant & Equipment

(Amount in Lakhs)

Sr. No.	Descriptions	Gross Block						Depreciation						Net block		
		As at April 1, 2022	Addition	Deduction	As at April 1 2023	Additions	Deduction	As at March 31 2024	As at April 1 2022	For the year ended March 2023	For the Year ended April 2023	For the year ended March 2024	Deletion	As at March 31, 2024	As at March 31, 2024	As at March 31, 2023
<b>Note 3:</b>	<b>Tangible assets</b>															
1	Freehold land*	21.19			21.19			21.19	–	–	–	–	–	–	21.19	21.19
2	Factory Building*	595.72			595.72			595.72	140.40	23.56	163.95	23.62	–	187.58	408.15	431.77
3	Office Premises*	286.32			286.32			286.32	30.11	5.03	35.15	5.05	–	40.19	246.12	251.17
4	Leasehold Improvement	168.56			168.56			168.56	62.46	15.99	78.45	16.04	–	94.49	74.07	90.11
5	Machinery	130.70			130.70		10.29	120.41	72.46	12.59	85.05	12.00	5.95	91.10	29.32	45.66
6	Furniture & Fixtures	27.85			27.85			27.85	24.01	1.35	25.36	.06	–	25.42	2.43	2.50
7	Vehicles	63.65		40.04	23.61	27.30		50.91	46.35	3.58	49.93	8.15	38.04	20.04	30.87	11.72
8	Office Equipment	21.09	2.25		23.34	.12		23.46	15.07	2.03	17.10	1.34	–	18.45	5.01	6.24
9	Computer	9.67	1.91		11.58	.92		12.50	5.52	1.73	7.25	1.92	–	9.16	3.34	4.33
10	Electrical Fittings	37.63			37.63			37.63	35.23	.01	35.25	–	–	35.25	2.38	2.38
	<b>Total (A)</b>	<b>1362.39</b>	<b>4.16</b>	<b>40.04</b>	<b>1326.51</b>	<b>28.34</b>	<b>10.29</b>	<b>1344.56</b>	<b>431.62</b>	<b>65.87</b>	<b>497.48</b>	<b>68.18</b>	<b>43.98</b>	<b>521.68</b>	<b>822.88</b>	<b>867.06</b>
	Previous year	1354.41	7.97	–	1362.39	4.16	40.04	1326.51	364.68	66.93	431.62	65.87	38.04	459.45	867.06	930.77
<b>Note 4</b>	<b>Intangible assets</b>															
1	Goodwill of Amalgamation	503.30	–	–	503.30			503.30	232.71	38.67	271.38	38.78	–	310.16	193.15	231.92
2	Computer Software	–	3.00		3.00			3.00	–	.32	.32	.54	–	.86	2.14	2.68
	<b>Total (4)</b>	<b>503.30</b>	<b>3.00</b>	<b>–</b>	<b>506.30</b>	<b>–</b>	<b>–</b>	<b>506.30</b>	<b>232.71</b>	<b>38.99</b>	<b>271.70</b>	<b>39.32</b>	<b>–</b>	<b>311.02</b>	<b>195.28</b>	<b>234.61</b>
	Previous year	503.30	–	–	503.30	3.00	–	506.30	194.04	38.67	232.71	38.99	–	271.70	234.61	270.59
<b>NOTE 3(a)</b>																
1	Right to Use of Assets–I	121.08	–		121.08			121.08	40.36	15.74	56.10	15.74	13.74	58.10	62.97	78.72
2	Right to Use of Assets–II	–	–	–	–	211.20	–	211.20	–	–	–	21.12	–	21.12	190.08	–
	<b>Total (3a)</b>	<b>121.08</b>	<b>–</b>	<b>–</b>	<b>121.08</b>	<b>211.20</b>	<b>–</b>	<b>332.27</b>	<b>40.36</b>	<b>15.74</b>	<b>56.10</b>	<b>36.86</b>	<b>13.74</b>	<b>79.22</b>	<b>253.05</b>	<b>78.72</b>
	Previous year	121.08	–	–	121.08	–	–	121.08	15.70	11.21	26.91	13.45	–	40.36	80.72	94.17
	<b>Total</b>	<b>1986.77</b>	<b>7.16</b>	<b>40.04</b>	<b>1953.89</b>	<b>239.54</b>	<b>10.29</b>	<b>2183.14</b>	<b>704.68</b>	<b>120.60</b>	<b>825.28</b>	<b>144.36</b>	<b>57.73</b>	<b>911.92</b>	<b>1271.22</b>	<b>1180.38</b>
	Previous year	1978.80	7.97	–	1986.77	7.16	40.04	1953.89	585.63	119.06	704.68	120.60	51.78	773.50	1180.38	1282.08

Notes -

I)\* Property, Plant and Equipment pledged as security against borrowings by the group, if any Refer to Note : 16 &amp; 43 Assets Hypothecated as security

II) There are no contractual obligations for the year

(Amount in Lakhs)

	As at March 31, 2024	As at March 31, 2023
<b>Note 5: Non Current- Financial Assets-Investments</b>		
<b>A) Non - Trade Investments</b>		
Investments for shares of subsidiary company*	577.31	–
<b>B) Unquoted</b>		
National Saving Certificates	.60	.60
<b>Total</b>	<b>577.91</b>	<b>.60</b>
<i>*Overseas direct investment payments for the acquisition shares of the foreign company, however allotment of shares not completed.</i>		
<b>Note 6: Non Current -Other Financial Assets</b>		
Export incentives receivable	94.11	36.98
<b>Total</b>	<b>94.11</b>	<b>36.98</b>
<b>Note 7: Other Non-Current Assets (Unsecured, Considered good)</b>		
Security Deposits	33.40	14.76
Loans to Employees *	–	.60
Other Loans & Advances	–	16.00
<b>Total</b>	<b>33.40</b>	<b>31.36</b>
<b>Note 8: Inventories</b>		
Packing material	–	25.28
Stock in Trade	4287.99	2860.31
<b>Total</b>	<b>4287.99</b>	<b>2885.59</b>
<b>Note 9: Trade Receivables</b>		
Unsecured & Considered Good*	2769.42	1981.69
	2769.42	1981.69
<b>Total</b>	<b>2769.42</b>	<b>1981.69</b>
<i>*Netted of extent to the bills discounted/factoring</i>		
<b>Note 10: Cash and Cash equivalents</b>		
Cash, Cash Equivalents, Balance with banks		
In current accounts	55.01	223.17
Cash in hand	6.91	8.44
<b>Total</b>	<b>61.92</b>	<b>231.61</b>
<b>Note 11: Other Balances with Bank</b>		
Other bank balances		
Fixed Deposits*	68.55	64.78
<b>Total</b>	<b>68.55</b>	<b>64.78</b>
<i>* Lien to Axis Bank Ltd</i>		
<b>Note 12: Other Financial Assets</b>		
Export incentives receivable	107.07	248.83
<b>Total</b>	<b>107.07</b>	<b>248.83</b>

(Amount in Lakhs)

	As at March 31, 2024	As at March 31, 2023
<b>Note 13: Other Current Assets</b>		
Unsecured, Considered Good		
Advances to Suppliers	16.08	76.61
Other Loans and Advances*	20.03	11.59
Balances with Govt. Authorities**	408.71	175.65
Prepaid Expenses	20.63	24.37
<b>Total</b>	<b>465.45</b>	<b>288.21</b>

\*provision of taxes netted of extent to advance tax, tax deducted & collected at source. \*\* GST credit ledger andavailed input tax credit

**Note 14: Equity Share Capital** (Rs. in lakhs except No. of shares)

Name of Shareholders	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	Amount	No. of Shares	Amount
<b>Authorised</b>				
2,40,00,000 Equity Shares of Rs. 10 each/-	2,40,00,000	2,400.00	2,40,00,000	2,400.00
	<b>2,40,00,000</b>	<b>2,400.00</b>	<b>2,40,00,000</b>	<b>2,400.00</b>
<b>Issued, Subscribed and Fully Paid-up</b>				
11,855,000 Equity Shares of Rs. 10/- each fully paid	1,18,55,000	1,185.50	1,18,55,000	1,185.50
	<b>1,18,55,000</b>	<b>1,185.50</b>	<b>1,18,55,000</b>	<b>1,185.50</b>

**(a) Reconciliation of number of shares and amount outstanding at the beginning and at the end of the year:**

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	Amount	No. of Shares	Amount
<b>Equity Share Capital</b>				
At the beginning of the year	1,18,55,000	1,185.50	1,18,55,000	1,185.50
Add : Issued during the year	-	-	-	-
	<b>1,18,55,000</b>	<b>1,185.50</b>	<b>1,18,55,000</b>	<b>1,185.50</b>

**(b) Terms/rights attached to equity shares**

The Company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**(c) The Company does not have a holding company.**
**(d) Details of Share holders holding more than 5% shares in the company:**

Name of Shareholders	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	% of Holding	No. of Shares	% of Holding
<b>Equity Shares</b>				
Alpa Shah	86,41,82	7.29%	10,33,682	8.72%
Apoorva Himatlal Shah	39,19,368	33.06%	39,19,368	33.06%
	<b>47,83,550</b>	<b>40.35%</b>	<b>49,53,050</b>	<b>42%</b>

Disclosure of shareholding of promoters as at March 31, 2024 is as follows:

Shareholders Name	Shares held by shareholders		% of change during the year
	As at 31st March 2024		
	No. of Shares	% of Holding	
<b>Equity Shares</b>			
Alpa Apoorva Shah	864182	7.29%	1.43%
Apoorva Himatlal Shah	3919368	33.06%	0.00%
Apoorva H Shah HUF	8155	0.07%	0.00%
Apar Apoorva Shah	27650	0.23%	0.00%
Aneri Apoorva Shah	19300	0.16%	0.00%
	<b>4838655</b>	<b>40.81%</b>	<b>1.43%</b>

Disclosure of shareholding of promoters as at March 31, 2023 is as follows:

Shareholders Name	Shares held by shareholders		% of change during the year
	As at 31st March 2023		
	No. of Shares	% of Holding	
<b>Equity Shares</b>			
Alpa Shah	10,33,682	8.72%	0.00%
Apoorva Himatlal Shah	39,19,368	33.06%	0.00%
Apoorva H Shah Huf	8,155	0.07%	0.07%
Apar Apoorva Shah	27,650	0.23%	0.00%
Aneri Apoorva Shah	19,300	0.16%	0.00%
	<b>50,08,155</b>	<b>42.24%</b>	<b>0.07%</b>

Disclosure of shareholding of promoters as at March 31, 2022 is as follows:

Shareholders Name	Shares held by shareholders		% of change during the year
	As at 31st March 2022		
	No. of Shares	% of Holding	
<b>Equity Shares</b>			
Alpa Shah	10,33,682	8.72%	0.00%
Apoorva Himatlal Shah	39,19,368	33.06%	0.00%
Apar Apoorva Shah	27,650	0.23%	0.00%
Aneri Apoorva Shah	19,300	0.16%	0.00%
	<b>50,00,000</b>	<b>42.17%</b>	<b>0.00%</b>

(Amount in Lakhs)

	As at March 31, 2024	As at March 31, 2023
<b>Note 15: Other Equity Securities Premium</b>	174.29	174.29
	174.29	174.29
<b>Retained Earnings</b>		
Opening Balance	1190.28	1014.64
Add: Profit for the year	234.74	175.64
<b>Other Comprehensive Income</b>	1425.02	1190.28
<b>Remeasurements of net defined benefit plans</b>		
Opening Balance	-1.11	-13.55
Add: Profit/(Loss) for the year	-6.65	12.44
	-7.76	-1.11
<b>Total</b>	<b>1591.54</b>	<b>1363.46</b>



(Amount in Lakhs)

	As at March 31, 2024	As at March 31, 2023
<b>Note 16: Non-Current Borrowings</b>		
Secured*		
Loan from Banks	370.00	326.02
Less: Current Maturity of Loan	—	103.85
<b>Total</b>	<b>370.00</b>	<b>222.17</b>
Unsecured*		
From Others :		
Loan From Related parties	—	391.51
Less: Current Maturity of Non Current Borrowing	—	64.51
	—	327.00
Loan From Others (Long Terms Maturities)	—	117.81
Less: Current Maturity of Non Current Borrowing	—	82.36
	—	35.45
<b>Total</b>	<b>370.00</b>	<b>584.62</b>
Lease Liabilities	259.23	111.48
<b>Total</b>	<b>259.23</b>	<b>111.48</b>

\*refer note 20

(a) \* **Details Of Security for current and non-current borrowings**

## (i) Secured loan from Axis Bank Ltd

- A. Hypnotisation of inventory and receivables (Current assets) of the company.
- B. Land, building at Survey no.777, Umarsadi, Taluka Pardi, Dist.Valsad, Gujrat 396175
- C. Office 2/13, Swagatham CHS Ltd. NHC House, Anand Nagar, Santacruz East, Mumbai-400055
- D. Fixed Deposits -Lien to Axis Bank Ltd
- E. Personal Guarantee of
  1. Apoorva Shah
  2. Alpa Shah
  3. Apar Shah

## (ii) Kotak Mahindra Prime Ltd -Secured car loan.

## (iii) Unsecured loans from others carrying rate of interest prevailing at the time of borrowing the loan and subject to approval board of directors

## (iv) For Repayment Refer Note No. 41 Contractual maturities of financial liabilities

**Note 17: Long Term Provisions**

Provision for Gratuity	18.72	22.02
<b>Total</b>	<b>18.72</b>	<b>22.02</b>

**Note 18: Deferred Tax Liability (Net)**

Deferred Tax Liability		
On Fixed Assets	221.44	210.32
	221.44	210.32

**Deferred Tax Asset**

Disallowances under Income Tax Act, 1961	87.16	82.58
	87.16	82.58

**Deferred Tax Liability/Assets (Net)**

	<b>134.28</b>	<b>127.74</b>
--	---------------	---------------

Reconciliation : Refer Note No. 43

**Note 19: Other Non-Current Liabilities**

Other Liabilities-Deposits	6.03	7.10
<b>Total</b>	<b>6.03</b>	<b>7.10</b>

Amount in Lakhs)

	As at March 31, 2024	As at March 31, 2023
<b>Note 20: Short-Term Borrowings</b>		
<b>a) Loans</b>		
Secured*		
Working Capital Borrowings from Banks	2890.90	1841.68
<b>Unsecured</b>		
Loans from others*	35.55	82.36
Loan From Related parties #	58.74	64.51
<b>Total</b>	<b>2985.19</b>	<b>1988.56</b>
<b>b) Lease Liabilities</b>		
<b>Total</b>	<b>49.76</b>	<b>14.01</b>
<i>*From NBFC and others, # refer note 36 related party transactions</i>		
<b>Note 21: Trade Payables</b>		
<b>Trade Payables</b>		
Total outstanding dues of micro enterprises and small enterprises	223.83	61.88
Total outstanding dues of creditors other than micro enterprises and small enterprises	2684.74	1123.41
<b>Total</b>	<b>2908.57</b>	<b>1185.29</b>
<b>Note 22: Short-Term Provisions</b>		
Provision for Gratuity	7.16	.66
Provision for Other Expenses	–	.40
Provision for Tax *	12.15	25.74
Provision for Leave Encashment	6.28	2.60
Bonus Payable	5.17	3.73
<b>Total</b>	<b>30.75</b>	<b>33.14</b>
<i>*provision of taxes netted of extent to advance tax, Tax deducted &amp; collected at source.</i>		
<b>Note 23: Other Current Liabilities</b>		
Current Maturities of Long Term loans	3.84	103.85
Interest Accrued but not due	.54	1.12
Advances From Customers	161.94	194.25
Other Payables*	31.14	27.92
<b>Total</b>	<b>197.47</b>	<b>327.13</b>
<i>*Includes statutory dues and salary payable</i>		
<b>Note 24: Revenue from Operations</b>		
Sales- Ready to Eat & Bulk Agriculture Products	20607.83	16214.67
<b>Other Operating Revenues</b>		
Export Incentives	316.57	141.37
<b>Total</b>	<b>20924.40</b>	<b>16356.04</b>
<b>Note 25: Other Income</b>		
Interest Income		
On Deposits & Others	4.19	3.83
<b>Other Than Interest Income</b>		
Non Operating Income	29.89	51.48
Foreign Exchange Gain(Loss)	171.63	–
<b>Total</b>	<b>205.71</b>	<b>55.31</b>

Amount in Lakhs)

	As at March 31, 2024	As at March 31, 2023
<b>Note 26: Cost of Raw Material Consumed</b>		
Raw Material		
As at beginning of the year	–	2.36
	<b>–</b>	<b>2.36</b>
Packing Material Consumed		
Packing Material		
As at beginning of the year	25.28	25.57
Add : Purchase	–	–
Less : As at end of the year	–	25.28
	<b>25.28</b>	<b>.29</b>
<b>Total</b>	<b>25.28</b>	<b>2.65</b>
<b>Note 27: Changes in Inventories</b>		
Inventories as at the end of the year		
Work in progress	–	–
Finished goods	–	–
Stock in Trade	4287.99	2860.31
	<b>4287.99</b>	<b>2860.31</b>
Inventories as at the beginning of the year		
Work in progress	–	.86
Finished goods	–	.17
Stock in Trade	2860.31	2225.14
	<b>2860.31</b>	<b>2226.18</b>
Net Decreases(Increase) in Inventories	-1427.67	-634.14
<b>Note 28: Employee Benefits Expense</b>		
Salaries, Wages and Bonus*	220.18	180.66
Contribution to Recognised funds	11.31	11.02
Staff Welfare Expenses	4.75	5.19
<b>Total</b>	<b>236.24</b>	<b>196.87</b>
<b>Note 29: Finance Cost</b>		
Interest Expenses	294.01	248.23
Other Borrowing Costs	11.38	17.65
Interest on Lease liability	25.53	15.07
<b>Total</b>	<b>330.92</b>	<b>280.95</b>
<b>Note 30: Other Expenses</b>		
Freight, Clearing, Forwarding Expenses	914.50	1378.75
Travelling Expenses	48.88	26.53
Sales promotion expenses	20.99	18.74
Commission & Brokerage Expenses	58.67	64.16
Electricity Expenses	12.05	8.59
Legal and Professional Fees	56.75	55.40
Bank Charges	83.68	67.92
Foreign Exchange Loss(Gain)	–	25.37
<b>Repairs and Maintenance</b>		
Building, Plant and Machinery	.93	3.26
Computers & Others	16.76	18.37
Rates, Taxes, Listing Fees	6.26	21.08
<b>Payments to auditors</b>		
Statutory Audit Fees	3.45	3.45

Tax Audit Fees	.55	.55
Other services-Statutory Auditor	.23	.05
Insurance Expenses	15.34	12.28
Office Expenses	30.53	28.85
Expected Credit Loss(Reversal)	-142.34	-48.76
Other Miscellaneous Expenses & Exports Custom Duty	534.99	61.55
<b>Total</b>	<b>1662.22</b>	<b>1746.13</b>

**Note 31: Commitments and Contingencies**

- (a) Estimated amount of contracts remaining to be executed on capital account and not provided for - Nil
- (b) Contingent Liabilities not provided for: **(Amount in Lakhs)**

Particulars	2023-24	2022-23
A. Disputed Demands Outstanding:		
Income Tax*	28.04	28.04
Excise Duty**	-	2.27

\* Based on the decisions of the Appellate authority and interpretation of other provision, the company has legally advised that demand is likely to be either deleted or substantially reduced and accordingly no provision has been made.

\*\* during the year "CUSTOMS, EXCISE & SERVICE TAX APPELLATE TRIBUNAL' set a side demand order'.

- (C) Bill Discounted/Factoring Payables netted off to the receivables. **(Amount in Lakhs)**

Particulars	2023-24	2022-23
A. Bills discounted and outstanding	16.58	06.22

31. Details of dues to Micro and Small Enterprises as defined under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006). Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information provided by the vendors and available with the Company.

Particulars	<b>(Amount in Lakhs)</b>	
	March 31, 2024	March 31, 2023
<b><u>Total outstanding dues of micro enterprises and small enterprises :</u></b>		
a) Principal amount and interest due thereon remaining unpaid*	<b>223.83</b>	<b>61.88</b>
b) Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day.	-	-
c) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006	-	-
d) Interest accrued and remaining unpaid at the end of each accounting year	<b>0.12</b>	<b>00.53</b>
e) Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure	-	-

\* Interest due on the outstanding amount will be considered on actual basis i.e. payment basis.

31. Company operates in a single business segment. However, it operates both in Indian and international markets. Accordingly, information required under Ind AS – 108 "Segment Reporting" pertaining to geographical segment is as under, The Chief Operating Decision Maker (CODM) evaluates the Group's performance and allocates resources based on an analysis of various performance indicators by industry classes. :

## Secondary Segment Information

(Amount in Lakhs)

Particulars	2023-24	2022-23
<b>Segment Revenue- External Turnover</b>		
Within India	3581.23	2659.76
Outside India	17342.57	13696.28
<b>Total Revenue</b>	<b>20924.40</b>	<b>16356.04</b>
<b>Segment Assets*</b>		
Within India	6524.22	6157.30
Outside India	3212.83	792.74
<b>Total Assets</b>	<b>9737.05</b>	<b>6950.04</b>
<b>Segment Liability</b>		
Within India	6960.00	4401.09
Outside India	–	–
<b>Total Liability</b>	<b>6960.00</b>	<b>4401.09</b>
<b>Capital Expenditure</b>		
Within India	28.34	4.16
Outside India	–	–
<b>Total Expenditure</b>	<b>28.34</b>	<b>4.16</b>

## 34. Disclosure pursuant to Ind AS 33 – Earnings Per Share

Particulars	As at	As at
	March 31, 2024	March 31, 2023
(i) Total Comprehensive Income (Amount in Lakhs)	234.73	175.64
(ii) Nominal Value of Ordinary Shares (Rs.)	10	10
(iii) Weighted Average Number of Ordinary Shares (No's)	1,18,55,000	1,18,55,000
(iv) Weighted Average Number of Diluted Share ( No's )	1,18,55,000	1,18,55,000
(v) Basic Earnings per Ordinary Shares (Rs.)	1.98	1.48
(vi) Diluted earning per Share (Rs.)	1.98	1.48

## 35. Transition to IND AS 116 'Leases'

## a. The movement in lease liabilities during the year:

(Amount in Lakhs)

Particulars	ASSETS-I	ASSETS-II
<b>Lease liabilities as on 31.03.2022</b>	<b>106.56</b>	00.00
Finance costs incurred during the year	15.07	00.00
Re-measurement the Financial year	29.06	00.00
Payment of lease liabilities and interest	-25.20	00.00
<b>Lease liabilities as on 31.03.2023</b>	<b>125.49</b>	00.00
<b>Lease liabilities Created During the Year</b>	00.00	211.19
Finance costs incurred during the year	13.70	11.81
Re-measurement the Financial year	00.00	00.00
Payment of lease liabilities and interest	-27.72	-25.50
<b>Lease liabilities as on 31.03.2024</b>	<b>111.47</b>	<b>197.51</b>

**b. The carrying value of the Right of use and depreciation charged during the year:**

Particulars	ASSETS-I	ASSETS-II
<b>Right to use asset as on 31.03.2022</b>	<b>80.72</b>	0.00
Deductions during Financial year	0.00	0.00
Depreciation charged during the Financial year	-15.74	0.00
Re-measurement the Financial year	13.74	0.00
<b>Right to use asset as on 31.03.2023</b>	<b>78.72</b>	0.00
Right to use assets created during the year	0.00	211.19
Deductions during the financial year	0.00	0.00
Depreciation charged during the year	-15.74	21.11
Re-measurement the Financial year	0.00	0.00
<b>Right to use asset as on 31.03.2024</b>	<b>62.98</b>	<b>190.08</b>

**C. Amount recognized in the statement of profit & loss:**

Particulars	ASSETS-I	ASSETS-II
Depreciation on Right of use asset	15.74	21.12
Finance cost incurred during the year	13.71	11.81
<b>Total amounts recognized in the profit &amp; loss account</b>	<b>29.45</b>	<b>32.93</b>

**36. Related Party Disclosure:**

Disclosures as required by the Ind AS 24 "Related Party Disclosure" is given below:

**List of Key Management Personnel and Relatives**

Key Management Personnel	Relation/Control
Mr. Apoorva H. Shah	Managing Director
Mr. Apar Apoorva Shah	Whole time Director
Mr. Awdheshkumar Kannaujia	Chief Financial Officer
Mr. Akansh Shah	Chief Financial Officer
Mr. Archit Wahale	Chief Financial Officer
Miss. Shivani Singh	Company Secretary
Mrs. Shanu Bhandari	Company Secretary
Mrs. Aneri Apoorva Shah	Relatives of Key Management Personnel
Mrs. Alpa Apoorva Shah	Relatives of Key Management Personnel
NHC Overseas Private Limited	Company over which key management personnel are able to exercise significant influence

**a) Transaction with related Parties at arm's length basis**

**(Amount in Lakhs)**

Sr. No	Nature of transactions	Transaction in financial years and payable		
		FY 2023-24	FY 2022-23	Payable 31/03/2024
1.	Loan(unsecured) Received (Key Management Personnel)	267.77	942.66	58.74
2.	Loan(unsecured) Repayment(Key Management Personnel)	600.55	948.37	N.A.
3.	Remuneration/Salary(Key Management Personnel)	99.25	79.65	8.01
4.	Remuneration/Salary(Relatives of Key Management Personnel)	20.01	12.68	1.89
5.	Professional Fees (Relatives of Key Management Personnel)	18.00	16.50	0.00
6.	Sale of Fixed Assets(Key Management Personnel)	0.00	12.83	0.00.
7.	Interest on Loan(Key Management Personnel)	9.95	86.45	0.00
8.	Royalty (Company over which key management personnel are able to exercise significant influence)	0.00	0.31	0.00

## 37. Employee Benefit Obligations (as per Ind AS 19 "Employee benefits") :

**Post-Employment obligations-****a) Defined benefit plan – Gratuity**

The company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of five years are eligible for gratuity. The amount of gratuity payable on retirement/ termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied by number of years of service.

**The gratuity plan is an unfunded plan.**

The amount recognized in the balance sheet and the movements in the net defined benefit obligation over the period are as follows:

**A. Change in Present Value of Obligation (Amount in Lakhs)**

Particulars	Gratuity (Unfunded) 2023-24	Gratuity (Unfunded) 2022-23
Present Value of the Obligation as at the beginning of the year	22.68	35.11
Interest Cost	1.67	2.52
Current Service Cost	2.41	2.25
Benefits Paid	–	–
Remeasurement - Due to Assumptions & other	(0.88)	(17.21)
Present Value of the Obligation as at the end of the Year	25.88	22.68

**B. Amount Recognized in the Balance Sheet (Amount in Lakhs)**

Particulars	Gratuity (Unfunded) 2023-24	Gratuity (Unfunded) 2022-23
Present Value of the Obligation as at the end of the year	25.88	22.68
Fair value of plan assets	–	–
Un-funded Liability	25.88	22.68
Unrecognized actuarial gains/ losses	–	–
Un-funded liability recognized in Balance Sheet	25.88	22.68

**C. Amount recognized in the Statement of Profit and Loss (Amount in Lakhs)**

Particulars	Gratuity (Unfunded) 2023-24	Gratuity (Unfunded) 2022-23
Interest Cost	1.67	2.52
Current Service Cost	2.41	2.25
Past Service Cost	–	–
Expected Return on Plan Assets	–	–
Actuarial (gain)/ loss on obligations	(0.88)	(12.43)
Total expense recognized in the Profit and Loss Account	3.20	7.65

**D. Changes in Actuarial (Gain) / Loss on Obligation (Amount in Lakhs)**

Actuarial (Gain) / Loss on Obligation - Due to Demographic Assumptions	–
Actuarial (Gain) / Loss on Obligation - Due to Financial Assumptions	–
Actuarial (Gain) / Loss on Obligations - Due to Experience	(0.88)
Actuarial (Gain) / Loss on Obligations – Total	(0.88)

**E. The Assumptions used to determine the benefit obligations are as follows**

Particulars	Gratuity	Gratuity
-------------	----------	----------

	2023-24	2023-24
Discount Rate	7.10	7.38%
Expected Rate of increase in compensation levels	5.00%	5.00%
Expected Rate of return on plan Assets	N.A.	N.A.

**Sensitivity Analysis**

Discount Rate, Salary Escalation Rate and Withdrawal Rate are significant actuarial assumptions. The change in the Present Value of Defined Benefit Obligation for a change of 100 Basis Points from the assumed assumption is given below:

**Summary of Financial & Demographic Assumptions**

Scenario	Gratuity 2023-24		Gratuity 2022-23	
	DBO Change	Percentage	DBO Change	Percentage
Under Base Scenario	25.88	0.0%	22.68	0.0%
Salary Escalation - Up by 1%	27.45	6.1%	24.71	6.1%
Salary Escalation - Down by 1%	24.03	-7.1%	20.94	-6.2%
Withdrawal Rates - Up by 1%	27.85	7.6%	24.45	2.3%
Withdrawal Rates - Down by 1%	23.48	-9.2%	20.55	-2.8%
Discount Rates - Up by 1%	23.10	-10.7%	20.18	-7.9%
Discount Rates - Down by 1%	29.33	13.3%	25.77	9.6%

**Expected Cash flow for following year**

Maturity Profile of Defined Benefit Obligations		(Amount in Lakhs)	
Year	Gratuity 2023-24	Gratuity 2022-23	
Year 1	7.16	.66	
Year 2	0.63	6.44	
Year 3	.65	.60	
Year 4	.68	.63	
Year 5	.71	.65	
Year 6 To 10	3.93	3.59	

The weighted average duration of the defined benefit obligation is 22.20

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

38. The company also has defined contribution plans. Contributions are made to provident fund in India for employees at rate of the decided by the board. The contributions are made to registered provident fund administered by the government. The obligation of the company is limited to the amount contributed and it has neither contractual nor any constructive obligation. The expense recognized during the period towards defined contribution plan is INR 11.31 Lakhs (March 31, 2023: INR 11.02 Lakhs).

**39. FAIR VALUE MEASUREMENTS**

**i. Financial Instruments by Category**

(Amount in Lakhs)

Particulars	Carrying Amount		Fair Value	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
<b>FINANCIAL ASSETS</b>				
Amortised cost				
Investments	577.91	.60	577.91	.60
Trade Receivables	2769.42	2124.03	2769.42	2124.03
Cash and Cash Equivalents	61.92	231.61	61.92	231.61
Other Balances with Bank	68.55	64.78	68.55	64.78
Other Financial Assets	201.18	285.81	201.18	285.81
<b>Total</b>	<b>3678.99</b>	<b>2706.84</b>	<b>3678.99</b>	<b>2706.84</b>



**FINANCIAL LIABILITIES**

Amortised cost				
Borrowings	3355.19	2573.18	3355.19	2573.18
Lease Liabilities	308.99	125.49	308.99	125.49
Trade Payables	2908.57	1185.29	2908.57	1185.29
<b>Total</b>	<b>6572.76</b>	<b>3883.96</b>	<b>6572.76</b>	<b>3883.96</b>

The management assessed that the fair value of cash and cash equivalent, other balances with bank, trade receivables, trade payables, and other current financial assets and liabilities approximate their carrying amounts largely due to the short term maturities of these instruments.

**ii. Fair Value Measurement**

**Level 1** - Level 1 hierarchy includes financial instruments measured using quoted prices.

**Level 2** - The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

**Level 3** - If one or more of the significant inputs are not based on observable market data, the instrument is included in level 3.

**iii. Valuation technique used to determine fair value**

Specific Valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis

**iv. Valuation processes**

The accounts and finance department of the company includes a team that performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. This team reports directly to the chief financial officer (CFO) and the audit committee. Discussions of valuation processes and results are held between the CFO, AC and the valuation team regularly in line with the company's reporting requirements.

**40. FINANCIAL RISK MANAGEMENT**

The company's activity exposes it to market risk, liquidity risk and credit risk. In order to minimize any adverse effects on the financial performance of the company, derivative financial instruments, such as foreign exchange forward contracts, foreign currency option contracts are entered to hedge certain foreign currency risk exposures and interest rate swaps to hedge variable interest rate exposures. Derivatives are used exclusively for hedging purposes and not as trading or speculative instruments. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the impact of hedge accounting in the financial statements.

**(A) Credit risk**
**i. Credit risk management**

The company assesses and manages credit risk based on internal credit rating system. Internal credit rating is performed on a group basis for each class of financial instruments with different characteristics.

The company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information.

A default on a financial asset is when the counterparty fails to make contractual payments within 90 days of when they fall due. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors.

41. FINANCIAL RISK MANAGEMENT

Ageing for trade receivables – outstanding as at March 31, 2024 is as follows:

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 Month	6 month to 1 year	1 to 2 year	2-3 Year	More Than 3 Years	Total
I) Undisputed Trade receivable Considered Good	4425.99	–	–	–	1.43	4427.42
II) Undisputed Trade Receivables – Which have significant increase in credit risk	–	–	–	–	–	–
III) Undisputed Trade Receivables – Credit Impaired	–	–	–	–	–	–
IV) Disputed Trade Receivables– Considered good	–	–	–	–	–	–
V) Disputed Trade Receivables – Which have significant increase in credit risk	–	–	–	–	–	–
VI) Disputed Trade Receivables – Credit impaired	–	–	–	–	–	–
<b>Total Amount</b>	<b>4425.99</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>1.43</b>	<b>4427.42</b>
Expected Credit Loss	–	–	–	–	–	–
Bill discounted	–	–	–	–	–	<b>–1658.00</b>
<b>Net Reported</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>2769.42</b>

\* During the year the company wrote off a long-term receivable amounting to Rs. 85.98 Lakhs. This receivable was deemed uncollectible after extensive efforts to recover the amount proved unsuccessful. The write-off has been recognized as an expense in the income statement under other expenses. The long-term receivable related to a contract Agron Holdings Ltd, management has taken action was in accordance with the company's accounting policy for doubtful debts.

Ageing for trade receivables – outstanding as at March 31, 2023 is as follows:

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 Month	6 month to 1 year	1 to 2 year	2-3 Year	More Than 3 Years	Total
I) Undisputed Trade receivable Considered Good	2412.32	107.22	139.51	1.43	–	2660.49
II) Undisputed Trade Receivables – Which have significant increase in credit risk	–	–	–	–	–	.00
III) Undisputed Trade Receivables – Credit Impaired	–	–	–	85.98	–	85.98
IV) Disputed Trade Receivables– Considered good	–	–	–	–	–	.00
V) Disputed Trade Receivables – Which have significant increase in credit risk	–	–	–	–	–	.00
VI) Disputed Trade Receivables – Credit impaired	–	–	–	–	–	.00
<b>Total Amount</b>	<b>2412.32</b>	<b>107.22</b>	<b>139.51</b>	<b>87.41</b>	<b>–</b>	<b>2746.47</b>
Expected Credit Loss	–	–	–	–	–	<b>–142.34</b>
Bill discounted	–	–	–	–	–	<b>–622.43</b>
<b>Net Reported</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>1981.69</b>

\* Net of bill discounted for the year ended

**ii. Reconciliation of loss allowance provision - Trade receivables**

Particulars	(Amount in Lakhs)
<b>Loss allowance on March 31, 2022</b>	<b>191.10</b>
Changes in loss allowance	(48.76)
<b>Loss allowance on March 31, 2023</b>	<b>142.34</b>
Changes in loss allowance	(142.34)
<b>Loss allowance on March 31, 2024</b>	<b>-</b>

**(B) Liquidity risk**

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, company maintains flexibility in funding by maintaining availability under committed credit lines. Management monitors rolling forecasts of the company's liquidity position (comprising the undrawn borrowing facilities) and cash and cash equivalents on the basis of expected cash flows. In addition, the company's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

**(i) Maturities of financial liabilities**

The tables below analyse the company's financial liabilities into relevant maturity groupings based on their contractual maturities for:

The amounts disclosed in the table are the contractual undiscounted cash flows. Balance due within 12 months equal their carrying balances as the impact of discounting is not significant.

**Contractual maturities of financial liabilities (Amount in Lakhs)**

Particulars	Less than 1 month	1 to 3 months	3 months to 1 year	Between 1 and 3 years	Between 3 and 5 years
<b>March 31, 2024</b>					
Financial Liabilities	740.48	2209.43	35.27	246.48	123.52
<b>Total liabilities</b>	<b>740.48</b>	<b>2209.43</b>	<b>35.27</b>	<b>246.48</b>	<b>123.52</b>
<b>March 31, 2023</b>					
Financial Liabilities	920.05	989.65	122.93	89.39	555.00
<b>Total liabilities</b>	<b>920.05</b>	<b>989.65</b>	<b>122.93</b>	<b>89.39</b>	<b>555.00</b>

**Contractual maturities of financial liabilities**
**Ageing for trade payables outstanding as at March 31, 2024 is as follows: (Amount in Lakhs)**

Particulars	Less than 1 month	1 to 2 years	2-3 years	More than 3 years	Total
(i) MSME	223.83				223.83
(ii) Others	2683.46	1.28	-	-	2684.74
(iii) Disputed dues - MSME	-				-
(iv) Disputed - others	-				-

**Ageing for trade payables outstanding as at March 31, 2023 is as follows: (Amount in Lakhs)**

Particulars	Less than 1 month	1 to 2 years	2-3 years	More than 3 years	Total
(i) MSME	61.88				61.88
(ii) Others	1122.38	1.03			1123.41

(iii) Disputed dues - MSME

(iv) Disputed - others

**(C) Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of change in market prices. Market risk comprises three types of risk: foreign currency risk, interest rate risk and other price risk such as equity price risk and commodity risk.

**(i) Foreign currency risk**

The company operates internationally and is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the USD, EUR and GBP. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the company's functional currency (INR). The risk is measured through a forecast of highly probable foreign currency cash flows. The objective of the hedges is to minimise the volatility of the INR cash flows of highly probable forecast transactions.

The company's risk management policy is to hedge around 80% to 90% of forecasted foreign currency sales for the subsequent 1 month. As per the risk management policy, foreign exchange forward contracts are taken to hedge around 40% to 50% of the forecasted sales.

The company while dealing with imports transactions which are denominated in foreign currency which exposes it to foreign currency risk. To minimise the risk of imports, the company may use forward contract to minimise the risk appetite due to foreign currency.

The company uses a combination of foreign currency forward contracts to hedge its exposure in foreign currency risk. The company designates the spot element of forward contracts and the intrinsic value of foreign currency forward contracts as the hedging instrument. The changes in the forward element that relate to the hedged item ('aligned forward element') and the changes in time value that relate to the hedged item ('aligned time value') are deferred in the costs of hedging reserve and recognised against the related hedged transaction when it occurs. The forward element and the time value relate to the respective hedged item if the critical terms of the forward or the option are aligned with hedged item. Any residual time value and forward points (the non-aligned portion) are recognised in the statement of profit and loss.

The forward contracts is determined with reference to relevant spot market exchange rates. The differential between the contracted forward rate and the spot market exchange rate is defined as the forward points.

The intrinsic value of foreign exchange forward contracts is determined with reference to the relevant spot market exchange rate. The differential between the contracted strike rate and the spot market exchange rate is defined as the intrinsic value. Time value of the option is the difference between fair value of the option and the intrinsic value.

**(a) Foreign currency risk exposure**

**(Amount in Lakhs)**

<b>Particulars</b>	<b>USD</b>	<b>Total (Rs)</b>
<b>March 31, 2024</b>		
Trade Receivables	51,50,814	4294.23
Bill Discounting	(19,88,728)	(1658.00)
Advance from Customer	(1,57,625)	(131.41)
PCFC	(34,18,496)	(2850.00)
<b>Net exposure to foreign currency risk</b>	<b>(4,14,035)</b>	<b>(345.18)</b>
<b>March 31, 2023</b>		
Trade Receivables	9,64,165	792.74
Bill Discounting	(7,57,034)	-622.43
Advance from Customer	1,75,344	163.72
PCFC	(22,39,947)	-1841.68
<b>Net exposure to foreign currency risk</b>	<b>(18,57,473)</b>	<b>-1507.66</b>

**(b) Foreign currency sensitivity**

1% increase or decrease in foreign exchange rates will have the following impact on profit before tax:

	2023-24		2022-23	
	1% Increase	1% Decrease	1% Increase	1% Decrease
<b>Decrease</b>				
<b>Net Increase/(Decrease) in profit or loss</b>	<b>(3.45)</b>	<b>(3.45)</b>	<b>(15.08)</b>	<b>15.08</b>

**(ii) Interest rate risk**

Interest rate can be either fair value interest risk or cash flow interest risk. Fair value interest rate risk is the risk of change in fair values of fixed interest rate bearing instruments because of interest rate fluctuation in interest rate. Cash flow interest rate risk is the risk that the future cash flow of floating interest bearing instruments will fluctuate because of fluctuation risk.

However, During the year presented in these financial statement, the company had primarily borrowed funds under fixed interest rate arrangements with banks and financial institution and therefore the company is not exposed to interest rate risk.

**(iii) Price risk**
**(a) Exposure**

**Commodity price risk** - The company is affected by the price volatility of certain commodities. Its operating activities require the ongoing purchase and manufacture of spices and therefore require a continuous supply of commodities. Due to the significantly increased volatility of the price of the commodities, the company also entered into various purchase contracts for various commodities for which there is an active market.

**Equity price risk** - The company is not exposed to other Equity price risk during the year presented in these financials statement.

**42. CAPITAL MANAGEMENT**

For the purpose of the company's capital management, capital includes issued equity capital, convertible preference shares, share premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Company's capital management is to maximise the shareholder value.

The company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The company's policy is to keep the gearing ratio between 20% to 40%. The company includes within debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents, other balances with bank excluding discontinued operations.

(Amount in Lakhs)

Particulars	March 31, 2024	March 31, 2023
Borrowings	3355.19	2573.18
Trade payables	2908.57	1185.29
Other payables	31.14	27.92
Less: cash and cash equivalents	-61.92	-231.61
Less: Other Balances with Banks	-68.55	-64.78
<b>Net Debt</b>	<b>6164.43</b>	<b>3489.99</b>
Equity	2777.04	2548.96
<b>Total Capital</b>	<b>2777.04</b>	<b>2548.96</b>
<b>Capital and net debt</b>	<b>8941.47</b>	<b>6038.95</b>
<b>Gearing ratio</b>	<b>69%</b>	<b>58%</b>

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the borrowings that define capital structure requirements as follows.

- the gearing ratio must be not more than 75% and
- the ratio of net finance cost to EBITDA must be not more than 50%

**43. ASSETS PLEDGED AS SECURITY**

**(Amount in Lakhs)**

The carrying amount of assets hypothecated as security for current and non current borrowings are:

Particulars	March 31, 2024	March 31, 2023
<b>CURRENT ASSETS</b>		
<b>i. Financial Assets</b>		
<b>First Charge</b>		
Trade Receivables	2769.42	1485.34
Investment	–	.60
cash and cash equivalent	61.92	79.69
Other Balances with Bank	68.55	223.54
Other Financial Assets	201.18	335.47
<b>ii. Non Financial Assets</b>		
<b>First Charge</b>		
Inventories	4287.99	2885.59
Other Current Assets	465.45	288.21
<b>Total Current Assets Pledge as Security</b>	<b>7854.51</b>	<b>5298.44</b>
<b>NON CURRENT ASSETS</b>		
<b>First Charge</b>		
Office Premises*	246.12	251.17
Factory Building*	429.34	452.96
<b>Total Non Current Assets Pledge as Security</b>	<b>675.46</b>	<b>704.12</b>

*\*Its carrying amount of the assets after depreciation*

**44. Net debt Reconciliation**

Indian Accounting Standard (Ind AS) 7, Statement of Cash Flows requiring disclosure of changes in liabilities arising from financing activities.

<b>(Amount in Lakhs)</b>		
Particulars	March 31, 2024	March 31, 2023
Current Borrowings	2985.19	1,988.56
Non-current Borrowings	370.00	1708.03
Lease Liabilities	125.49	308.99
<b>Net Debt</b>	<b>3480.68</b>	<b>2696.58</b>

Pursuant to the amendments whereas disclosure of information enabling users of financial statements to evaluate changes in liabilities arising from financing activities however amendments do not define financing activities, instead they clarify that financing activities are based on the existing definition of Ind AS 7, based on this we have reconciled financing activity whereas amendments are first applied, entities are not required to present comparative information for earlier periods.

(Amount in Lakhs)

Particulars	Non-Cash Changes				March 31, 2024
	March 31 2023	Cash Flow	Aquisition	Fair Value/ Other Charge	
Current Borrowings	1988.56	965.52		31.11	2985.19
Non-Current Borrowings	688.46	(318.46)			370.00
Interest Expense	308.99		(183.51)		125.49
<b>Net Debt as at March 31, 2023</b>	<b>2986.02</b>	<b>647.06</b>	<b>(183.51)</b>	<b>31.11</b>	<b>3480.68</b>

**45. INCOME TAX**
**Deffered Tax**

(Amount in Lakhs)

Particulars	March 31, 2024	March 31, 2023
<b>Deferred tax Liabilities :</b>		
Accelerated Depreciation for tax purposes	-221.44	-210.32
	<b>-221.44</b>	<b>-210.32</b>
<b>Deferred tax Assets :</b>		
Lease Liabilities & Provisions	77.77	34.91
Gratuity	6.51	6.31
Expected Credit Loss	–	39.60
Bonus	1.30	1.04
Leave Encashment	1.58	.72
	<b>87.16</b>	<b>82.58</b>
<b>Net Deferred Tax Assets / (Liabilities)</b>	<b>-134.28</b>	<b>-127.74</b>

**Movement in deferred tax liabilities/assets**

(Amount in Lakhs)

Particulars	March 31, 2024	March 31, 2023
<b>Balance at the opening of the year</b>	(127.74)	(94.16)
Tax income/(expense) during the period recognised in statement of profit or loss	(6.54)	33.58
MAT Adjustments recognised in the statement of Profit or Loss	–	
MAT Adjustment through Balance Sheet	–	
<b>Closing balance at the end of the year</b>	<b>(134.28)</b>	<b>(127.74)</b>

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Considering the probability of availability of future taxable profits in the period in which tax losses expire, deferred tax assets have not been recognised in respect of tax losses carried forward by the Company

**Major Components of income tax expense for the years ended March 31, 2023 and March 31, 2022 are as follows:**

**i. Income tax recognised in profit or loss**

(Amount in Lakhs)

Particulars	2023-24	2022-23
Current income tax charge	65.98	60.52
Current tax expense relating to prior years	4.79	–
MAT Adjustment		
<b>Deferred tax</b>		
Relating to origination and reversal of temporary differences	6.54	33.58
<b>Income tax expense recognised in profit or loss</b>	<b>77.31</b>	<b>94.11</b>

**Significant estimates**

In calculating the tax expense for the current period, the company has treated certain expenditures as being deductible for tax purposes. However, the tax legislation in relation to these expenditures is not clear and the company has applied for a private ruling to confirm their interpretation.

**Reconciliation of tax expense and accounting profit multiplied by income tax rate for March 31, 2024 and March 31, 2023**

<b>Particulars</b>	<b>March 31, 2024</b>	<b>March 31, 2023</b>
<b>Profit before tax from continuing operations</b>	<b>312.05</b>	<b>269.75</b>
<b>Accounting profit before income tax</b>	312.05	269.75
Enacted tax rate in India	25.168%	27.820%
<b>Income tax on accounting profits</b>	<b>78.54</b>	<b>75.04</b>
<b>Effect of</b>		
Other non taxable income	35.82	59.26
Non-deductible expenses for tax purposes:	-48.38	-73.78
<b>Tax at effective income tax rate</b>	<b>65.98</b>	<b>60.52</b>

**46. Additional Disclosure requirements as notified by MCA pursuant to amended Schedule III**

**RATIOS:**

<b>S.R No.</b>	<b>Ratio</b>	<b>Numerator</b>	<b>Denominator</b>	<b>F.Y 23-24</b>	<b>F.Y 22-23</b>	<b>Variance (%)</b>	<b>Explanation for 25% more Variance</b>
1	Current Assets	Current Assets	Current Liabilities	1.27	1.62	-21.84%	NA
2	Debt Equity ratio	Total Debts	Shareholder's equity	1.98	1.71	15.69%	NA
3	Debt Service Coverage Ratio	Earning available for debt service	Debt Service	2.38	2.39	-0.42%	NA
4	Return on Equity (ROE)	Net profit after Tax	Average share-holders equity	8.45%	6.89%	22.67%	NA
5	Trade Receivable Turnover ratio	Revenue	Average Trade Receivable	8.81	9.44	-6.65%	NA
6	Trade Payable Turnover Ratio	Purchase of Goods & Services	Average Trade Payables	9.01	11.67	-22.81%	NA
7	Net Capital Turnover Ratio	Revenue	Working Capital	12.77	7.48	70.67%	Sale increased for the year vis a vis working capital
8	Net Profit Ratio	Net profit	Revenue	1.12	1.07	4.47%	NA
9	Return on Capital Employed (ROCE)	Earning before Interest & Tax	Capital Employed	18.03%	16.19%	11.40%	NA

- 2 The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- 3 The Company do not have any transactions with companies struck off
- 4 The Company has not been declared as a willful defaulter by any lender who has powers to declare a company as a willful defaulter at any time during the financial year or after
- 5 The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year,
- 6 The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:a) directly or indirectly



lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries,

- 7 The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
- 8 The Company have no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961),
- 9 The provisions regarding CSR Expenses under Section 135 of the Companies Act, 2013 are not applicable to the Company.
- 10 The company has remitted Indian Rupees Rs.576.68/- Lakhs, equivalent to USD 6.91 Lakhs, for the purpose of acquiring 2540 shares out of 2640 in M/s Intra Metal Trading L.L.C, located within the free trade zone of the United Arab Emirates and same has been disclosed in to financials "Non Trade investments". as of the aforementioned date, both the issuance, registration, and allotment of shares for M/s Intra Metal Trading L.L.C are still in process. The acquisition itself has not yet been completed even on the date of the signing the financials. Due to the ongoing nature of this transaction, the management has taken the decision to refrain from preparing the consolidated financial statements 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 the entity
- 11 Compliance with regards to the number of layers prescribed under clause (87) of section 2 of the Companies Act 2013 read with Companies (Restrictions on number of Layers) Rules, 2017 is not applicable to the Company.

**47. Previous year's figures have been regrouped or reclassified to confirm with the current years' presentation wherever considered necessary.a**

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For **JMMK & CO.**  
(Earlier known as JMK & Co.)  
Chartered Accountants  
ICAI Firm Reg. No. : 120459W

**CA JITENDRA DOSHI**  
(Partner)  
Membership No. 151274

**Place: Mumbai**  
**Date: 17.05.2024**  
UDIN:24151274BKEXJP1284

**For and behalf of the Board of Directors of  
NHC Foods Limited**

**Apoorva Shah**  
Chairman & Managing Director  
DIN: 00573184

**Archit Wahale**  
Chief Financial Officer

**Apar Shah**  
Whole Time Director  
DIN: 07125733

**Shanu Bhandari**  
C. S. ICSI M. No. A31268



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