

NHC FOODS LTD

(Government Recognised Three Star Export House)

An ISO 22000:2005 Certified Company

CIN : L15122GJ1992PLC076277 • GSTIN :- 27AAACM3032B1Z6



March 12, 2025

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

Dear Sir,

Sub: Voting Results and Scrutinizer's Report

Ref: Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to the Extra-Ordinary General Meeting ("EGM") of the Company which was held on **Wednesday, March 12, 2025 at 12:00 p.m.** IST through Video Conference / Other Audio Visual Means, the Shareholders were provided with facility of remote e-voting on the resolutions at the EGM.

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

1. Voting Results pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Report of Scrutinizer dated March 12, 2025 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

You are requested to take the same on records.

Thanking you,
Yours Faithfully,

For NHC FOODS LIMITED

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

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

Date of the Extra-Ordinary General Meeting (EGM)	March 12, 2025
Total number of shareholders on record date	47,869 Shareholders as on March 7, 2025
No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group	NA
Public	NA
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group	0
Public	51

Corporate Office : 419 & 420, 4th Floor, C - Wing, Atrium 215,
Andheri - Kurla Road, Chakala, Andheri (E), Mumbai - 400 059.

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

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

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Resolution Details(1)								
Resolution Required					TO OFFER, ISSUE AND ALLOT 7,500 OPTIONALLY CONVERTIBLE DEBENTURES (OCDS) ON			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - In favour	% of votes - In Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if a	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Institutions	E-voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if a	6000	0	0	0	0	0	0
	Total	6000	0	0	0	0	0	0
Public Non-Institutions	E-voting		79238526	13.3681	79237677	849	99.9989	0.0011
	Poll		0	0	0	0	0	0
	Postal Ballot(if a	592744000	0	0	0	0	0	0
	Total	592744000	79238526	13.3681	79237677	849	99.9989	0.0011
Total		592750000	79238526	13.3681	79237677	849	99.9989	0.0011

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Resolution Details(2)								
Resolution Required					TO ALTER THE MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if a	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Institutions	E-voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if a	6000	0	0	0	0	0	0
	Total	6000	0	0	0	0	0	0
Public Non-Institutions	E-voting		79238526	13.3681	79238177	349	99.9996	0.0004
	Poll		0	0	0	0	0	0
	Postal Ballot(if a	592744000	0	0	0	0	0	0
	Total	592744000	79238526	13.3681	79238177	349	99.9996	0.0004
Total		592750000	79238526	13.3681	79238177	349	99.9996	0.0004

For NHC FOODS LIMITED

ALESHA HAKIM KHAN
COMPANY SECRETARY & COMPLIANCE OFFICER

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NHC FOODS LIMITED

(CIN NUMBER: L15122GJ1992PLC076277)

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

CONSOLIDATED SCRUTINISER'S REPORT

ON

**THE E-VOTING PROCESS (REMOTE E-VOTING) AND
ELECTRONIC VOTING (E-VOTING) CONDUCTED AT
THE EXTRA ORDINARY GENERAL MEETING OF NHC
FOODS LIMITED HELD THROUGH VIDEO
CONFERENCING ("VC") / OTHER AUDIO-VISUAL
MEANS ("OAVM") ON WEDNESDAY, MARCH 12, 2025 AT
12:00 NOON.**

C.S. C.A. Dinesh Kumar Deora

DM & Associates Company Secretaries LLP

Company Secretaries

[Firm Registration No: L2017MH003500] [Peer Review Certificate: 758/2020]

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

Tel 022-28443641 Mob 09321018355

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

DM & ASSOCIATES COMPANY SECRETARIES LLP
(LLPIN NO. AAI-4743)

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

Report of the Scrutiniser
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of Companies
(Management and Administration) Rules, 2014 as amended]

To,
The Chairman

Of the Extra Ordinary General Meeting of the Members of NHC Foods Limited held on
Wednesday, March 12, 2025 at 12:00 Noon (IST) through Video Conferencing
("VC")/Other Audio-Visual Means ("OAVM")

Dear Sir,

I, Dinesh Kumar Deora, Partner of M/s DM & Associates Company Secretaries LLP, having Office at 205, 2nd Floor, Nadiadwala Market, Poddar Road, Malad (East), Mumbai - 400097, appointed by the Board of Directors of **NHC Foods Limited** ("The Company") as the Scrutinizer for the purpose of scrutinizing e-voting process (remote e-voting) and electronic voting (e-voting) conducted at the Extra Ordinary General Meeting ("EGM") held *through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM")* on Wednesday, March 12, 2025 at 12:00 Noon (IST) 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 in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules

I submit report as under:

- a) The EGM is held in compliance with the MCA General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 02/2022, 10/2022 and 09/2023 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024, respectively ("MCA Circulars") (hereinafter collectively referred to as "MCA Circulars") and Circular No. SEBI/HO/ CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/ CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 ("SEBI circulars") regarding holding of the General Meetings through Video Conferencing (VC) / Other Audi-Visual Means (OAVM), without the physical presence of the Members at a common venue and as confirmed by the Company, the Notice of the EGM has been sent on February 18, 2025 only through electronic mode to those Members whose e-mail addresses are registered with the Company, RTA or CDSL/ NSDL ("Depositories").

- b) The Compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to e-Voting (which includes remote e-Voting and the electronic voting, provided at the EGM) to the Members on the resolutions proposed in the Notice calling the EGM of the Company was the responsibility of the Management. My responsibility as a scrutiniser was to ensure that the voting process is conducted in a fair and transparent manner and *render a consolidated scrutiniser's report on the voting to the Chairman* on the resolutions.
- c) The e-voting facility both for e-voting prior to the EGM (remote e-voting) and voting at the EGM by electronics means (e-voting) was provided by *National Securities Depository Limited ("NSDL")*
- d) The Members of the Company as on the "cut-off" date i.e. Friday, March 07, 2025 were entitled to vote on the resolution *no. 1 & 2 as set out in the notice of EGM*.
- e) The remote e-voting period commenced on Sunday, March 09, 2025 at 09.00 A.M. (IST) and concluded on Tuesday, March 11, 2025 at 05.00 P.M. (IST) and the NSDL remote e-Voting portal was blocked thereafter.
- f) At the EGM of the Company held on Wednesday, March 12, 2025, the facility to vote through electronic voting system had been provided to facilitate voting for those Members who were present at the Meeting through VC/OAVM but could not participate in the Remote e-Voting to record their votes on the resolutions to be passed.
- g) After the closure of the e-voting at the EGM, the votes cast through e-voting at the EGM and through remote e-voting prior to the date of EGM were unblocked on Wednesday, March 12, 2025 around 01.30 p.m. in the presence of two witnesses who are not in the employment of the Company.
- h) *I hereby submit a consolidated scrutiniser's report pursuant to rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice of the aforesaid EGM based on the scrutiny of remote e-voting and the electronic voting at the EGM and votes cast therein based on the data downloaded from the electronic voting system by the National Securities Depository Limited ("NSDL").*
- i) The results of the Remote e-Voting together with that of the voting through electronic voting system conducted at the EGM through VC/OAVM are as under:

1. RESOLUTION NO. 1 AS A SPECIAL RESOLUTION

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

(i) Voted **in favour** of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	73	4,98,39,625	62.8982
Electronic voting at the EGM	6	2,93,98,052	37.1007
TOTAL	79	7,92,37,677	99.9989

(ii) Voted **against** the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	3	849	0.0010
Electronic voting at the EGM	0	0	0
TOTAL	3	849	0.0010

(iii) **Invalid Votes:**

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes held by them
Remote e-Voting	0	0
Electronic voting at the EGM	0	0
TOTAL	0	0

2. RESOLUTION NO. 2 AS A SPECIAL RESOLUTION

TO ALTER THE MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION

(iv) Voted **in favour** of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	74	4,98,40,125	62.8988
Electronic voting at the EGM	6	2,93,98,052	37.1007
TOTAL	80	7,92,38,177	99.9995

(v) Voted **against** the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	2	349	0.0004
Electronic voting at the EGM	0	0	0
TOTAL	2	349	0.0004

(vi) **Invalid Votes:**

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes held by them
Remote e-Voting	0	0
Electronic voting at the EGM	0	0
TOTAL	0	0

Based on the foregoing, the Resolution No. 1 & 2 have been passed with the requisite majority.

All the relevant records of Voting are under my safe custody until the Chairman considers, approves and signs the Minutes of the Extra Ordinary General Meeting and the same shall be handed over to the Chairman or the Company Secretary of the Company for safe keeping.

DINESH
KUMAR
DEORA

Digitally signed by
DINESH KUMAR DEORA
Date: 2025.03.12
16:45:29 +05'30'

Dinesh Kumar Deora
Practising Company Secretary
FCS No. 5683 CP No. 4119
[UDIN: F005683F004092018]

Place: Mumbai

Date: March 12, 2025