

NOTICE

Notice is hereby given that the 25th Annual General Meeting of NHC Foods Limited will be held on Saturday, 30th September, 2017 at Survey No. 777, Umarsadi Desaiwad Road, at Village Umarsadi, Taluka Pardi Killa Pardi Valsad Gujarat: 396175 at 09.00 a.m. to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2017 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Apoorva Shah (DIN: 00573184), who retires by rotation, and being eligible, offers herself for re-appointment.
3. To Appoint Statutory Auditors of the Company and Fix their remuneration:

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s GMJ & Co., Chartered Accountants, having firm Registration Number 103429W, be and are hereby appointed as the Statutory Auditors of the Company in the place of retiring auditors, M/s. NGS & Co. LLP, Chartered Accountants, to hold office from this conclusion of 25th Annual General Meeting till the conclusion of the 30th Annual General Meeting, at the forthcoming Annual General Meeting and that the Board of Directors be and is hereby authorised to fix their remuneration.”

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

**Suvarnalata Chavan
(Company Secretary & Compliance Officer)**

Date: 18th July, 2017

Place : Mumbai

Registered Office:

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

NOTES :

- i. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument appointing the proxy, in order to be effective, should be duly signed and completed and must be deposited at the Registered Office of the Company not less than forty – eight hours before commencement of the meeting.

A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member

- ii. Corporate Members intending to send their representative to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
- iii. The additional details of Director in respect of Item No. 2 pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 are annexed hereto.
- iv. Pursuant to the provisions of Section 91 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from 26th September, 2017 to 30th September, 2017 (both days inclusive).
- v. 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.

- vi. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in dematerialised form are therefore requested to submit the PAN to their respective Depository Participants. Members holding shares in physical form can submit their PAN to the Company or the Registrar & Share Transfer Agent.
- vii. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities
- viii. Electronic copy of the Annual Report for financial year 2016 - 17 along with the Notice of the 25th Annual General Meeting of the Company (including Attendance Slip and Proxy Form) is being sent to all the members whose email IDs are registered with the Registrar/Depository Participants(s) unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for the financial year 2016-17 along with the Notice of the 25th Annual General Meeting of the Company inter alia indicating the process and manner of evoting along with the Attendance Slip and Proxy Form is being sent by any permissible mode.
- ix. Members may also note that the Notice of the 25th Annual General Meeting and the Annual Report for the financial year 2016-17 will also be available on the Company's website www.nhcgroup.com. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on all working days. Even after registering for e - communication, members are entitled to receive such communication in physical form, upon making a request for the same, by any permissible mode free of cost, For any communication, the shareholders may also send request to the Company's investor email id: grievances@nhcgroup.com.
- x. Pursuant to the provisions of Section 72 of the Companies Act, 2013, the member(s) holding shares in physical form may nominate, in the prescribed manner, a person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. Member(s) holding shares in demat form may contact their respective Depository Participant for availing this facility.
- xi. Process and manner for Members opting to vote through electronic means:
- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 25th Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 27th September, 2017 (9.00 a.m.) and ends on 29th September, 2017 (5.00 p.m.). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2017, may cast their vote by remote e-voting. 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.
- V. The process and manner for remote e-voting are as under:
- A] In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(s)] :

- (i) Open the attached PDF file viz; "e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for remote e-voting. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
- (iii) Click on Shareholder – Login
- (iv) Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsd.com.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof.

Note: It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "NHC Foods Limited". Members can cast their vote online from 27th September, 2017 (9.00 a.m.) and ends on 29th September, 2017 (5.00 p.m.)

Note: e-Voting shall not be allowed beyond said time.
- (viii) Now you are ready for "e-voting" as "Cast Vote" page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once the vote on the resolution is cast, the Member shall not allowed to change it subsequently.
- (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to dinesh.deora@gmail.com with a copy marked to evoting@nsdl.co.in

- B] In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy] :

(i) Member may obtain a User ID and password for casting his/her vote by remote e-voting by sending a request at evoting@nsdl.co.in or by contacting NSDL at the toll free no. 1800-222-990 providing the details such as Demat account no., or Folio no., PAN No. etc.

(ii) Please note that in case Shareholders are holding shares in demat mode, User ID is the combination of (DPID+Client ID) and in case shareholders are holding shares in physical mode, USER - ID is the combination of (EVEN No. + Folio No.).

(iii) If you are already registered with NSDL for remote e-voting then you can use your existing User ID and Password / PIN for casting your vote.

(iv) Note: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsd.com.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsd.com or call on toll free no.: 1800-222-990.

VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

NOTE: Shareholders who forgot the User Details/ Password can use "Forgot User Details/Password" or "Physical User Reset Password?" option available on www.evoting.nsd.com.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2017.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or rnt.helpdesk@linkintime.co.in
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Dinesh Kumar Deora, Practising Company Secretary (Membership No. 5683) has been appointed for as the 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.
- XIV. 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 authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

xii. **Resolution No. 3:**

Though not mandatory, this statement is provided for reference.

M/s NGS & Co. LLP, Chartered Accountants were first appointed as auditors at 06th AGM held on 28th August, 2008. In terms of their appointment made at the 24th AGM held on 30th September, 2016, they are holding office of the auditors upto the conclusion of the 25th AGM and hence, would retire at the conclusion of the forthcoming 25th AGM.

As per second proviso to Section 139(2) of the Companies Act, 2013 ('the Act'), a transition period of three years from the commencement of the Act is provided to appoint a new auditor when the existing auditor's firm has completed two terms of five consecutive years.

Accordingly, as per the said requirements of the Act, M/s GMJ & Co., Chartered Accountants are proposed to be appointed as auditors of the Company for a period of 5 years, commencing from the conclusion of 25th AGM till the conclusion of the 30th AGM, subject to the ratification by members every year, as may be applicable.

M/s GMJ & Co., Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as Statutory auditors in terms of the provisions to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

None of the Directors/Key Managerial Personnel of the Company and their Relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 3 of the Notice.

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

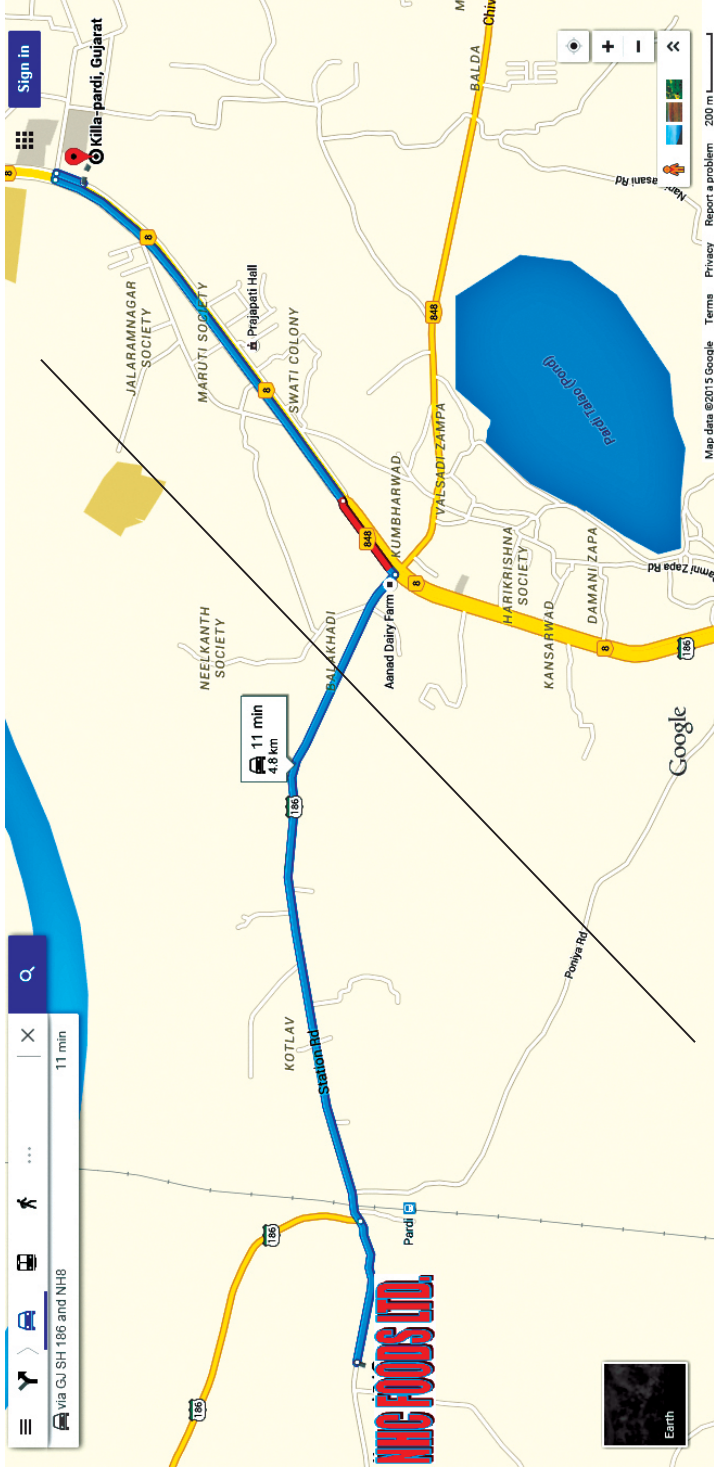
**Suvarnalata Chavan
(Company Secretary & Compliance Officer)**

**Date : 18th July, 2017
Place : Mumbai**

ANNEXURE TO THE NOTICE**DETAILS OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE TWENTY FIFTH ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.**

Name of the Director	Mr. Apoorva Shah
Date of Birth	1st Janyary, 1966
Expertise in Specific Functional Area	He has more than 25 years of experience in the export industry. As the Chairman of our Company, 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
Qualification	B.com.
No. of shares held in the Company @ jointly with relatives	38,04,136
Other Directorship in Indian Companies (including Private Companies)	1. NHC Overseas Private Limited 2. Indian Spice and Foodstuff Exporters Association
Membership of Committees (Audit Committee and Stakeholders Relationship Committee in other Companies)	None
Relationship between Directors inter-se	Mrs. Alpa Shah, whole time director is the spouse of Mr. Apoorva Shah

ROUTE MAP TO THE AGM VENUE





CIN: L15122GJ1992PLC076277

Regd. Office : Survey No. 777, Umarsadi Desaiwad Road, At Village Umarsadi, Taluka Pardi, Killa Pardi, Gujarat - 396175
Tel. : 0260 - 2375660 • Fax No. : 0260 - 2375662

Corp. Office : NHC House, 2/13, Anand Nagar, Santacruz (East), Mumbai - 400055
Tel. : 022 - 61522020 • Fax No. : 022 - 61522021

Website: www.nhcgroupp.com • E-mail: grievances@nhcgoup.com

ATTENDANCE SLIP FOR ATTENDING ANNUAL GENERAL MEETING

Folio No.
DP ID No.

No. of Shares held
Client ID No.

I certify that I am a Member/proxy for the Member(s) of the Company.

I hereby record my presence at the 25th Annual General Meeting of the Company at Survey No. 777, Umarsadi Desaiwad Road, At village Umarsadi, Taluka Pardi, District Valsad, Gujarat - 396175 at 9.00 a.m. on 30th September, 2017.

Member's/Proxy's name in Block Letters

Signature of Member/Proxy

Note: Please fill up this attendance slip and hand over at the entrance of the meeting hall.

ELECTRONIC VOTING PARTICULARS		
REVEN (Remote E-voting Event Number)	USER ID*	Password / PIN**
107057		

*User ID: Please use DP ID/Client ID

**Password: Use existing password

Note: Please read instructions given at Note No. XII of the Notice of the 25th Annual General Meeting carefully before voting electronically.


NHC Foods Limited
CIN: L15122GJ1992PLC076277
Regd. Office : Survey No. 777, Umarsadi Desaiwad Road, At Village Umarsadi, Taluka Pardi, Killa Pardi, Gujarat - 396175
 Tel. : 0260 - 2375660 • Fax No. : 0260 - 2375662

Corp. Office : NHC House, 2/13, Anand Nagar, Santacruz (East), Mumbai - 400055
 Tel. : 022 - 61522020 • Fax No. : 022 - 61522021

Website: www.nhcgoup.com • E-mail: grievances@nhcgoup.com

FORM NO. MGT - 11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	:	L15122GJ1992PLC076277
Name of the Company	:	NHC Foods Limited
Registered Office	:	Survey No. 777, Umarsadi Desaiwad Road, At village Umarsadi, Taluka Pardi, District Valsad, Gujarat - 396175
Name of Member(s)	:	
Registered Address	:	
Email ID	:	
Folio No./Client ID	:	
DP ID	:	

I/We, _____ being the member(s) holding _____ shares of NHC Foods Limited, hereby appoint:

1) Name _____ Address _____

Email _____ Signature _____ or failing him

2) Name _____ Address _____

Email _____ Signature _____ or failing him

3) Name _____ Address _____

Email _____ Signature _____

as my / our Proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 25th ANNUAL GENERAL MEETING of the Company to be held on Saturday, the 30th September, 2017 at 9.00 a.m. at the Registered office of the company and at any adjournment(s) thereof in respect of the resolutions as are indicated below:

Resolution Number	Resolution	For	Against
ORDINARY BUSINESS :			
1.	Adoption of Annual Financial Statements of the Company as on March 31, 2017		
2.	Re-appointment of Mr. Apoorva Shah, retiring by rotation and being eligible, offering himself for re-appointment		
3.	Appointment of M/S. GMJ & Co., Chartered Accountants, (Firm Registration No. 103429W), as Statutory Auditor of the Company to the members for a period of 5 years from the conclusion of 25 th Annual General Meeting till the conclusion of the 30 th Annual General Meeting.		

Signed this _____ day of September, 2017

Signature of Shareholder _____

Signature of Proxy Holder _____

 Affix
 Revenue
 Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

FORM FOR UPDATION OF EMAIL ADDRESS

To,
The Compliance Officer,
NHC Foods Limited
Survey No. 777, Umarsadi Desaiwad Road,
At village Umarsadi, Taluka Pardi,
District Valsad, Gujarat - 396175

Dear Sir,

Sub: Updation of e-mail address

Please register my email address for the purpose of sending Annual Report and other notices/documents in electronic mode:

Name of Member(s)	:	
Registered Address	:	
Email ID	:	
Folio No./Client ID	:	
DP ID	:	

Signature of the First named Shareholder

Name:

Address: