



NHC FOODS LIMITED
(CIN: L15122GJ1992PLC076277)

Registered Office:- Survey No. 777, Umarsadi Desaiwad Road, At village Umarsadi,
Taluka Pardi, District Valsad, Gujarat – 396175.
Tel. No. 0260-2375660 Fax No.0260-2375662

Corporate Office:- NHC House, 2/13, Anand Nagar, Santacruz (East), Mumbai - 400055.
Tel. No. 022-61522020 Fax No. 022-61522021
Email id: grievances@nhcgroup.com Website: www.nhcgroup.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies
(Management and Administration) Rules, 2014

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (hereinafter referred to as “**the Act**”), read together with the Companies (Management and Administration) Rules, 2014 (“**Rules**”) (including any statutory modification or re-enactment thereof for the time being in force) to the Members of NHC Foods Limited (hereinafter referred to as “**the Company**”) that the resolutions appended below are proposed to be passed by way of postal ballot / e-voting as the case may be.

The explanatory statement pertaining to the said resolutions setting out the material facts concerning each item and the reasons thereof are annexed hereto alongwith a postal ballot form (hereinafter referred to as “**the Postal Ballot Form**”) for your consideration.

The Board of Directors of the Company has appointed Mr. Narayan Parekh, (ACS 8059) Partner of M/s PRS Associates, Practicing Company Secretaries, Mumbai as the Scrutinizer, for conducting the postal ballot and e-voting process, in a fair and transparent manner.

The business of the postal ballot shall, in addition to physical voting, also be transacted through electronic voting system. Accordingly, the Company in compliance with, Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, is pleased to provide to the Members (whether holding shares in physical or in dematerialized form) the facility to exercise their right to vote on the matters included in the notice of the postal ballot by electronic means i.e. through e-voting services provided by National Securities Depository Limited (NSDL).

The e-voting period commences on Monday the 11th September, 2017 at 9.00 a.m. and ends on Tuesday, the 10th October, 2017 at 5.00 p.m. Please read carefully and follow the instructions as printed in this Notice for e-voting.

Those Members, who do not have access to e-voting facility can send their assent or dissent in writing on the Postal Ballot Form attached herewith. Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed and signed in the attached self-addressed, postage pre-paid business reply envelope, so as to reach the Scrutinizer before the close of the working hours 5.00 p.m. on Tuesday the 10th October, 2017. at the Company’s Registrar and Share Transfer Agent namely Link Intime India Pvt. Ltd, C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083. Please note that any Postal Ballot Form(s) received after 5.00 p.m. on Tuesday the 10th October, 2017 will be treated as not received.

The Scrutinizer will submit his report to the Chairman or in his absence, any Director authorised by the Board, after the completion of the scrutiny of the postal ballots (physical and e-voting). The results of the voting by postal ballot will be announced by the Chairman of the Company or in his absence, any person authorized

by him, on Thursday, 12th October, 2017 at 5.00 p.m. at the Corporate Office of the Company and will be displayed on the notice board at the registered office and corporate office of the Company. The results of the postal ballot will also be posted on the Company's website www.nhcgroun.com and on the website of National Securities Depository Limited (NSDL) besides communicating to the stock exchange i.e. BSE Limited.

SPECIAL BUSINESS:

ITEM NO. 1: APPROVAL FOR SALE OF UNDERTAKING(S) OF THE COMPANY SITUATED AT 2/13 NHC HOUSE, 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 Section 180(1)(a) and Section 110 of the Companies Act, 2013 (hereinafter referred to as Act) read with the Companies (Management and Administration) Rules, 2014 and other applicable provisions if any of the Act and Rules made thereunder 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, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board which term shall include a committee thereof authorised for the purpose) to sell , lease or otherwise dispose of the immoveable assets alongwith furniture and fixtures and other moveable assets of the company whether such assets constitute 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 ₹ 250 lakhs (Rupees Two Hundred Fifty Lakhs 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.”

ITEM NO. 2: APPROVAL FOR SALE OF UNDERTAKING(S) 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 Section 180(1) (a) and Section 110 of the Companies Act, 2013 (hereinafter referred to as Act) read with the Companies (Management and Administration) Rules, 2014 and other applicable provisions if any of the Act and Rules made thereunder 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, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board which term shall include a committee thereof authorised for the purpose) to sell , lease or otherwise dispose of the immoveable assets alongwith Plant and Machinery, furniture and fixtures and other moveable assets of the company whether such assets constitute 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 ₹ 600 lakhs (Rupees Six Hundred Lakhs 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.”

**For and on Behalf of the Board of Directors
For NHC Foods Limited**

**Sd/-
Suvarnalata Chavan
Company Secretary & Compliance Officer**

Place: Mumbai

Dated: 26th August, 2017

Notes:

1. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company offers e-voting option to the Members as an alternative to enable them to cast their votes.
2. The Company has engaged the services of M/s. National Securities Depository Limited (NSDL) for the purpose of e-voting facility to all its members. Members desiring to exercise their vote by using e-voting facility are requested to carefully follow the instructions in the notes under section “voting through electronic means” in the notice.
3. Explanatory Statement for the proposed resolutions mentioned above, pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 setting out material facts is appended herewith.
4. A copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered / Corporate Office of the Company during office hours on all working days, except Saturday and Sunday and other holidays, between 11:00 a.m. and 1:00 p.m. up to the date of declaration of results of postal ballot i.e. Thursday, 12th October, 2017.
5. The notice, together with the documents accompanying the same, is being sent to all the members, by permitted mode (and electronically by e-mail to those members who have registered their e-mail ids with the Company’s Registrar and share Transfer agents / CDSL/NSDL) whose names appear in the Register of Members/ list of beneficial owners as received from CDSL and NSDL as on the close of working hours on September 1, 2017 i.e. “the cut-off date”. Any person who acquires shares of the company and becomes a member of the company after the dispatch of the notice and holding shares as on the cutoff date may cast their vote by e-voting. The notice will be displayed on the website of the company www.nhcgroupp.com and on the website of NSDL.
6. The date of dispatch of the notice and the Explanatory Statement will be announced through advertisement in the following newspapers: - (i) Financial Express in English language and (ii) Financial Express in Gujarati language having wide circulation in the district where the Registered Office of the company is situated.
7. The company has appointed Mr. Narayan Parekh, (ACS 8059) Partner of M/s PRS Associates, Practicing Company Secretaries as the Scrutinizer for conducting the E-voting/ Postal Ballot in a fair and transparent manner.

8. The Postal Ballot form together with the self-addressed business reply envelope is enclosed for the use of the members. Members voting in physical form are requested to carefully read the instructions printed on the enclosed Postal Ballot form. Members who have received the postal ballot notice by e-mail and who wish to vote through the postal ballot form can download the postal ballot form from the following url on the Company's corporate website www.nhcgroup.com or seek duplicate postal ballot form from M/s. Link Intime India Pvt. Ltd, the Registrar and share Transfer Agent or Corporate Office of the Company. Members shall fill in the requisite details and send the duly completed, and signed postal ballot form in the enclosed self addressed postage pre-paid envelope to the Scrutinizer before the close of working hours i.e. 5.00 p.m. on Tuesday, 10th October, 2017. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. Assent / Dissent received after 5.00 p.m. on Tuesday, 10th October, 2017 would be strictly treated as if reply from the Members has not been received.
9. Incomplete, unsigned, improperly or incorrectly tick marked postal ballot forms will be rejected. There will be only 1 (one) postal ballot form for every registered folio / client ID irrespective of the members of joint Members.
10. The postal ballot form should be completed and signed by the member as per specimen signature registered with the Company and/or furnished by the Depositories. In case, shares are jointly held, this form should be completed and signed by the first named Member and, in his/her absence, by the next named Member. Holder(s) of Power of Attorney ("POA") on behalf of a Member may vote on the postal ballot mentioning the registration number of the POA with the Company or enclosing a copy of the POA authenticated by a notary. In case of shares held by companies, societies etc., the duly completed postal ballot form should be accompanied by a certified copy of the board resolution/ authorization giving the requisite authority to the person voting on the postal ballot form. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of the postal ballots including e-votes submitted. The Scrutinizer's decision on the validity of the votes(including e-votes) shall be final. The results of the postal ballot including e-voting will be announced on Thursday, 12th October, 2017 at the Corporate office of the company situated at 2/13, NHC House, Anand Nagar, Santacruz (E), Mumbai - 400055 . The results, together with the Scrutinizer's Report, will be displayed at the registered and Corporate Office of the Company and on the website of Company(<https://www.nhcgroup.com>), besides being communicated to BSE Limited and the National Securities Depository Limited (NSDL) besides communicating to the stock exchanges where the Company's shares are listed.. The result of the Postal Ballot shall also be announced through newspaper advertisement. In the event, the resolutions are assented to by the requisite majority of Members by means of Postal Ballot, the date of declaration of Postal Ballot result shall be deemed to be the date of passing of the said resolutions.
11. Kindly note that the Members can opt only one mode for voting i.e. either by physical ballot or e-voting. If you are opting for e-voting, then do not vote by physical and vice versa. However, in case Member(s) cast their vote both via physical ballot and e-voting, then voting validly done through e-voting shall prevail and voting done by physical ballot shall be treated as invalid.
12. The vote on postal ballot cannot be exercised through proxy.
13. Voting through electronic means:
 - A. Members whose email addresses are registered with the depository participant(s) will receive an email from NSDL informing them of their USER ID and password. Once the member receives the email, he or she will need to go through the following steps to complete the e-voting process:
 - (i) Open email and open PDF file viz; "NHC evoting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.

Note: Shareholders already registered with NSDL for e-voting will not receive the PDF file "NHC evoting.pdf".
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder – Login. Enter the user ID and password as initial password/PIN noted in step (i) above. Click Login.

- (iv) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (v) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- (vi) Select “EVEN” of NHC Foods Limited.
- (vii) Now you are ready for e-voting as Cast Vote page opens.
- (viii) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (ix) On confirmation, the message “Vote cast successfully” will be displayed.
- (x) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xi) 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 np@prssec.com with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of Postal Ballot [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.nsdl.com.

EVEN (E Voting Event Number)	USER ID	PASSWORD/ PIN
107636		

- (i) Please follow all steps from Sl. No. (i) to Sl. No.(xi) above, to cast vote.
- (ii) 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 Downloads section of www.evoting.nsdl.com.
- (iii) If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- (iv) The e-voting period commences on 11th September, 2017 (9.00 a.m. IST) and ends on 10th October, 2017 (5.00 p.m. IST) During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 01st September, 2017 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF
SECTION 102 OF THE COMPANIES ACT, 2013**

ITEM NO. 1 & 2

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 corporate office at 'NHC House, 2/13, Anand Nagar, Santacruz (E), Mumbai – 400055 and Factory at Survey No. 777, Umarsadi Desaiwad Road, at Village Umarsadi, Taluka Pardi, District Valsad, Gujarat: 396175.

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 of assets of the company and reducing the borrowings.

The consideration from this action is proposed to be utilised for the reduction of debts of the company.

The Board of Directors at its meeting held on Saturday, 26th August, 2017 has, subject to the approval of Members of the Company and compliance of all applicable laws and regulations and subject to such approvals, consents, permissions and sanctions, as may be necessary, accorded its consent to lease, sub lease, sell, transfer, convey, assign or otherwise dispose of the immovable property/ies located in Mumbai and in Pardi as aforesaid, along with other facilities constructed thereon, equipments, furniture, fixture and other fixed assets on "as is where is" and "as it is" basis to any person(s) and/or entity(ies) as may be determined by the Board, for such consideration and on such terms and conditions as the Board of Directors may deem fit in the best interest of the Company.

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. 1 & 2 in the accompanying Notice, for the approval of the Members by way of Postal Ballot.

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

**For and on Behalf of the Board of Directors
For NHC Foods Limited**

**Sd/-
Suvarnalata Chavan
Company Secretary & Compliance Officer**

**Place: Mumbai
Dated: 26th August, 2017**

