(Government Recognised Two Star Export House)



An ISO 22000:2005 Certified Company CIN : L15122GJ1992PLC076277 GSTIN :- 27AAACM3032B1Z6

Date: 1st September, 2018

To, The Secretary, **BSE Ltd.,** P.J. Towers, Dalal Street, Mumbai – 400001. E-mail: <u>corp. relations@bseindia.com.</u> Dear Sirs,

Sub: Intimation for 26th Annual General Meeting, Book Closure and E-voting details.

Scrip Code: - 517554.

This is to inform you that the **26th Annual General Meeting** of NHC Foods Limited will be held on **27th September**, **2018 at 10.00 AM** at Registered office of the company at **Survey no**. **777, Umarsadi Desaiwad Road, Village Umarsadi, Taluka Pardi, Dist. Valsad, Gujarat** – **396175** to transact the business set out in the notice of the Annual General Meeting.

Further, we wish to inform you that:

- Pursuant to Regulation 42 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 the Register of Members & Share Transfer Books of the Company will remain closed from 21st September, 2018 to 27th September, 2018 (both days inclusive) for the purpose of 26th Annual General Meeting of the Company.
- 2. The remote e-Voting period will start on 24th September, 2018 (9.00 a.m.) and ends on 26th September, 2018 (5.00 p.m.).
- 3. The cut off date for the purpose of e-voting: 21st September, 2018.

This is for your information and record

Thanking you,

Yours Faithfully,

Office : D-22/8, TTC Industrial Area, MIDC, Turbhe, Navi Mumbai - 400705 Tel: +91 22-48815100 (38 Lines) Tel: +91 22-49747188 URL : http://www.nhcgroup.com Email : info@nhcgroup.com / saaz@nhcgroup.com Factory & Registered Office : Suevey No. 777, Umarsadi Desaiwad Road, Village Umarsadi, Taluka Pardi, Dist. Valsad, Gujarat - 396 175. (India) Tel. : +91 260 2375 660 / 260 2375 661 Fax : +91 260 2375 662 email : pardi@nhcgroup.com

NOTICE

NOTICE is hereby given that the 26th (Twenty Sixth) Annual General Meeting of NHC Foods Limited will be held on 27th September, 2018, Thursday at 10:00 a.m. at Registered Office of the Company at Survey No. 777, UmarsadiDesaiwad Road, Village Umarsadi, Taluka Pardi, Dist. Valsad, Gujarat: 396175 to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2018, together with the Reports of the Board of Directors and Auditors thereon.
- 2. To appoint a Director in place of Mrs. Alpa Shah (DIN: 00573190), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

 Appointment of Mrs Monika Singhania(DIN: 07950196) as an Independent and Non- Executive Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT Mrs Monika Singhania (DIN: 07950196), who was appointed as an Additional Director on the Board of Directors of the Company in terms of Section 161(1) of the Companies Act, 2013 ('the Act') and whose term of office expires at the ensuing Annual General Meeting and who meets the criteria of Independence as provided under Section 149(6) of the Act and who is eligible for appointment and is recommended by the Board of Directors upon the recommendation of the Nomination and Remuneration Committee for the office of Director as an Independent and Non-Executive Director, be and is hereby appointed, in accordance with Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the corresponding Rules framed thereunder, as an Independent Director to hold office for a term of 5 (Five) years with effect from the date of this Annual General Meeting upto the conclusion of Annual General Meeting of the Company to be held in the calendar year 2023."

4. Re-appointment of Mr. Apoorva Shah, Chairman & Managing Director (DIN: 00573184) for a period of

three years with effect from 13th November, 2018 to 12th November, 2021:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions if any of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013, Mr Apoorva Shah, Chairman & Managing Director (DIN: 00573184) be and is hereby re-appointed as the chairman and Managing Director of the company for a period of Three years with effect from13th November, 2018 to 12th November, 2021 on the remuneration, terms and conditions as recommended by the Nomination and Remuneration Committee

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter or vary the terms and conditions of the re-appointment of Mr. Apoorva Shah, Chairman and Managing Director including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013

RESOLVED FURTHER THAT any one of the Director or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

 Re-appointment of Mrs Alpa Shah (DIN: 00573190), Whole – Time Director for a period of Three years with effect from 14th February, 2019 to 13th February, 2022:

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions if any of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013, Mrs Alpa Shah (DIN: 00573190), Whole – Time Director be and is hereby re-appointed as a whole Time Director for a period of Three years with effect from 14th February, 2019 to 13th February, 2022 on the remuneration, terms and conditions as recommended by the Nomination and Remuneration Committee.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter or vary the terms and conditions of the re-appointment of Mrs Alpa Shah (DIN: 00573190), Whole – Time Director including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013.

RESOLVED FURTHER THAT any one of the Director or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

 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 provision of Section 180(1)(a)of theCompanies 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 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 Rs. 600 Lakh (Rupees Six 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."
- Approval for Sale of Undertaking(S) 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 disposeof 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 NHC House, 2/13, Anand Nagar, Santacruz (E), Mumbai – 400055 at a price which is not less than Rs. 250 Lakh (Rupees Two 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."

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

Krina Mehta (Company Secretary & Compliance Officer)

Date: 25th August, 2018 Place : Mumbai

Registered Office:

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

NOTES:

1. 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. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE MEETING.

A PERSON CAN ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBER HOLDING MORE THAN 10 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 PROXY FOR ANY OTHER MEMBER.

- The Register of Members and Share Transfer Register will remain closed from 21st September, 2018 to 27th September, 2018 (both days inclusive).
- 3. The relative explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of the special business under Item No. 3 & 4 of the Notice, is annexed hereto. The relevant details as required under Regulations 26(4) and 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 seeking appointment/re-appointment at this Annual General Meeting ("AGM") are also annexed.
- Members/Proxies should bring their Attendance Slip sent herewith duly filled in for attending the Meeting. ONLY MEMBERS/PROXIES WILL BE ADMITTED INTO THE AUDITORIUM FOR THE MEETING.
- 5. 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.



- 6. 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
- 7. 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.
- 8. 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.
- 9. 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.
- 10. Corporate Members intending to send their Authorised Representatives to attend the meeting are requested to send a certified copy of the Board Resolution/ Power of Attorney authorizing their representatives to attend and vote on their behalf at the meeting.
- 11. Members may also note that the Notice of the 26th Annual General Meeting, Attendance Slip, Proxy Form, Route Map, Ballot Paper and the Annual Report for 2018 will also be available on the Company's website www.nhcgroup.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection without any fee during normal business hours (10:00 am to 5:00 pm) on working days, except Saturday, upto and including the date of AGM of the Company.

Members may also note that the Notice of the 26th Annual General Meeting and the Annual Report for 2018 will also be available on the Company's website www.nhcgroup.com. The Notice of AGM shall also be available on the website of NSDL viz. www.evoting.nsdl.com

- 12. Members attending the Annual General Meeting are requested to bring with them the followings (as applicable):
 - a. Members holding shares in dematerialized form, their DP & Client ID Numbers.
 - b. Members holding shares in physical form their folio numbers.
 - c. Copy of the Annual Report & Notice.
 - d. The Attendance slip duly completed as per the specimen signature lodged with the Company
 - e. Member Companies/Institutions are requested to send a copy of the resolution of their Board/Governing Body, authorizing their representative to attend and vote at the Annual General Meeting
- 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 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. The facility for ballot / polling paper / electronic poll/ insta poll (hereinafter referred as voting at AGM venue) shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at AGM venue.
- 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.

 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.

Accordingly, the Company sends all communications including the Notice along with Annual Report in electronic form to all Members whose email Id's are registered with the Company/ Depository Participant(s) unless a specific request for hard copy has been requested.

- 17. 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.
- 18. Voting through Electronic means:

In Compliance with Regulation 44, 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

Step 1: Login to NSDL's e-voting system at <u>https://www.evoting.nsdl.com/</u>

Step 2: Cast your vote electronically on NSDL's e-voting system

Step 1:

How to log in to the NSDL e-voting website

 Visit the e-voting website of NSDL by opening your web browser and typing the following URL either on a desktop computer / laptop or on a mobile or scan the QR code using your smart phone:

https://www.evoting.nsdl.com/



- 2. Once the homepage of the e-voting system is launched, click on the icon, 'Login', available under 'Shareholders'.
- A new screen will open. You will have to enter your USER ID, your password and verification code as shown on the screen.

Alternatively, if you are registered for NSDL eservices, i.e. IDEAS, you can log in at <u>https://</u> <u>www.evoting.nsdl.com/</u> with your existing IDEAS log-in details. Once you log in to NSDL e-services using your log – in credentials, click on 'e-voting' and 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************************************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the companyFor example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- 5. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can user 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.

- c. How to retrieve your 'initial password'?
 - (i) 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'.

- (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. 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.
 - b. <u>Physical User Reset Password?</u>" (If you are holding shares in physical mode) option available on <u>www.evoting.nsdl.com</u>.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at <u>evoting@nsdl.co.in</u> mentioning your demat account number/folio number, your PAN, your name and your registered address.
- 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.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see the Home page of e-Voting.Click on e-Voting. Then,click on Active Voting Cycles
- After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- 3. Select "EVEN" of company for which you wish to cast your vote.
- 4. Now you are ready for e-Voting as the Voting page opens.
- 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.
- 6. Upon confirmation, the message "Vote cast successfully" will be displayed.
- 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 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 grievances@nhcgroup.com with a copy marked to evoting@nsdl.co.in.
- 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 to reset the password.

- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and evoting user manual for Shareholders available at the download section of <u>www.evoting.nsdl.com</u> or call on toll free no.: 1800-222-990 or send a request at<u>evoting@nsdl.co.in</u>
- 4. 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, 2018
End of remote e-voting	Upto 5.00 p.m. (IST) on September 26, 2018

During the period, members of the Company holding shares either in physical or dematerialized form, as on the relevant date i.e. September 21, 2018, may cast their vote electronically. The evoting 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 21, 2018, may obtain his login Id and password by sending request at evoting@nsdl.co.in

5. 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 21, 2018

Mr. Dinesh Kumar Deora, Practising Company Secretary (Membership No. 5683) has been appointed for 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 that 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

Item No. 3

- The Board of directors appointed Mrs Monika Singhania (DIN: 07950196) as Additional Director (Independent Non – Executive) for a term of five years upto September 29, 2022, not liable to retire by rotation, subject to the approval of shareholders. In terms of Section 161(1) of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rule, 2014, Mrs Monika Singhania holds office upto the date of this Annual General Meeting but eligible for the appointment as Director. The Company has received notice from member in writing along with requisite deposit under Section 160 of the Act, proposing his candidature for the office of the director
- Mrs Monika Singhania does not incur any disqualification under Section 164 of the Companies Act, 2013. The Company has received declaration from Mrs Monika Singhania that she meets with the criteria of independence as prescribed under Sub – Section (6) of Section 149 of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 3. In the opinion of the Board, Mrs Monika Singhania, is a person of integrity, possess the relevant expertise and experience and his association would be of immense benefit to the Company. She fulfils the conditions specified in the Act and the rules made thereunder and is independent of the management of the Company. In terms of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for two terms of upto five consecutive years each on the Board of the Company. Further, in terms of Section 149(13) of the said Act, Independent Director is not liable to retire by rotation.
- 4. In the view of the above, the Board proposes the appointment of Mrs. Monika Singhania, as an



Independent Director of the Company for a term of five years upto September 29, 2022.

- Copy of the draft letter of appointment of Mrs. Monika Singhania, as an Independent Director is available for the inspection without any fee by the Members at the Registered Office of the Company during the business hours on any working days.
- The details of Mrs. Monika Singhania, as required under Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, are set out in the Annexure forming part of the Notice.

None of the Director and / or Key Managerial Personnel of the Company and their relatives, Except Mrs Singhania, is concerned or interested, financially or otherwise, in resolution set out at Item No. 3.

The Board recommends the resolution set forth in Item No. 3 for the approval of Members.

Item No. 4:

Mr. Apoorva Shah (DIN: 00573184) was appointed as Managing Director by the shareholders through postal ballot held on 29th January, 2016 for a period of three years i.e. 13th November, 2015 to 12th November, 2018. Considering his contribution in overall growth and performance of the Company, it is proposed to re-appoint Mr Apoorva Shah (DIN: 00573184), Managing Director for a period of Three years w. e. f. 13th November, 2018 to 12th November, 2021. The reappointment of Mr.Apoorva Shah (DIN: 00573184) as the Managing Director of the Company shall require the approval of the Shareholders by way of passing of Special Resolution pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to the approvals of the Central Government and other authorities, if any.

The Terms and Conditions of re appointment of Mr Apoorva Shah as Managing Director for a period of Three years w.e.f. 13th November, 2018 to 12th November, 2021 are as follows:

Remuneration:

1. Salary:

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Rs. 40,99,400/- (Rupees Forty Lacs Ninety Nine Thousand Four Hundred Only) per annum

- 2. **Perquisites:** In addition to the above salary, the Managing Director will be entitled to the following perquisites as specified below:
 - a) Medical Reimbursement: He shall be entitled to medical expenses as per the rules of the Company which include such expenses as shall relate to surgical, optical and Dental treatment incurred by himself and his family upto Rs. 15,000/- per annum.
 - b) Club Membership: The Company shall pay fees of Club/s, as allowed under the Act and as per the rules of the Company, subject to maximum of Rs. 25,000/- per annum. This will, however, not include admission and life membership fees
 - c) A car with a chauffeur for official purposes as per the rules of the Company
 - Leave: Subject to the exigencies of his employment, Mr Apoorva Shah shall be entitled to leave in a year on full pay and allowances as per the rules and regulations of the Company
 - e) The Company shall pay expenses on Telephone & Fax at residence and mobile phone for official use upto Rs. 36,000/- per annum
 - f) Variable Pay/Performance Bonus: Mr Apoorva Shah may be paid as may be determined by the committee or Board thereof based on such performance parameters as may be laid down by the Committee or the Board and as per the rules of the Company
 - g) The Company shall pay contribution at percentage of salary towards Provident Fund provided the contribution shall not exceed the limit laid down under the Income Tax Act, 1961
 - h) The Company shall pay gratuity as per the Payment of Gratuity Act, 1972

Subject to overall ceiling on remuneration mentioned herein, Mr Apoorva Shah, Managing Director (DIN 00573184) may be given such other benefits in accordance with the schemes and rules applicable to the members of the Company framed from time to time

Explanation: Perquisites shall be evaluated as per the Income Tax Rules, wherever applicable and in the absence of any such rule, perquisites shall be evaluated at actual cost

3. Other Terms and Conditions:

- (a) **Termination:** A notice period of three months from both the sides
- (b) **Rotation:** Liable to retire by rotation
- (c) Sitting Fees: Mr Apoorva Shah will not be entitled to receive any sitting fees for the Board or the Committee meetings constituted by the Board Minimum Remuneration Notwithstanding anything contained herein, wherein in the absence or inadequacy of profits in any financial year, during the tenure, the company shall pay to Mr Apoorva Shah (DIN 00573184) remuneration as decidedby the Board or any committee thereof from time to time as minimum remuneration with the approval of the Central government if necessary

The proposed re-appointment of and payment of remuneration to Mr Apoorva Shah (DIN: 00573184) as the Managing Director, has been considered and recommended by the Nomination and Remuneration Committee at its respective meetings held on 10th July, 2018.

The explanatory statement and the Resolution No. 4 of the Notice shall be treated as an abstract of the terms of appointment of Mr Apoorva Shah as the Managing Director of the Company as required under Section 102 of the Companies Act, 2013.

Profile of Mr. Apoorva Shah is given herein below. The Board considers that his re-appointment would be of immense benefit to the Company. Accordingly the Board of Directors recommends his reappointment.

His period of office shall be liable to determination by retirement of directors by rotation. A draft Agreement between the Company and Managing Director will be available for inspection by the Members of the Company at its 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 Annual General Meeting i.e. Thursday, 27th September, 2018

The above explanatory statement (together with Annexure thereto) shall be construed to be memorandum setting out the terms of the reappointment as specified under Section 190 of the Companies Act, 2013.

The Board considers that having regard to the significant contribution of Mr. Apoorva Shah towards remarkable growth of operational activities of the Company during his current tenure, the reappointment of Mr. Apoorva Shah as Managing Director of the Company for a further period of 3 years is fully justified. As such the Board recommends the Special Resolution set out in Item No. 4 of the Notice convening the meeting for the approval of the shareholders.

Mr. Apoorva Shah and Mrs Alpa Shah being spouse may be deemed to be concerned or interested, financially or otherwise, to the extent of their respective shareholding in respect of his reappointment.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relative(s) is, in any way, concerned or interested, financially or otherwise, in the resolution nos. 4 of the Notice.

The Board recommends the Special Resolution set out at Item No. 4 for the approval of Members.

Item No. 5

Mrs Alpa Shah (DIN: 00573190) was appointed as Whole–Time Director by the shareholders through postal ballot held on 29th January, 2016 for a period of three years i.e. 14th Feb, 2016 to 13th Feb, 2019. Considering her contribution in overall growth and performance of the Company, it is proposed to re-appoint Mrs. Alpa Shah (DIN: 00573190), as Whole – Time Director for a period of Three years with effect from 14th February, 2019 to 13th February, 2022. The reappointment of Mrs. Alpa Shah (DIN: 00573190) as Whole – Time Director of the Company shall require the approval of the Shareholders by way of passing of Special Resolution pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to the approvals of the Central Government and other authorities, if any.

The Terms and Conditions of re appointment of Mrs. Alpa Shah, Whole Time Director for a period of Three years with effect from 14th February, 2019 to 13th February, 2022

- 1 Remuneration:
- 1. **Salary:** Rs. 40,99,400/- (Rupees Forty Lacs Ninety Nine Thousand Four Hundred Only) per annum
- 2. **Perquisites:** In addition to the above salary, the Whole time director will be entitled to the following perquisites as specified below:
 - a) Medical Reimbursement: She shall be entitled to medical expenses as per the rules of the Company which include such expenses as shall relate to surgical, optical and Dental treatment incurred by herself and her family upto Rs. 15,000/- per annum.
 - b) Club Membership: The Company shall pay fees of Club/s, as allowed under the Act and as per the rules of the Company, subject to maximum of Rs. 25,000/- per annum. This will, however, not include admission and life membership fees
 - c) A car with a chauffeur for official purposes as per the rules of the Company.
 - Leave: Subject to the exigencies of her employment, MrsAlpa Shah shall be entitled to leave in a year on full pay and allowances as per the rules and regulations of the Company.

- e) The Company shall pay expenses on Telephone & Fax at residence and mobile phone for official use upto Rs. 36,000/- per annum.
- f) Variable Pay/Performance Bonus: Mrs Alpa Shah may be paid as may be determined by the committee or Board thereof based on such performance parameters as may be laid down by the Committee or the Board and as per the rules of the Company.
- g) The Company shall pay contribution at percentage of salary towards Provident Fund provided the contribution shall not exceed the limit laid down under the Income Tax Act, 1961.
- h) The Company shall pay gratuity as per the Payment of Gratuity Act, 1972 Subject to overall ceiling on remuneration mentioned herein, Mrs Alpa Shah, Whole time Director may be given such other benefits in accordance with the schemes and rules applicable to the members of the Company framed from time to time.

Explanation: Perquisites shall be evaluated as per the Income Tax Rules, wherever applicable and in the absence of any such rule, perquisites shall be evaluated at actual cost.

3. Other Terms and Conditions:

- a) **Termination:** A notice period of three months from both the sides.
- b) Rotation: Liable to retire by rotation.
- c) Sitting Fees: Mrs Alpa Shah will not be entitled to receive any sitting fees for the Board or the Committee meetings constituted by the Board.

Minimum Remuneration:

Notwithstanding anything contained herein, wherein in the absence or inadequacy of profits in any financial year, during the tenure, the company shall pay to Mrs Alpa Shah (DIN 00573190) remuneration as decided by the Board or any committee thereof from time to time as minimum remuneration with the approval of the

Central Government if necessary. The proposed reappointment of and payment of remuneration to Mrs Alpa Shah (DIN: 00573190) as the Whole-time Director, has been considered and recommended by the Nomination and Remuneration Committee at its respective meetings held on 10th July, 2018.

The explanatory statement and the Resolution No. 5 of the Notice shall be treated as an abstract of the terms of appointment of Mrs Alpa Shah as the Whole-time Director of the Company as required under Section 102 of the Companies Act, 2013.

Profile of Mrs Alpa Shah is given herein below. The Board considers that her re-appointment would be of immense benefit to the Company. Accordingly the Board of Directors recommends her re-appointment.

Her period of office shall be liable to determination by retirement of directors by rotation.

Her period of office shall be liable to determination by retirement of directors by rotation. A draft Agreement between the Company and Whole–Time Director will be available for inspection by the Members of the Company at its 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 Annual General Meeting i.e. Thursday, 27th September, 2018.

The above explanatory statement (together with Annexure thereto) shall be construed to be memorandum setting out the terms of the reappointment as specified under Section 190 of the Companies Act, 2013.

The Board considers that having regard to the significant contribution of Mrs. Alpa Shah towards remarkable growth of operational activities of the Company during her current tenure, the re-appointment of Mrs. Alpa Shah as Whole Time Director of the Company for a further period of 3 years is fully justified. As such the Board recommends the Special Resolution set out in Item No. 5 of the Notice convening the meeting for the approval of the shareholders.

Mr Apoorva Shah and Mrs. Alpa Shah being spouse may be deemed to be concerned or interested, financially or otherwise, to the extent of their respective shareholding in respect of his re-appointment. Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/their relative(s) is, in any way, concerned or interested, financially or otherwise, in the resolution nos. 5 of the Notice.

The Board recommends the Special Resolution set out at Item No. 5 for the approval of Members.

Item No. 6

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-off 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 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,has earlier been obtained through Postal Ballot held on 12th October, 2017. 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 25thAugust,2018 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 27thSeptember, 2018.

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. 6 in the accompanying Notice, for the approval of the Members in the Annual General Meeting.

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

Item No. 7

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 Approval for Sale of Undertaking(S) of the company situated at 'NHC House, 2/13, Anand Nagar, Santacruz (E), Mumbai – 400055, has earlier been obtained through Postal Ballot held on 12th October, 2017. 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 25th August, 2018 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 27th September, 2018.

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. 7 in the accompanying Notice, for the approval of the Members in the Annual General Meeting.

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

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

Krina Mehta (Company Secretary & Compliance Officer)

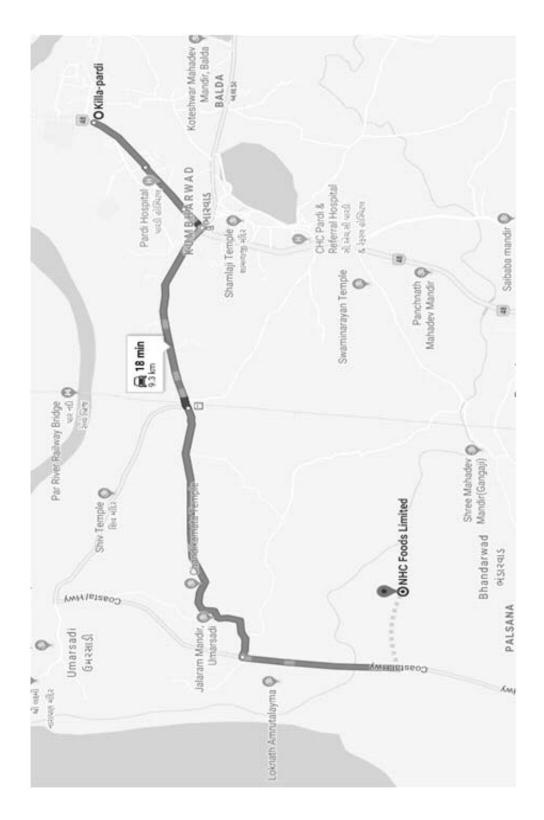
Date: 25th August, 2018 Place : Mumbai

ANNEXURE TO THE NOTICE

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

Name of the Director	Mrs. Alpa Shah	Mrs. Monika Singhania	Mr. Apoorva Shah
DIN	00573190	07950196	00573184
Date of Birth	04th June, 1967	07 th March, 1974	1st January, 1966
Expertise in Specific Functional Area	Mrs. Alpa Shah possesses vast knowledge of the industry and responsible for driving the marketing strategy and operations of the organization and opportunities globally	Mrs. Monika Singhania aged about 43 years. She is commerce graduate from Mumbai University handling her own business of Digital Signature since last 7years	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	B.com	B.com
No. of shares held in the Company@ jointly withrelatives	10,01,435	Nil	38,04,316
Other Directorship in Indian Companies (including Private Companies)	NHC Overseas Private Limited	Nil	1. NHC Overseas Private Limited
Membership of Committees (Audit Committee and Stakeholders Relationship Committee in other Companies)	None	None	None
Relationship between Directors inter-se :	Mr. Apoorva Shah is spouse of Mrs. Alpa	None	Mrs. Alpa Shah, is the spouse of Mr. Apoorva Shah





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

Tel. : 022 - 4881 5100 • Fax No. : 022 - 4881 5101

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

ATTENDENCE SLIP FOR ATTENDING ANNUAL GENERAL MEETING

Registered Folio no. / DP ID no. / Client ID no. :

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Number of shares held :

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I certify that I am a member / proxy / authorized representative for the member of the Company.

I hereby record my presence at the 26th Annual General Meeting of the Company at the at the Survey No. 777, UmarsadiDesaiwad Road, Village Umarsadi, Taluka Pardi, Dist. Valsad, Gujarat: 396175 at 10.00 a.m. IST.

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Name of the member / proxy Signature of the member / proxy (in BLOCK letters)

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall at the registration desk. Members are requested to bring their copies of the Annual Report to the AGM.



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	U BUSINESS :																
1.	To receive, cons March, 2018, to	sider and ado gether with th	ot the Aud e Reports	dited First Solution Solution Solution Strength Solution Strength Solution Strength	nancial Board	Statem of Dire	ients o ctors a	f the Co nd Audi	ompany itors the	y for the ereon.	e finano	cial yea	ar ende	d 31st			
2.	To appoint a Dir herself for re-ap	pointment.							,				•	offers			
3.	Appointment of	Mrs. Monika S	Singhania	i (DIN:	079501	96) as	an Ind	epende	nt and	Non Ex	cecutiv	e Direc	tor		\square		
SPECIAL I	RESOLUTION : Re-appointment	t of Mr. Anoon	/a Shah	Chairm	nan & M	lanadin	a Direc	tor (DII	N: 0057	73187)	for a n	arind o	f three	Vears	\rightarrow		
т.	w.e.f. 13th Nove	ember, 2018 to	o 12th No	vembe	er, 2021	0	0	-		-							
5.	Re-appointment February, 2019	to 13th Febru	ary, 2022		-					•		,					
6.	Approval of Sale Umarsadi, Taluk	ka Pardi, Dist.	Valsad, (Gujarat:	: 39617	75		2						0			
7.	Approval of Sale		ng(s) of t	he Con	npany s	situated	at NH	C Hous	e, 2/13	, Anano	d Naga	r, Sant	acruz (E),			

Signed this _ _____ day of September, 2018

Affix Revenue Stamp

Signature of Shareholder

Signature of Shareholder

This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours Notes: 1. before the Annual General Meeting (on or before 10.00 a.m. IST on September 27, 2018).

2. It is optional to indicate your preference. If you leave the 'for' or 'against' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.

NHC FOODS LIMITED

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)	Ť	IS LIMITED
Registered Address	:	
Email ID	:	
Folio No./Client ID	:	
DP ID	:	

Signature of the First named Shareholder

Name:

Address: