

NHC Foods Limited

(Government Recognised Star Export House)

An ISO 22000:2005 (Food Safety Management System)

& An ISO 9001:2008 Certified Company



Date: 08th February, 2013.

To,
The Secretary,
Bombay Stock Exchange Limited,
P.J. Towers, Dalal Street,
Mumbai – 400001.
E-mail: corp. relations@bseindia.com.

Scrip Code: 517554.


Sub: - Outcome of the Board Meeting.

Dear Sir,

This is to inform you that the Board of Directors of the Company, at their Meeting held on **Friday, 08th February, 2013** have considered & approved the **Unaudited Financial Results** of the Company for the Quarter ended on **31st December, 2012** alongwith the copy of **Limited Review Report** submitted by M/s. NGS & Co., Chartered Accountants. The copy of the same is enclosed herewith.

This is for your information & record.

For NHC Foods Limited


Suvarnalata Chavan
(Company Secretary)



Encl: As above.

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UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED ON 31.12.2012

(Rs. In lacs, except for number of shares)

Particulars	Quarter Ended on			Nine Months ended on		Year ended
	Unaudited			Unaudited		Audited
	31.12.2012	30.09.2012	31.12.2011	31.12.2012	31.12.2011	31.03.2012
1 (a) Net Sales/Income from Operations - Culinary, Ready to eat and Bulk Agri Business (b) Other Operating Income	3,102.18 48.88	3,008.74 78.15	2481.59 45.65	9972.23 215.86	6620.58 151.29	9067.99 199.92
Total	3,151.06	3,086.89	2527.24	10188.09	6771.87	9267.91
2 Expenditure - Culinary, Ready to eat and Bulk Agri Business						
a. Consumption of raw materials	25.08	77.42		136.69	0.00	168.18
b. Purchase of traded goods	2,786.00	2,309.36	1997.56	8268.79	5695.99	7792.68
c. (-) Increase/ (+) Decrease in stock in trade and work in progress	(82.50)	130.05	56.14	-6.69	-38.12	-150.69
d. Employees Benefit cost	72.14	51.20	55.77	175.88	123.20	199.07
e. Depreciation And Amortisation	23.28	23.17	21.31	69.18	63.05	87.09
f. Other Expenses	282.02	405.11	340.94	1302.42	676.58	962.76
h. Total	3106.02	2996.31	2471.72	9946.28	6520.70	9059.10
3 Profit (+)/ Loss (-) from Operations before Other Income, Interest and	45.04	90.58	55.52	241.81	204.85	208.81
4 Other Income / (Loss)	57.61	30.29	41.31	99.67	104.75	58.36
5 Profit (+)/ Loss (-) before Interest and Exceptional Items (3+4)	102.65	120.87	96.83	341.48	309.60	267.17
6 Interest	49.48	51.59	59.18	146.76	154.81	191.88
7 Profit (+)/ Loss (-) after Interest but before Exceptional Items (5-6)	53.17	69.28	37.65	194.73	154.79	75.29
8 Exceptional items		0.00		0.00	0.00	0.00
9 Profit (+)/ Loss (-) from Ordinary Activities before tax (7+ 8)	53.17	69.28	37.65	194.73	154.79	75.29
10 Tax expense						
a. Current Tax	-		9.13	0.00	30.84	-
b. Deferred Tax Liability/(Asset)	13.09	19.02	14.76	54.44	35.44	28.97
c. Earlier Year Adjustments						
11 Net Profit (+)/ Loss (-) from Ordinary activities after tax (9-10)	40.08	50.26	13.76	140.29	88.51	46.32
12 Extraordinary Items (net of tax expense)						
13 Net Profit(+)/ Loss(-) for the period (11-12)	40.08	50.26	13.76	140.29	88.51	46.32
14 Paid-up equity share capital (face value of Rs.10/- per share)	579.35	325.11	325.11	579.35	325.11	325.11
15 Reserves excluding Revaluation Reserves as per balance sheet of previous accounting year						
16(i) Earnings Per Share (EPS) before Extraordinary items (in Rs.)						
Basic	0.71	1.55	0.42	2.48	2.72	1.42
Diluted	0.71	1.34	0.13	2.48	0.86	0.45
16(ii) Earnings Per Share (EPS) after Extraordinary items (in Rs.)						
Basic	0.71	1.55	0.42	2.48	2.72	1.42
Diluted	0.71	1.34	0.13	2.48	0.86	0.45
17 Public Shareholding						
- No. of shares	2814913	1814913	814913	2814913	814913	814913
- Percentage of shareholding	48.59	55.82	25.07	48.59	25.07	25.07
18 Promoter and promoter group shareholding						
a) Pledged/Encumbered	NIL	NIL	NIL	NIL	NIL	NIL
- No. of shares						
Percentage of Shares(as a % of the total shareholding of the promoter and promoter group)						
Percentage of Shares(as a % of the total share capital of the company)						
b) Non _encumbered						
- No. of shares	2978622	1436222	2436222	2978622	2436222	2436222
Percentage of Shares(as a % of the total shareholding of the promoter and promoter group)	100	100	100	100	100	100
Percentage of Shares(as a % of the total share capital of the company)	51.41	44.18	74.93	51.41	74.93	74.93

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1) The above results have been reviewed by the Audit Committee and taken on record by the Board of Directors of the Company in its meeting held on 08th February, 2013.
2) In accordance with the requirements of clause 41 of the Listing Agreement, the above financial results have undergone Limited Review by the Statutory Auditors of the Company.
3) No. of Investors' Compliant for the quarter: Beginning- Nil; Received-4; Resolved: 4; Unresolved at the end of the Quarter: Nil.
4) During the quarter, the Authorised Share Capital of the company increased from Rs. 11,00,00,000/- divided into 35,00,000 Equity Shares of Rs. 10/- each and 75,00,000 Preference Shares of Rs. 10/- each to Rs. 19,00,00,000/- divided into 1,15,00,000 Equity Shares of Rs. 10/- each and 75,00,000 Preference Shares of Rs. 10/- each
5) The Board of Directors in its meeting held on 05th October, 2012: a) Converted 15,42,400 Optionally Convertible Redeemable Preference Shares (OCRPS) of Rs. 10/- each of Mrs. Hansa Shah into Equity Shares in the ratio of one (1) OCRPS into (1) Equity Share and b) issued and allotted 10,00,000 Equity Shares of Rs. 10/- each at a share premium of Rs. 12.60/- per share on preferential basis to the investors.
6) 55,00,000 0% Optionally Convertible Preference shares (OCRPS) of Rs.10/- each shall be converted into Equity shares in the ratio of 1:1 in one or more tranches within a period of five (5) years from the date of allotment in such manner that the requirements of clause 40A of the Listing Agreement is met at all times. The OCRPS, if not converted into Equity Shares, either fully or partly within the said period of five (5) years, shall be compulsorily redeemed within a period of next five (5) years in one or more tranches.
7) Figures in respect of the previous Period/Year have been regrouped or rearranged or reclassified wherever necessary to make them comparable.

Place :- Mumbai
Date :- 08/02/2013


For NHC Foods Ltd.
Apoorva Shah
(Chairman & Managing Director)

LIMITED REVIEW REPORT

**Review Report to
The Board of Directors
NHC Foods Limited**

1. We have reviewed the accompanying statement of unaudited financial results of **NHC Foods Limited** (the 'Company') for the quarter ended December 31, 2012 (the "Statement"), being submitted by the Company, except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been reviewed by us. This Statement is the responsibility of the Company's management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.
2. We conducted our review in accordance with the Standard of Review Engagement (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement of unaudited financial results prepared in accordance with recognition and measurement principles laid down in Accounting Standard (AS) 25, Interim Financial Reporting notified pursuant to the Companies (Accounting Standards) Rules, 2006 (as amended) and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement including the manner in which it is to be disclosed, or that it contains any material misstatement.

**For NGS & Co. LLP
Chartered Accountants
Firm Registration No. 119850W**


**Ganesh Toshniwal
Partner
Membership No.: 46669
Mumbai
February 8, 2013**

