

NHC FOODS LTD

(Government Recognised Star Export House)

An ISO 22000:200 5 (Food Safety Management System)

CIN : L15122GJ1992PLC076277



Date: 01st Oct, 2015

To
Corporate Relation Department
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001

Sub: Proceedings of 23rd Annual General Meeting of the Company

Ref: Script Code: 517554

Dear Sir,

Pursuant to Clause 31(d) of Listing Agreement it is informed that, following business was transacted at the 23rd Annual General Meeting of the Company held on Wednesday, 30th September, 2015 at the Registered office of the Company at Survey No. 777, Umarsadi Desaiwad Road, at Village Umarsadi, Taluka Pardi, District Valsad, Gujarat: 396175 at 10.00 a.m.

1. To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2015 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 himself for re-appointment.
3. Appointment of M/s. NGS & Co. LLP Chartered Accountants (ICAI Firm Registration No. 119850W) as Auditors.
4. Variation in terms of appointment of Mr. Apoorva Shah, Managing Director (DIN No. 00573184) so as to make his office liable to retire by rotation.
5. Variation in terms of appointment of Mrs. Alpa Shah, Whole Time Director (DIN No. 00573190) so as to make her office liable to retire by rotation.

For NHC Foods Limited

Suvarnalata Chavan

(Company Secretary & Compliance Officer)



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**REPORT UNDER CLAUSE 35A OF THE LISTING AGREEMENT FOR THE ANNUAL
GENERAL MEETING OF NHC FOODS LIMITED HELD ON 30TH SEPTEMBER, 2015**

Date of the AGM	30 th September, 2015
Total Number of shareholders on record date	8180
No. of shareholders present in the meeting either in person or through proxy	32
Promoter and Promoter Group	5
Public	27
No. of Shareholders attended the meeting through video conferencing	N.A.
Promoter and Promoter Group	
Public	



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(Agenda – wise)

RESOLUTION NO.1

Details of the Agenda	To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2015 together with the Reports of the Board of Directors and Auditors thereon.						
Resolution required (Ordinary/Special)	Ordinary						
Mode of voting: (Show of hands/Poll/Postal Ballot/E-voting)	E-voting, Physical Ballot and Poll at AGM						
	In case of Poll/Postal Ballot/E-voting						
Promoter / Public	No. of Shares Held	No. of Votes Polled (including Physical & E-voting)	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes - Against	% of Votes in favour on Votes Polled	% of votes against on Votes Polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=(4)/(2)*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	65,75,822	65,75,822	100	65,75,822	----	100	----
Public – Institutional holders	----	----	----	----	----	----	----
Public – others	47,17,713	2,18,856	4.64	2,18,856	----	100	----
Total	1,12,93,535	67,94,678	60.16	67,94,678	----	100	----



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**REPORT UNDER CLAUSE 35A OF THE LISTING AGREEMENT FOR THE ANNUAL
GENERAL MEETING OF NHC FOODS LIMITED HELD ON 30TH SEPTEMBER, 2015**

RESOLUTION NO.2

Details of the Agenda	To appoint a Director in place of Mr. Apoorva Shah (DIN 00573184), who retires by rotation and being eligible offers himself for re-appointment.						
Resolution required (Ordinary/Special)	Ordinary						
Mode of voting: (Show of hands/Poll/Postal Ballot/E-voting)	E-voting, Physical Ballot and Poll at AGM						
	In case of Poll/Postal Ballot/E-voting						
Promoter / Public	No. of Shares Held	No. of Votes Polled (including Physical & E-voting)	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes - Against	% of Votes in favour on Votes Polled	% of votes against on Votes Polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=(4)/(2)*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	65,75,822	33,32,971	50.69	33,32,971	----	100	----
Public – Institutional holders	----	----	----	----	----	----	----
Public – others	47,17,713	2,18,856	4.64	2,18,856	----	100	----
Total	1,12,93,535	35,51,827	31.45	35,51,827	----	100	----



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**REPORT UNDER CLAUSE 35A OF THE LISTING AGREEMENT FOR THE ANNUAL
GENERAL MEETING OF NHC FOODS LIMITED HELD ON 30TH SEPTEMBER, 2015**

RESOLUTION NO.3

Details of the Agenda	Appointment of M/s. NGS & Co. LLP Chartered Accountants (ICAI Firm Registration No. 119850W) as Auditors.						
Resolution required (Ordinary/Special)	Ordinary						
Mode of voting: (Show of hands/Poll/Postal Ballot/E-voting)	E-voting, Physical Ballot and Poll at AGM						
	In case of Poll/Postal Ballot/E-voting						
Promoter / Public	No. of Shares Held	No. of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes - Against	% of Votes in favour on Votes Polled	% of votes against on Votes Polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=(4)/(2)*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	65,75,822	65,75,822	100	65,75,822	----	100	----
Public – Institutional holders	----	----	----	----	----	----	----
Public – others	47,17,713	2,18,856	4.64	2,18,856	----	100	----
Total	1,12,93,535	67,94,678	60.16	67,94,678	----	100	----



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**REPORT UNDER CLAUSE 35A OF THE LISTING AGREEMENT FOR THE ANNUAL
GENERAL MEETING OF NHC FOODS LIMITED HELD ON 30TH SEPTEMBER, 2015**

RESOLUTION NO.4

Details of the Agenda	Variation in terms of appointment of Mr. Apoorva Shah, Managing Director (DIN No. 00573184) so as to make his office liable to retire by rotation.						
Resolution required (Ordinary/Special)	Ordinary						
Mode of voting: (Show of hands/Poll/Postal Ballot/E-voting)	E-voting, Physical Ballot and Poll at AGM						
	In case of Poll/Postal Ballot/E-voting						
Promoter / Public	No. of Shares Held	No. of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes - Against	% of Votes in favour on Votes Polled	% of votes against on Votes Polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	65,75,822	33,32,971	50.68	33,32,971	----	100	-----
Public – Institutional holders	----	-----	-----	-----	----	----	-----
Public – others	47,17,713	2,18,856	4.64	2,18,763	93	99.96	0.04
Total	1,12,93,535	35,51,827	31.45	35,51,734	93	100	0.003



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**REPORT UNDER CLAUSE 35A OF THE LISTING AGREEMENT FOR THE ANNUAL
GENERAL MEETING OF NHC FOODS LIMITED HELD ON 30TH SEPTEMBER, 2015**

RESOLUTION NO.5

Details of the Agenda	Variation in terms of appointment of Mrs. Alpa Shah, Whole Time Director (DIN No. 00573190) so as to make her office liable to retire by rotation.						
Resolution required (Ordinary/Special)	Ordinary						
Mode of voting: (Show of hands/Poll/Postal Ballot/E-voting)	E-voting, Physical Ballot and Poll at AGM						
	In case of Poll/Postal Ballot/E-voting						
Promoter / Public	No. of Shares Held	No. of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes - Against	% of Votes in favour on Votes Polled	% of votes against on Votes Polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=(4)/(2)*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	65,75,822	55,24,387	84.01	55,24,387	-----	100	-----
Public - Institutional holders	----			----	-----	-----	-----
Public - others	47,17,713	2,18,856	4.64	2,18,856	-----	100	-----
Total	1,12,93,535	57,43,243	50.85	57,43,243	-----	100	-----

For NHC Foods Limited

S. B. Chavan

Suvarnalata Chavan

(Company Secretary & Compliance Officer)



DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.

COMPANY SECRETARIES

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

Tel Nos. 022-28443641 E-mail: dinesh.deora@yahoo.com

To,

The Chairman

Of the Annual General Meeting of the Shareholders of

NHC Foods Limited

Survey No. 777, Umarsadi Desaiwad Road,

Village Umarsadi, Taluka Pardi,

District Valsad, Gujarat-396175

Dear Sir

At the outset, I would like to thank you for entrusting me with the task of scrutinizing the remote e-Voting and voting on Poll by your Shareholders, at the Annual General Meeting of your Company held on Wednesday, 30th September, 2015 at 10.00 A.M.

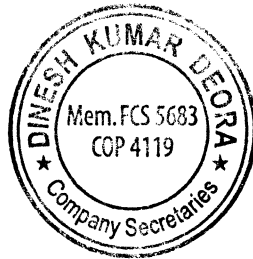
Please find enclosed Consolidated Results of remote e-Voting & Poll. I have issued separate report on remote e-voting and the Report on Poll results at the AGM.

My report on remote e-Voting is based on the data downloaded from the e-Voting platform provided by Central Depository Services (India) Limited (CDSL) and the Report on Poll Results is based on the data provided / authenticated by your Registrar and Share Transfer Agent, M/s. System Support Services.

I trust you will find Report to be comprehensive and self-explanatory in all respects. I will, however, be happy to answer your queries, if any, on the same.



DINESH KUMAR DEORA
Practising Company Secretary
Membership No. F5683
CP No. 4119



Date: 30th September, 2015

Place: Mumbai

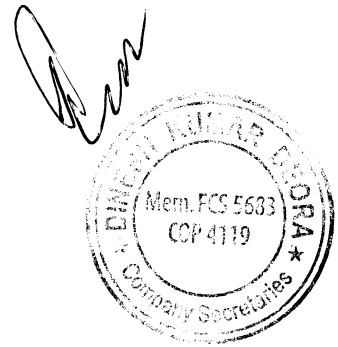
DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.

COMPANY SECRETARIES

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

Tel Nos. 022-28443641 E-mail: dinesh.deora@yahoo.com

Consolidated Results



DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.

COMPANY SECRETARIES

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

Tel Nos. 022-28443641 E-mail: dinesh.deora@yahoo.com

Based on Results of remote e-Voting & Poll at the Annual General Meeting held on Wednesday, 30th September, 2015 at 10.00 A.M., Consolidated Results of each item on the Agenda as set out in the Notice dated 29th May, 2015 is annexed herewith.

CONSOLIDATED RESULTS OF ITEM NO. 1 – ORDINARY RESOLUTION

Subject	To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2015 together with the Reports of the Board of Directors and Auditors thereon.
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Particulars	Number of Votes contained in			% of total number of valid votes cast
	e-Votes	Poll	Total	
Assent	216996	6577682	6794678	100.00
Dissent	0	0	0	0
Invalid/Abstain	0	0	0	0
Total	216996	6577682	6794678	100.00

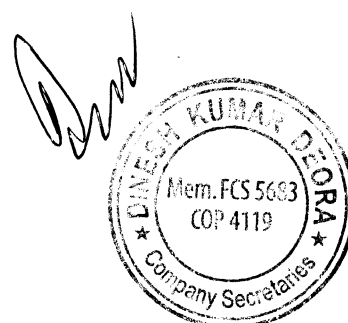
Thus, the **Ordinary Resolution** as contained in Item No. 1 of the Notice dated 29th May, 2015 is passed with **REQUISITE MAJORITY**.

CONSOLIDATED RESULTS OF ITEM NO. 2 – ORDINARY RESOLUTION

Subject	To appoint a Director in place of Mr. Apoorva Shah (DIN 00573184), who retires by rotation and being eligible offers himself for re-appointment.
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Particulars	Number of Votes contained in			% of total number of valid votes cast
	e-Votes	Poll	Total	
Assent	216996	3334831	3551827	100.00
Dissent	0	0	0	0
Invalid/Abstain	0	0	0	0
Total	216996	3334831	3551827	100.00

Thus, the **Ordinary Resolution** as contained in Item No. 2 of the Notice dated 29th May, 2015 is passed with **REQUISITE MAJORITY**.



DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.

COMPANY SECRETARIES

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

Tel Nos. 022-28443641 E-mail: dinesh.deora@yahoo.com

CONSOLIDATED RESULTS OF ITEM NO. 3 – ORDINARY RESOLUTION

Subject	Appointment of M/s. NGS & Co. LLP Chartered Accountants (ICAI Firm Registration No. 119850W) as Auditors.
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Particulars	Number of Votes contained in			% of total number of valid votes cast
	e-Votes	Poll	Total	
Assent	216996	6577682	6794678	100.00
Dissent	0	0	0	0
Invalid/Abstain	0	0	0	0
Total	216996	6577682	6794678	100.00

Thus, the **Ordinary Resolution** as contained in Item No. 3 of the Notice dated 29th May, 2015 is passed with **REQUISITE MAJORITY**.

CONSOLIDATED RESULTS OF ITEM NO. 4 – ORDINARY RESOLUTION

Subject	Variation in terms of appointment of Mr. Apoorva Shah, Managing Director (DIN No. 00573184) so as to make his office liable to retire by rotation.
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Particulars	Number of Votes contained in			% of total number of valid votes cast
	e-Votes	Poll	Total	
Assent	216903	3334831	3551734	100.00
Dissent	93	0	93	0
Invalid/Abstain	0	0	0	0
Total	216996	3334831	3551827	100.00

Thus, the **Ordinary Resolution** as contained in Item No. 4 of the Notice dated 29th May, 2015 is passed with **REQUISITE MAJORITY**.



DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.

COMPANY SECRETARIES

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

Tel Nos. 022-28443641 E-mail: dinesh.deora@yahoo.com

CONSOLIDATED RESULTS OF ITEM NO. 5 – ORDINARY RESOLUTION

Subject	Variation in terms of appointment of Mrs. Alpa Shah, Whole Time Director (DIN No. 00573190) so as to make her office liable to retire by rotation.
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Particulars	Number of Votes contained in			% of total number of valid votes cast
	e-Votes	Poll	Total	
Assent	216996	5526247	5743243	100.00
Dissent	0	0	0	0
Invalid/Abstain	0	0	0	0
Total	216996	5526247	5743243	100.00

Thus, the **Ordinary Resolution** as contained in Item No. 5 of the Notice dated 29th May, 2015 is passed with **REQUISITE MAJORITY**.



DINESH KUMAR DEORA
Practising Company Secretary
Membership No. F 5683
CP No. 4119



Date: 30th September, 2015
Place: Mumbai