

# NHC FOODS LTD

(Government Recognised Star Export House)

An ISO 22000:20005 (Food Safety Management System)

& An ISO 9001:2008 Certified Company

CIN : L15122GJ1992PLC076277



Date: 01<sup>st</sup> Oct, 2014

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

**Sub: Proceedings of 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 22<sup>nd</sup> Annual General Meeting of the Company held on Tuesday, 30<sup>th</sup> September, 2014 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. Consider and adopt Audited Financial Statement, Reports of the Board of Directors and Auditors
2. Re-appointment of Mr. Rajiv Bhatt who retires by rotation
3. Appointment of Auditors and fixing their remuneration
4. Appointment of Mr. Rajiv Bhatt as an Independent Director
5. Appointment of Mr. Aashish Vyas as an Independent Director
6. Authorise to Borrow under Section 180(1)(c) of the Companies Act, 2013
7. Authorise to create mortgage and/or charge by way of first and second charge on all the immovable and/or movable properties of the Company under Section 180(1)(a) of the Companies Act, 2013
8. Approval of revised Remuneration of Mr. Apoorva Shah, Chairman & Managing Director under the provision of Sections 196, 197, 203 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013
9. Approval of revised Remuneration of Mrs. Alpa Shah, Whole Time Director under the provision of Sections 196, 197, 203 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013

**Office :** NHC House, 2/13, Anand Nagar, Santacruz (East),  
Mumbai-400055 (India), Tel: 91 22 6152 2020 (30 Lines),  
**Fax :** 91 22 6152 2021, **URL :** <http://www.nhcgroup.com>,  
**Email :** [info@nhcgroup.com](mailto:info@nhcgroup.com) / [saaz@nhcgroup.com](mailto:saaz@nhcgroup.com)

## Factory & Registered Office

**Factory :** Survey No. 777, Umarsadi Desaiwad Road, at Village  
Umarsadi, Taluka Pardi, District Valsad, Gujarat - 396 175 (India)  
**Tel. :** +91 260 2375 660 / 260 2375 661, **Fax:** + 91 260 2375 662  
**email :** [pardi@nhcgroup.com](mailto:pardi@nhcgroup.com)

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10. To approve Related Party Transactions under Section 188 of the Companies Act, 2013
11. Issue of Equity Shares by way of Qualified Institutional Placement

For NHC Foods Limited

Suvarnalata Chavan  
(Company Secretary)



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## REPORT UNDER CLAUSE 35A OF THE LISTING AGREEMENT FOR THE ANNUAL GENERAL MEETING OF NHC FOODS LIMITED HELD ON 30<sup>TH</sup> SEPTEMBER, 2014

Date of the AGM	30 <sup>th</sup> September, 2014
Total Number of shareholders on record date	7071
No. of shareholders present in the meeting either in person or through proxy	37
Promoter and Promoter Group	7
Public	30
No. of Shareholders attended the meeting through video conferencing	N.A.
Promoter and Promoter Group	
Public	

(Agenda – wise)

### RESOLUTION NO.1

Details of the Agenda	Adoption of Audited Statement of Profit and Loss, Balance Sheet, Report of the Board of Directors and Auditors for the year ended March 31, 2014						
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	2979422	2979422	100%	2979422	-----	2979422	100%
Public – Institutional holders	-----	-----	-----	-----	-----	-----	-----
Public – others	1325351	1325351	100%	1325351	----	1325351	100%
Total	4304773	4304773	100%	4304773	----	4304773	100%

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**Factory & Registered Office**

**REPORT UNDER CLAUSE 35A OF THE LISTING AGREEMENT FOR THE ANNUAL  
GENERAL MEETING OF NHC FOODS LIMITED HELD ON 30<sup>TH</sup> SEPTEMBER, 2014**

**RESOLUTION NO.2**

Details of the Agenda		Re-appointment of Mr. Rajiv Bhatt as a Director					
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	2979422	2979422	100%	2979422	-----	2979422	100%
Public – Institutional holders	----	----	----	----	----	----	----
Public – others	1325351	1325351	100%	1325351	----	1325351	100%
Total	4304773	4304773	100%	4304773	----	4304773	100%



REPORT UNDER CLAUSE 35A OF THE LISTING AGREEMENT FOR THE ANNUAL  
GENERAL MEETING OF NHC FOODS LIMITED HELD ON 30<sup>TH</sup> SEPTEMBER, 2014

RESOLUTION NO.3

Details of the Agenda	To appoint Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration						
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	2979422	2979422	100%	2979422	-----	2979422	100%
Public – Institutional holders	----	----	----	----	----	----	----
Public – others	1325351	1325351	100%	1325351	----	1325351	100%
Total	4304773	4304773	100%	4304773	----	4304773	100%

**REPORT UNDER CLAUSE 35A OF THE LISTING AGREEMENT FOR THE ANNUAL  
GENERAL MEETING OF NHC FOODS LIMITED HELD ON 30<sup>TH</sup> SEPTEMBER, 2014**

**RESOLUTION NO.4**

Details of the Agenda	Appointment of Mr. Rajiv Bhatt (DIN 02320813) as an Independent Director						
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	2979422	2979422	100%	2979422	----	2979422	100%
Public – Institutional holders	----	----	----	----	----	----	----
Public – others	1325351	1325351	100%	1325351	----	1325351	100%
Total	4304773	4304773	100%	4304773	----	4304773	100%

REPORT UNDER CLAUSE 35A OF THE LISTING AGREEMENT FOR THE ANNUAL  
GENERAL MEETING OF NHC FOODS LIMITED HELD ON 30<sup>TH</sup> SEPTEMBER, 2014

RESOLUTION NO.5

Details of the Agenda	Appointment of Mr. Aashish Vyas (DIN 00929820) as an Independent Director						
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	2979422	2979422	100%	2979422	-----	2979422	100%
Public – Institutional holders	----	----	----	----	----	----	----
Public – others	1325351	1325351	100%	1325351	----	1325351	100%
Total	4304773	4304773	100%	4304773	----	4304773	100%



**REPORT UNDER CLAUSE 35A OF THE LISTING AGREEMENT FOR THE ANNUAL  
GENERAL MEETING OF NHC FOODS LIMITED HELD ON 30<sup>TH</sup> SEPTEMBER, 2014**

**RESOLUTION NO.6**

Details of the Agenda	To approve borrowing limits of the Company as per the provision of Section 180(1)(c) of the Companies Act, 2013						
Resolution required (Ordinary/Special)	Special						
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	2979422	2979422	100%	2979422	-----	2979422	100%
Public – Institutional holders	----	----	----	----	----	----	----
Public – others	1325351	1325351	100%	1325351	----	1325351	100%
Total	4304773	4304773	100%	4304773	----	4304773	100%

**REPORT UNDER CLAUSE 35A OF THE LISTING AGREEMENT FOR THE ANNUAL  
GENERAL MEETING OF NHC FOODS LIMITED HELD ON 30<sup>TH</sup> SEPTEMBER, 2014**

**RESOLUTION NO.7**

Details of the Agenda	To create charge on the Assets of the Company as per the provision of Section 180(1) (a) of the Companies Act, 2013						
Resolution required (Ordinary/Special)	Special						
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	2979422	2979422	100%	2979422	----	2979422	100%
Public – Institutional holders	----	----	----	----	----	----	----
Public – others	1325351	1325351	100%	1325351	----	1325351	100%
Total	4304773	4304773	100%	4304773	----	4304773	100%

REPORT UNDER CLAUSE 35A OF THE LISTING AGREEMENT FOR THE ANNUAL  
GENERAL MEETING OF NHC FOODS LIMITED HELD ON 30<sup>TH</sup> SEPTEMBER, 2014

RESOLUTION NO.8

Details of the Agenda	Increase in remuneration of Mr. Apoorva Shah (DIN 00573184), Chairman & Managing Director						
Resolution required (Ordinary/Special)	Special						
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	2979422	2979422	100%	2979422	-----	2979422	100%
Public – Institutional holders	----	----	----	----	----	----	----
Public – others	1325351	1325351	100%	1325351	----	1325351	100%
Total	4304773	4304773	100%	4304773	----	4304773	100%



**REPORT UNDER CLAUSE 35A OF THE LISTING AGREEMENT FOR THE ANNUAL  
GENERAL MEETING OF NHC FOODS LIMITED HELD ON 30<sup>TH</sup> SEPTEMBER, 2014**

**RESOLUTION NO.9**

Details of the Agenda	Increase in remuneration of Mrs. Alpa Shah (DIN 00573190), Whole – Time Director						
Resolution required (Ordinary/Special)	Special						
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	2979422	2979422	100%	2979422	----	2979422	100%
Public – Institutional holders	----	----	----	----	----	----	----
Public – others	1325351	1325351	100%	1325351	----	1325351	100%
Total	4304773	4304773	100%	4304773	----	4304773	100%

**REPORT UNDER CLAUSE 35A OF THE LISTING AGREEMENT FOR THE ANNUAL  
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**RESOLUTION NO.10**

Details of the Agenda	To approve related party transactions under Section 188 of the Companies Act, 2013						
Resolution required (Ordinary/Special)	Special						
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	2979422	2979422	100%	2979422	----	2979422	100%
Public – Institutional holders	----	----	----	----	----	----	----
Public – others	1325351	1325351	100%	1325351	----	1325351	100%
Total	4304773	4304773	100%	4304773	----	4304773	100%

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**RESOLUTION NO.11**

Details of the Agenda	Issue of Equity Shares by way of Qualified Institutional Placement						
Resolution required (Ordinary/Special)	Special						
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	2979422	2979422	100%	2979422	----	2979422	100%
Public – Institutional holders	----	----	----	----	----	----	----
Public – others	1325351	1325351	100%	1325351	----	1325351	100%
Total	4304773	4304773	100%	4304773	----	4304773	100%

For NHC Foods Limited



Suvarnalata Chavan  
(Company Secretary)

