



**NHC
FOODS
LIMITED**

(Govt. Recognised Star Export House)

An ISO 22000-2005 (Food Management System) Certified Company



Exotic Range of
Ground & Blended Spices

www.nhcgroupp.com



Our Signature Brands



100% Veg.



Exotic Range of
Ground & Blended Spices



The secret of tasty food
Whole Spices, Cereals & Pulses



Enriching & Mouth Watering
Fruit Pulp, Pickles, Snacks, Ready to Eat Products



CORPORATE INFORMATION**Board of Directors :**

Mr. Apoorva Shah	Chairman & Managing Director
Mrs. Alpa Shah	Whole-Time Director
Mr. Aashish Vyas	Independent Director
Mr. Rajiv Bhatt	Independent Director

Registered Office & Plant Location:

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

Corporate Office :

'NHC House'
2/13, Anand Nagar, Santacruz (E),
Mumbai - 400055
Email: grievances@nhcgroup.com
Website: www.nhcgroup.com
Tel.: 91 22 61522020
Fax: 91 22 61522021
CIN : L15122GJ1992PLC076277

Statutory Auditors :

M/s. NGS & Co. LLP
Chartered Accountants
Mumbai

Registrar & Share Transfer Agents :

M/s. System Support Services
209, Shivai Industrial Estate,
89, Andheri Kurla Road,
Saki Naka, Andheri (E),
Mumbai – 400072

Board Committees :**Audit Committee :**

Mr. Aashish Vyas	Chairman
Mr. Apoorva Shah ...	Member
Mr. Rajiv Bhatt	Member

Nomination & Remuneration Committee :

Mr. Rajiv Bhatt	Chairman
Mr. Aashish Vyas	Member
Mr. Apoorva Shah ...	Member

Shareholders' Relationship Committee :

Mr. Rajiv Bhatt	Chairman
Mr. Aashish Vyas	Member
Mrs. Alpa Shah	Member

Risk Management Committee :

Mr. Rajiv Bhatt	Chairman
Mr. Aashish Vyas	Member
Mrs. Alpa Shah	Member

Bankers :

ING Vyasa Bank Limited
Union Bank of India

Company Secretary & Compliance Officer:

Ms. Suvarnalata Chavan

Chief Financial Officer :

Mr. Ashok Kamath

23rd ANNUAL GENERAL MEETING

On Wednesday, 30th September, 2015 at 10.00 a.m. at
Survey No. 777, Umarsadi Desaiwad Road, at Village Umarsadi, Taluka Pardi, District Valsad, Gujarat - 396175

NOTICE

Notice is hereby given that the 23rd Annual General Meeting of the members of NHC Foods Limited (CIN **L15122GJ1992PLC076277**) will be held the Registered Office of the Company at Survey No. 777, Umarsadi Desaiwad Road, at Village Umarsadi, Taluka Pardi, District Valsad, Gujarat: 396175 on Wednesday, 30th September, 2015 at 10.00 a.m. to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements for the financial 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. To Appoint Statutory Auditors of the Company and Fix their remuneration:

To consider and if thought fit to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014, (the Rules)(including any statutory modification(s) or re-enactment(s) thereof for the time being in force) NGS & Co. LLP, Chartered Accountants (Registration No. 119850W) who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Auditors, in terms and provisions of Section 141 of the Act, and Rule 4 of the Rules, be and hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to service tax and reimbursement of out of pocket expenses incurred by them in connection with the audit of the Accounts of the Company.”

SPECIAL BUSINESS:

4. Variation in terms of appointment of Mr. Apoorva Shah, Managing Director (DIN: 00573184)so as to make his office liable to retire by rotation

To consider and if thought fit to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT the term of appointment of Mr. Apoorva Shah (DIN: 00573184), appointed as Managing Director in the Annual General Meeting held on 25th July, 2011, be modified and during the period of his current contract, his office is liable to determination by retirement of directors by rotation as per Section 152(6) of the Companies Act, 2013.”

5. Variation in terms of appointment of Mrs. Alpa Shah, Whole - Time Director (DIN: 00573190) so as to make her office liable to retire by rotation.

To consider and if thought fit to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT the term of appointment of Mrs. Alpa Shah (DIN: 00573190), appointed as Whole - Time Director in the Annual General Meeting held on 25th July, 2011, be modified and during the period of her current contract, her office is liable to determination by retirement of directors by rotation as per Section 152(6) of the Companies Act, 2013.”

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

**Suvarnalata Chavan
(Company Secretary & Compliance Officer)**

Date: 29th May, 2015

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 ANNUAL GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIM/HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD BE DULY FILLED IN, SIGNED AND PROPERLY STAMPED, THEREAFTER SHALL BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. A person can act as a proxy on behalf of not exceeding fifty (50) members and holding in aggregate not more than ten (10) percent of the total share capital of the Company.
3. Corporate Members are requested to send a duly certified copy of resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members/Proxies should fill the Attendance slip enclosed herewith for attending the meeting.
5. The Register of Directors, key Managerial Personnel including their shareholding maintained under Section 170 and Register of Contracts and Arrangement in which directors are interested, maintained under section 189 of the Companies Act, 2013 will be available at AGM.
6. As per the New provisions of Companies Act, 2013, facility for making nominations is now available for shareholders in respect of the shares held by them.
7. Members are advised, in their own interest, to convey to the company at the earliest opportunity, any change in their postal addresses.
8. All relevant documents referred to in the notice and the statement are open for inspection at the registered office of the company on all working days except Sundays and holidays during business hours up to the date of the Annual General Meeting.
9. The register of Member and Share Transfer Book will remain closed from Friday, 25th September, 2015 to Wednesday, 30th September, 2015 (Both days inclusive).
10. Members attending the meeting are requested to bring their copy of Annual Report.
11. The Complete notice as well as Annual Report of the Company is also available on the website of the Company i.e. www.nhcgroup.com
12. Members seeking any information/clarification with regard to accounts and audit are requested to write to the Company in advance and their queries should reach the Registered Office of the Company at least seven days prior to the date of meeting, so as to enable the Management to keep the information/clarification ready.
13. The Securities and Exchange Board of India (SEBI) has mandate the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the RTA.
14. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
15. Members holding shares in physical form are requested to furnish their email at grievances@nhcgroup.com and/or send letter to us quoting their Folio No. and e-mail ID to enable us to serve any document, notice, communication, Annual report etc. through e-mail. For members, who have not registered their email addresses, physical copies of the Annual Report 2015 are being sent by permitted mode. Members holding shares in demat form may get their email ID updated with their respective Depository Participants. We request the members to continue to support the Green Initiative introduction by MCA and make it success.
16. Pursuant to the Stipulations in Clause 35B of the Listing Agreement read with Section 108 of the Companies Act 2013 and the relevant Rules, the Company has entered into an arrangement with Central Depository Services limited (CDSL) to facilitate the Member to exercise their right to vote at the Annual General Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting'). The details process for participating in e-voting is given in the point no. 17.

17. Process and manner for Members opting to vote through electronic means

- (i) The voting period begins on Saturday, 26th September, 2015 from 9.00 A.M. and ends on Tuesday, 29th September, 2015 till 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - (a) For CDSL: 16 digits beneficiary ID,
 - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - (c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of
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the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).
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- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the relevant EVSN for "NHC Foods Limited" on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xx) Mr. Dinesh Deora, A Practicing Company Secretary, C. P. Membership No. 4119 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- (xxi) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusions of the e-voting period, unblock the votes in the presence of at least two (2) witnesses (not in the employment of the Company) and make a Scrutinizer's Report of the votes cast in “Favour” or “Against”, if any, forthwith to the Chairman of the Company.
- (xxii) The Result of E-voting shall be declared on or after the 23rd Annual General Meeting (AGM) of the Company. The results of E-voting alongwith the Scrutinizer's Report shall be placed on the website of the Company (www.nhcgroup.com) and also on the website of CDSL within two (2) days of passing of the resolutions at AGM and will also be communicated to the Stock Exchange(s).
- (xxiii) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. September 30, 2015.

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

**Suvarnalata Chavan
(Company Secretary & Compliance Officer)**

Date: 29th May, 2015

Registered Office:

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

ANNEXURE TO THE NOTICE

Explanatory Statement as required by Section 102 of the Companies Act, 2013 Item No. 4 & 5:

As per the Companies Act, 2013 (the Act), Independent Directors are to be appointed for a fixed term not exceeding five consecutive years and they shall not be liable for retirement by rotation. After excluding such independent directors at least two third of the remaining directors shall be liable to retire by rotation. In your company, out of the Board Strength of four, there are two independent directors whose office will be there for fixed term and not liable for retirement by rotation. Out of the balance two directors, the period of office of atleast one Director should be liable to determination for retirement by rotation (i.e. 2/3rd of the balance two directors).

In compliance with the provision of Section 152(6) of the Act, it is necessary to elect Mr. Apoorva Shah, Managing Director and Mrs. Alpa Shah, Whole – Time Director liable to retire by rotation. The Board has in its meeting held on 29th May, 2015, decided that Mr. Apoorva Shah, Managing Director and Mrs. Alpa Shah, Whole – Time Director liable to retire by rotation during the period of their contract.

The approval of Members is sought accordingly to amend the terms of appointment of Mr. Apoorva Shah, Managing Director and Mrs. Alpa Shah, Whole – Time Director

None of the Directors/ Key Managerial Personnel of the Company/ their relatives except Mr. Apoorva Shah and Mrs. Alpa Shah are in any way, concerned or interested, financially or otherwise, in the resolution.

ANNEXURE TO ITEM NO. 2 OF THE NOTICE

ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT / RE-APPOINTMENT AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT

Name of the Director	Mr. Apoorva Shah
Date of Birth	01/01/1966
Date of Appointment	04/08/1992
No. of shares held	32,42,851
Expertise in Specific Functional Area	Serves as the Chairman of NHC Foods Limited and Managing Director since November 13, 2010. He is the second generation leader and has been instrumental in expanding the trade to international horizons and charting out new territories. He has been responsible for creating the brand images of NHC's Product lines.
Qualification	B.com
List of Companies in which outside directorship held as on 31.03.2015	Nil*
Chairman / Member of the Committee	Nil
of the board of Companies in which he is director	

Note: *Directorship / Committee memberships exclude Alternate Directorships and Directorships in Private/Foreign Companies incorporate under Section 8 of the Companies Act, 2013.

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

**Suvarnalata Chavan
(Company Secretary & Compliance Officer)**

Date: 29th May, 2015

Registered Office:

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



Regd Office : Survey No. 777, Umarsadi Desaiwad Road, At Village Umarsadi, Taluka Pardi, Killa Pardi, Gujarat – 396175
CIN: L15122GJ1992PLC076277
Website: www.nhcgroupp.com | E-mail: grievances@nhcgoup.com

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

DP Id#
Client Id#

Folio No.
No. of Shares

I hereby record my presence at the 23rd Annual General Meeting of the Company held at the registered office of the Company on Wednesday, the 30th September, 2015 at 10.00 a.m.

Name of the Shareholder (in block letters)
Name of Proxy / Authorised Representative
Attending* (in block letters)

*Strike out whichever is not applicable

Applicable for Shareholders holding shares in dematerialised form

Signature of the attending shareholder / Proxy / Authorised Representative

