Date: 25th August, 2026

To,
The Listing/ Compliance Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001

SCRIP CODE: 517554 ISIN: INE141C01036

Subject: Outcome of Board Meeting held on 25th August, 2026.

Dear Sir/Madam,

In Compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 **("Listing Regulations")** this is to inform you that the Board of Directors at its Meeting held today i.e. 25th August, 2026, inter alia considered and approved the following:

1. Increase in existing Authorised Share Capital from Rs. 100,00,00,000/- (Rupees Hundred Crores) divided into 100,00,00,000 equity shares of Re. 1/- each to Rs. 20,00,00,00,000/- (Rupees Two Thousand Crores) divided into 20,00,00,00,000 equity shares of Re. 1/- each

2. **Preferential Issue of Securities:**

   The Board Considered and approved the proposal for Issue, offer and allot upto 25,60,00,000 Convertible Warrants on preferential basis to the persons belonging to the Non-Promoter Category at such price as determined in accordance with the provision of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time, subject to the approval of shareholders of the Company.

   The detailed disclosures relating to the proposed preferential issue shall be made separately in accordance with the applicable provisions of the SEBI Listing Regulations.

3. a) Upon receipt of Notice for partial conversion of 19 (Nineteen) FCCBs of principal value aggregating to USD 19,00,000 from the FCCB holder, approved the allotment of 18,18,79,020 fully paid-up equity shares of face value INR 1/- each at a conversion price of INR 1/- per equity share (converted in INR at the exchange rate of INR 95.7258 per USD on 24th August, 2026) to M/s. Emerging Market Opportunities Ltd.

   b) Consequent to the above, paid-up equity share capital of the Company stands increased to INR 94,38,06,060/- divided into 94,38,06,060 fully paid-up equity shares of INR 1/- each and

   c) 240 FCCBs of Principal amount of USD 1,00,000/- as listed at Afrinex Exchange remains outstanding post aforesaid conversion.

4. The Directors Report of the Company for the year ended March 31, 2026 alongwith the annexures.

5. Fixation of date of 34th Annual General Meeting of the Company scheduled to be held on September 23, 2026 at 12:30 pm through Video Conferencing ('VC')/ other Audio-Visual Means ('OAVM').

6. The appointment of M/s Nikunj Kanabar and Associates, Practising Company Secretary as Scrutinizer for the scrutiny of e-voting results and the AGM proceedings.

7. Accepted resignation of Mr. Manoj Kumar Sharma, Chief Financial Officer (CFO) of the Company vide his resignation letter dated August 25, 2026 with effect from closing business hours of August 25, 2026, due to personal reason. (Details are enclosed as ***'Annexure II'***.)

8. Based on the recommendation of the Nomination and Remuneration Committee, approved the appointment of Mr. Pradeep Agarwal as the Chief Financial Officer of the Company with effect from September 01, 2026. (Details are enclosed as ***'Annexure III'***.)

Details as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Schedule III of the said Regulations, SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 are enclosed as **Annexure – I, Annexure II and Annexure III**

The Board meeting commenced at 06:00 pm and concluded at 08:00 pm.

For NHC Foods Limited

SATYAM S JOSHI
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Date: 2026.08.25 22:24:36 +05'30'

Satyam Shirishchandra Joshi
Managing Director
DIN: 03638066

ANNEXURE I

Details as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Schedule III of the said Regulations, SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026:

Sr. No.	Particulars	Details
1	Type of securities proposed to be issued	Convertible Warrants
2	Type of issuance	Preferential issue in terms of Section 42 read with Section 62 of the Companies Act, 2013 and other applicable provisions and SEBI ICDR Regulations.
3	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately);	25,60,00,000 Convertible Warrants on preferential basis to the Non-Promoter Category. The issue price is Rs. 2.10/- per convertible warrant calculated in accordance with SEBI ICDR Regulations.
4	Total amount for which the securities will be Issued	Aggregating to Rs. 53,76,00,000/- for issue 25,60,00,000 Convertible Warrants at issue price of Rs. 2.10/- to the persons belonging to Non-Promoter.
In case of preferential issue, the listed entity shall disclose the following additional details to the stock exchange(s):		
5	Name of Investors	As per note 1 given below
6	Post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors. In case of convertibles - intimation conversion of securities or on lapse of the tenure	Issue, offer and allot upto 25,60,00,000 Convertible Warrants at a price of Rs. 2.10/- per Warrant. The issue price is not lower than the floor price determined in accordance with the Regulation 164(1) read with 166A of Chapter V of SEBI ICDR Regulations. Minimum 25% of the price of the Warrant would be payable upfront at the time of application and the balance 75% shall be payable at the time of conversion of the warrants into Equity Shares of the Company. Total Number of Investors: As per note 1 given below. Conversion ratio of each Convertible Warrant: 1:1. Each Warrant can be converted into 1 (One) Equity Share of the Company and conversion can be exercised at any time within a period of 18 months from the date of allotment of Warrants, in one or more tranches as the case may be and on such other terms and conditions as applicable. In case the investor fails to exercise the same within the stipulated period, the warrants shall lapse. The issuance of Equity Shares and Convertible Warrants is subject to the approval of members by way of passing special resolution at the Annual General Meeting to be held on September 23, 2026.
7	Any cancellation or termination of proposal for issuance of securities including reasons thereof	Not Applicable

NHC FOODS LTD
(Government Recognised Three Star Export House)
An ISO 22000:2005 Certified Company
CIN : L15122GJ1992PLC076277 ● GSTIN :- 27AAACM3032B1Z6

Note 1:
Name / List of Investors:

Sr. No.	Name of the Proposed Allottees	Pre issue Shareholding		No. of Warrants proposed to be issued	*Post issue shareholding		Category
		No. of shares	%		No. of shares	%	
1.	Janak Jitendra Doshi	5,00,000	0.00	90,00,000	95,00,000	0.79	Current Status/ Proposed Status - Non-Promoter
2.	Manish Chanda HUF	0	0.00	50,00,000	50,00,000	0.42	Current Status/ Proposed Status - Non-Promoter
3.	Satyam S Joshi HUF	0	0.00	14,00,00,000	14,00,00,000	11.67	Current Status/ Proposed Status - Non-Promoter
4.	Usha Girish Shah	0	0.00	90,00,000	90,00,000	0.75	Current Status/ Proposed Status - Non-Promoter
5.	Chaitiya Girish Shah	0	0.00	90,00,000	90,00,000	0.75	Current Status/ Proposed Status - Non-Promoter
6.	Arvind Hirji Shah	0	0.00	90,00,000	90,00,000	0.75	Current Status/ Proposed Status - Non-Promoter
7.	Bhavna Sanjay Shah	0	0.00	90,00,000	90,00,000	0.75	Current Status/ Proposed Status - Non-Promoter
8.	Girish Hirji Shah	0	0.00	90,00,000	90,00,000	0.75	Current Status/ Proposed Status - Non-Promoter
9.	Sanjay Hirji Shah	0	0.00	90,00,000	90,00,000	0.75	Current Status/ Proposed Status - Non-Promoter
10.	Smit Shailesh Shah	0	0.00	90,00,000	90,00,000	0.75	Current Status/ Proposed Status - Non-Promoter
11.	Urmila Shailesh Shah	0	0.00	90,00,000	90,00,000	0.75	Current Status/ Proposed Status - Non-Promoter
12.	Mayur Kapadnis	0	0.00	1,50,00,000	1,50,00,000	1.25	Current Status/ Proposed Status - Non-Promoter
13.	Gauri Kapadnis	0	0.00	1,50,00,000	1,50,00,000	1.25	Current Status/ Proposed Status - Non-Promoter
	Total	**0**	**0.00**	25,60,00,000	25,65,00,000	21.38	

*** The post-preferential issue shareholding as shown above has been calculated assuming the full exercise of the Warrants and the consequential allotment of Equity Shares of the Company. It also includes 18,18,79,020 Equity Shares arising from the conversion of FCCBs as on 25/08/2026.**

SATYAM S JOSHI
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ANNEXURE II

Resignation of Chief Financial Officer (CFO) of the Company:

Sr. No.	Particulars	Details
1	Reason for change viz. appointment/ resignation, removal, death or otherwise	Resignation of Mr. Manoj Kumar Sharma, Chief Finance Officer due to personal reason.
2	Date of appointment/ cessation (as applicable) terms of appointment	w.e.f. closing of business hours of August 25, 2026
3	Brief profile (in case of appointment)	NA
4	Disclosure of relationship between Directors (in case of appointment of a Director)	NA
5	The letter of resignation along with detailed reasons	Attached with this Intimation

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ANNEXURE III

Appointment of Chief Financial Officer (CFO) of the Company:

Sr. No.	Particulars	Details
1	Reason for change viz. appointment/ ~~resignation, removal, death~~ or otherwise	Appointment of Mr. Pradeep Agarwal as the Chief Financial Officer
2	Date of appointment/ ~~cessation~~ (as applicable) terms of appointment	w.e.f. September 01, 2026
3	Brief profile (in case of appointment)	Mr. Pradeep Agarwal is a seasoned Chartered Accountant with over 25 years of extensive experience across diverse industries, including IT, ITES, Infrastructure, Manufacturing, and Banking. Throughout his career, he has held senior leadership positions such as Chief Financial Officer (CFO), Vice President, and Director – Finance & Accounts, providing strategic financial leadership and driving business transformation. He has a proven track record in fund raising, IPO and capital-market transactions, private equity investments, banking facilities, ERP implementations, financial restructuring, and cost optimization. His experience spans both strategic and operational finance, enabling organizations to strengthen financial performance, enhance governance, optimize capital structures, and support sustainable business growth. **Core Areas of Expertise** • Financial Strategy & Business Finance, • Extensive experience in Private Equity (PE), IPOs, Rights Issues, and Banking Facilities, including capital structuring and stakeholder management, • Strong expertise in US GAAP, IFRS, Ind AS, and IGAAP, with a focus on financial reporting, compliance, and governance. • Internal Financial Controls (IFC) • Expertise in liquidity management, working capital optimization, treasury operations, foreign exchange exposure, and mitigation of financial risks. • Financial and strategic support for M&A • initiatives, including evaluation, due diligence, transaction structuring, integration planning, and value creation.

		• Managing relationships with investors, lenders, financial institutions, and other key stakeholders **Professional Qualifications** Mr. Agarwal holds a strong academic and professional foundation in finance, accounting, taxation, and cost management: • **Chartered Accountant** • **B.Com.** – Specialization in Finance, Accounts, Costing & Taxation • **Diploma in IFRS** – ACCA Certified With more than two decades of leadership experience, Mr. Agarwal combines strategic financial acumen, strong commercial orientation, and hands-on expertise in corporate finance. His ability to navigate complex financial environments, lead transformation initiatives, manage capital and liquidity, and work closely with investors and senior stakeholders makes him a valuable strategic finance leader. He brings a balanced perspective across finance, governance, risk, capital markets, business strategy, and operational performance, with a strong focus on creating long-term value for the organization and its stakeholders.
4	Disclosure of relationship between Directors (in case of appointment of a Director)	NA
5	Director being appointed is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.	NA

SATYAM S JOSHI
Digitally signed by SATYAM S JOSHI
Date: 2026.08.25 22:25:36 +05'30'

MR. MANOJ KUMAR SHARMA

Date: August 25, 2026

To:
The Managing Director
NHC Foods Limited
419 420 C Wing Atrium 215, Andheri Kurla Road,
Chakala Andheri East, J.B. Nagar, Mumbai,
Maharashtra, India, 400059.

Subject: Resignation from the Designation of Chief Financial Officer (CFO) of the Company.

Dear Sir,

I hereby tender my resignation from the designation of **Chief Financial Officer (CFO)** of **NHC Foods Limited**, with effective from closing business hours of **August 25, 2026** due to personal reason.

I am grateful to the Board, management, and my colleagues for the opportunities and support I have received during my tenure within the organization. It has been a privilege to be the part of the Company.

I sincerely appreciate the trust and confidence placed in me and wish the Company continued success and growth in the future.

Kindly acknowledge and accept my resignation.

Yours sincerely,

Mr. Manoj Kumar Sharma
Chief Financial Officer