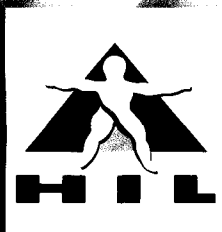




(Survey No.: 2145, Vadnagar, Sultanpur, GUJARAT)



HIMALYA INTERNATIONAL LIMITED

'Reduce - Recycle - Reuse' to minimize our carbon footprint. We love our Planet.

HIMALYA INTERNATIONAL LIMITED

BOARD OF DIRECTORS

MAN MOHAN MALIK

Chairman & Managing Director

SANJIV KAKKAR

Managing Director

SANGITA MALIK

Director

ANITA KAKKAR

Director

SUNIL KHERA

Independent Director

CHANDAR PRAKASH CHHABRA

Independent Director

AUDITORS

M/s Anujeet Dandona & Co.
Chartered Accountants

REGISTERED OFFICE

E-555, 2nd Floor,
Palam Extension, Sector-7,
Dwarka, New Delhi-77
Tel : 011-45108609
www.HimalyaInternational.com

MARKETING OFFICE

308, Tower B,
Global Business Park,
MG Road, Gurgaon - 122 002
Phone : 0124-4498154

CORPORATE IDENTIFICATION NUMBER (CIN)

L51909DL1992PLC047399

REGISTRAR & SHARE TRANSFER AGENT

Beetal Financial & Computer Services (P) Ltd.
Beetal House, 3rd Floor, 99 Madangir,
BH-Local Shopping Complex,
Near Dada Harsukhdas Mandir,
New Delhi-110 062

BANKERS

State Bank of India, *Overseas Branch,*
New Delhi
Corporation Bank, *Connaught Circus*
Branch, New Delhi
Exim Bank, *Chandigarh*
Bank of Baroda, *Vad Nagar, Gujarat*

SHARES LISTED AT

Bombay Stock Exchange
526899 (Scrip Code)

HEAD OFFICE & WORKS

Village : Shubhkhera, Paonta Sahib
Distt. Sirmour (H.P.) 173 025
Tel.: 01704-223494
Fax: 01704-225178

PROJECT SITE

Survey No.: 215/A/1,
Vadnagar - Navapura - Redlaxmipura Road
Sultanpur - 384 355
Distt. Mehsana, Gujarat
Phone : 02761-305000



My Dear Share Owners,

It's my great pleasure to inform you the progress and prospects of your Company.

Your Company exceeded the turnover of Rs 100 Crores (Rs 110.49 Crores) for the first time in its life, with EBITDA at Rs 31.92 Crore and the Net Profit at Rs. 17.35 crore.

We completed the Gujarat project and the same was inaugurated on April 26th 2012.

The unique, integrated new plant has been set up on 52 Acres land at the total investment of Rs 170 Crores at Vadnagar, District Mehsana Gujarat.

It is a matter of pride for all of us that with the completion of this project, we have become the largest food processing company in India with combined capacities of 75,000 Tons of food products per Year.

The Gujarat unit has the installed annual capacities as under:

Product	Unit	Annual Capacities
Frozen French Fries	MT	25000
Frozen Appetizers	MT	15000
Dairy Products	MT	6000
Fresh Mushrooms	MT	10000
Canned Products	No.	30 Million Cans

We expect the new project to stabilize during the current financial year.

During last financial year we partnered with J R Simplot , who are amongst the top Agro based companies in the world with many large scale plants in UA, Canada, Australia and China. Himalya Simplot Pvt Ltd, formed as a Joint venture and owned 50:50 by our Company and JR Simplot USA, will market all frozen potato and appetizer products made by Himalya International at both plants.

Moving forward, we propose to engage JR Simplot in our manufacturing assets and integrate the production and marketing operations to achieve greater synergies and become the unchallenged market leaders in our part of the World.

Exports business is limping back to normal and will take a few more quarters to achieve and exceed the earlier levels. However domestic business is shaping well and is expected to remain the major market for our products in future.

We have opened two new marketing offices at Gurgaon: Himalya International Ltd. for Fresh canned & Chilled products and Himalya Simplot Pvt Ltd (JV) for all frozen products headed by top professionals in the Industry.

We have also added many top notch professionals at both plants to ensure seamless production and international quality standards.

I will say that we have always dared to dream, ventured in uncharted territories and are confident to deliver to our goal of making Himalya International amongst the most valuables companies in Agro & Food Processing space.

We thank you for your trust in us
&
With Best Wishes

Man Mohan Malik



NOTICE

NOTICE is hereby given that the 21st Annual General Meeting of the members of the Company will be held on Saturday, 29th Day of September 2012, at 4.00 P.M at Sangam Farm No. 34, Road No.2, Ghitorni, New Delhi, -110030 to transact the following business: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2012, Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Sh. Sunil Kumar Khera, who retires by rotation and being eligible, offers himself for re-appointment.
3. To Consider and if Thought fit to pass with or without modification the following resolution as an **Ordinary Resolution**:

Ordinary Resolution:

"RESOLVED THAT M/s. Anujeet Dandona & Company, Chartered Accountants, be and are hereby appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at remuneration as may be decided by the Board of Directors of the Company."

SPECIAL BUSINESS:

Item No. 04

To consider and if thought fit to pass, with or without modification(s), the following resolution as special resolution:

"RESOLVED THAT pursuant to the provisions of sections 293 (1) (a) of the company's Act, 1956 (including any statutory modification(s) or enactment(s) thereof for the time being in force) and subject such sanctions and approvals as may be necessary, approval be and is hereby accorded for to sell, transfer & convey to JR. Simplot USA ("Simplot") or its Subsidiary in India., equipments required for the Potato Prime Processing Line and Specialty Potato Processing Line (together, defined as "Potato Processing Equipments") for the production of french fry and specialty potato products for the consideration of USD 12,750,000 (USD Twelve Million Seven Hundred Fifty Thousand only). The Potato Processing Equipments are currently located at Himalya International Ltd manufacturing Plant at Vadnagar, Gujarat. The product manufactured on the lines so transferred will be marketed & sold by the JV Himalya Simplot Pvt. Ltd.

RESOLVED FURTHER THAT Mr. Manmohan Malik, Chairman & Managing Director and/or Mr. Sanjiv Kakkar, Managing Director of the Company are authorized to finalize the agreements, to sign and execute all the necessary documents as may be required from time to time and to do all such other acts, deeds, matters and things as may be deemed necessary in this connection."

RESOLVED FURTHER THAT Mr. Man Mohan Malik, is also authorized to lease out the space for installation and to negotiate the cost of utilities and human resources to be provided for running potato processing line.

J.R. Simplot shows interest in sharing ownership of manufacturing plants at Vadnagar, Gujarat to enhance the synergy between marketing of JV Himalya Simplot Pvt. Ltd. and the production base of Himalya International Ltd.

RESOLVED FURTHER THAT Mr. Manmohan Malik, Chairman & Managing Director or Mr. Sanjiv Kakkar of the Company are authorized to finalize the agreements, sign and execute all the necessary documents as may be required from time to time and to do all such other acts, deeds, matters and things as may be deemed necessary in this connection."



Item No. 05

To consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:

"RESOLVED THAT, According to section 17 and other applicable provisions of the Companies Act, 1956 subject to the confirmation of the Registrar of Companies, Clause III A of the Memorandum of Association of the company be altered by the insertion of the following new sub-clause after the existing sub-clauses:—

To produce manufacture market export pharmaceuticals, drugs, nutraceuticals, and nutritional supplement, functional foods as basic raw-materials or formulations covering but not limited to orals, injectables and for external use. To carry on with research activities, new molecules development, contract research for eliminating disease or disability in human beings and animals or any form of life.

Item No. 06

To consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of sections 198, 269 read with schedule XIII and all other applicable provisions if any of the company's Act, 1956 (including any statutory modification(s) or enactment(s) thereof for the time being in force) and subject such sanctions and approvals as may be necessary, approval be and is hereby accorded to the revision of remuneration of Mr. Man Mohan Malik, Chairman and Managing Director of the company. The revised terms and conditions are as given below:

- A Salary: Rs. 10,00,000/- per month
- B Bonus at the rate if the 2.5% of the net profit of the company
- C Perquisites and Allowances
 - (i) Company's contribution towards Provident fund, Superannuation Fund or
 - (ii) Annuity Fund as per of the rules the company to the extent these either singly or put together are not taxable under the Income tax, 1961.
 - (iii) Gratuity payable at rate not exceeding half months salary for each completed year of service.
 - (iv) Leave encashment as per rules of the company
 - (v) Medical reimbursement for self and family as per rules of the company
 - (vi) Leave travel concession for self and family as per rules of the company
 - (vii) Furnished accommodation with gas, water, electricity, security etc.
 - (viii) Clubs fees subject to maximum of two clubs. This will not include admission and life membership fee.
 - (ix) Personal accident insurance for self
 - (x) Other benefits
 - (a) Provision for car for office use on company's business.
 - (b) Telephone facility at residence. The company shall bill personal long distance calls on telephone.
 - (c) Note: The perquisite shall be valued on cost to the company basis.

In case of absence or inadequacies of profit for any financial year, the chairman and the managing director shall be paid remuneration as per section II of schedule XIII of the companies Act, 1956 (including any statutory modifications(s) or re-enactment (s), for the time being in force) as may be applicable from time to time.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to alter or vary the terms and conditions of the said revision of remuneration, so long as it does not exceed the limit specified under schedule XIII of the companies Act, 1956, or any modification or re-enactment thereof for the time being in force and also to do all such acts, deeds and things as may be considered necessary or expedient to give effect to this resolution.

Item No. 07

To consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 198, 269 read with schedule XIII and all other applicable provisions if any of the companies Act, 1956 (including any statutory modification(s) or enactment thereof for the time being in force) and subject to such sanctions and approvals as may be necessary, approval be and hereby accorded to the revision of remuneration of Mr. Sanjiv Kakkar, Managing Director of the company. The revised terms and conditions are as given below:



- A. Salary: Rs. 10,00,000/- per month.
- B. Bonus at the rate of 2.5% of the net profit of the company.
- C. perquisites and Allowances:
 - (i) Company's contribution towards Provident Fund, Superannuation Fund or
 - (ii) Annuity Fund as per the rules of the company to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
 - (iii) Gratuity payable at a rate not exceeding half months salary for each completed year of service.
 - (iv) Leave encashment as per rules of the company.
 - (v) Medical reimbursement for self and family as per rules of the company.
 - (vi) Leave travel concession for self and family as per rules of the company.
 - (vii) Furnished accommodation with gas, water, electricity, security etc.
 - (viii) Club fees subject to a maximum of two clubs. This will not include admission and life membership fee.
 - (ix) Personal accident insurance for self.
 - (x) Other Benefits:

In case of absence or inadequacies of profits for any financial year, the Chairman and Managing Director shall be paid remuneration as per section II of schedule XIII of the Companies Act, 1956 (including any statutory modification(s) or re-enactment(s), for the time being in force) as may be applicable from time to time.

RESOLVED FURTHER that the Board of Directors of the company be and is hereby authorized to alter or vary the terms and conditions of the said revision of remuneration, so long as it does not exceed the limit specified under schedule XIII of the companies Act, 1956 or any modification or re-enactment thereof for the time being in force and also to do all such acts, deeds and things as may be considered necessary or expedient to give effect to this resolution.

By order of the Board of Directors
For **HIMALYA INTERNATIONAL LTD.**

Man Mohan Malik
Chairman & Managing Director

Place : Paonta Sahib

Date : 03.09.2012

NOTES:

1. Explanatory Statement pursuant to Section 173 of the Companies Act, 1956 in respect of the business under item no. 5 set out above are annexed hereto.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company. the instrument of proxy should, however, be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.
3. Members/Proxies should bring the enclosed attendance slip duly filled in, for attending the meeting, along with the Annual Report.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 23rd September 2012 to 29th September 2012, both days inclusive.
5. Members who hold shares in dematerialized form are requested to bring their Client ID (Demat A/C No.) and DP ID numbers for easy identification of attendance at the meeting.
6. Members are requested to notify the change in their address, if any.
7. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during the office hours on all working days between 11 a.m. and 1.00 p.m. up to the date of this Annual General Meeting.
8. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting are requested to send duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Meeting.
9. Members are requested to note that all correspondence relating to share transfer should be addressed to its Registrars and Transfer Agents,
M/s. Beetal Computer & Financial Services Pvt. Ltd.,
Beetal House, 3rd Floor, 99, Madangir,
BH - Local Shopping Centre,
New Delhi – 110 062.

By order of the Board of Directors
For **HIMALYA INTERNATIONAL LTD.**

Man Mohan Malik
Chairman & Managing Director

Place : Paonta Sahib

Date : 03.09.2012



EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No.4

The company had promoted a company Himalya Simplot Private Limited to market frozen food products manufactured at its unit in Gujarat, in 50:50 joint venture with J R Simplot (USA). The company had received a proposal to acquire equipments of potato processing unit of the company from its joint venture partner J R Simplot. The offer is very lucrative and beneficial to all the shareholders of the company.

Pursuant to sections 293 (1) (a) of the companies Act, 1956, the Board of Directors of the company shall not, except with the consent of the company in General Meeting sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking or undertakings of the company or where the company owns more than one undertaking the whole or substantially the whole of any such undertakings. Accordingly, the consent of the members of the company is required for passing of this resolution.

The Board recommends the said Resolution for acceptance by the members, by exercising the vote through the postal ballot form, which is sent along with the notice.

None of the Directors is personally interested or concerned in the passing of the resolution.

Item No. 5

After sale of Gujarat Unit to J R Simplot (USA), your company's debt-equity ratio will become favorable for expansion/diversification of company's business. The Board of Directors of your company has decided to diversify into pharma sector, which is one of the growing segments of Indian/world economy. As this proposal requires the inclusion of new object under "main objects" of the Memorandum of Association, consent of the members of the company is necessary in terms of section 17 of the Companies Act, 1956. Further, Section 192A of the companies act, 1956, requires this resolution be passed by means of postal ballot.

A draft copy of the Memorandum of Association of the Company is available for inspection at the Registered office of the company, on any working day, during business hours, up to the last date of exercising the postal ballot.

The Board recommends the said Resolution for acceptance by the members, by exercising the vote through the postal ballot form, which is sent along with the notice.

None of the Directors of the company is, in any way, concerned or interested in the resolution.

Item No. 6:

Mr. Man Mohan Malik, is Chairman and Managing Director of the Company since February 28, 2007. He is an experienced businessman and promoter of your Company. His tenure of office has expired on 27.02.2012 and it is in best interest of the Company to re-appoint him as Chairman and Managing Director of the Company.

Your Directors recommend the resolution as set out in the Item No. 6, for your approval.

None of the Directors except the appointee and Mrs. Sangeeta Malik, none of the Directors is in any way concerned or interested in this resolution.

Item No. 7:

Mr. Sanjiv Kakkar, is Whole-time Director of the Company since 28th February 2007. He is an experienced businessman and promoter of your Company. His tenure of office has expired on 27th February 2012 and it is in best interest of the Company to re-appoint him as Managing Director of the Company.

Your Directors recommend the resolution as set out in the Item No. 7, for your approval.

Save and except the appointee himself, none of the Directors is in any way concerned or interested in this resolution.



Brief resume of Directors seeking re-election/re-appointment are as under:

Particulars	Shri Sunil Kumar Khera
Date of birth and age	04.08.1954
Date of Appointment	30.10.2004
Qualifications	Retd Army Officer
Experience and expertise in specific functional areas	Management
Directorships held in other Companies	• Ascent Supply Chain Consultants Private Limited
Memberships/Chairmanships of committees across Public Companies	<u>Audit committee</u> <u>Remuneration Committee</u> <u>Shareholders'/ Investors' Grievance Committee</u>
Number of shares held in the Company	[40000]

Brief resume of Directors seeking re-election/re-appointment are as under:

Particulars	Shri Manmohan Malik
Date of birth and age	25.09.1953
Date of Appointment	30.01.1992
Qualifications	BSE (Hons) LLB
Experience and expertise in specific functional areas	Management (Industrialist)
Directorships held in other Companies	API Laboratories Ltd. Doon Valley Foods Pvt. Ltd. Himalya Carbonate Pvt. Ltd. Himalya Simplot Pvt Ltd.
Memberships/Chairmanships of committees across Public Companies	<u>Audit committee.</u> <u>Remuneration Committee</u> <u>Shareholders'/ Investors' Grievance Committee</u>
Number of shares held in the Company	[1194915]

Brief resume of Directors seeking re-election/re-appointment are as under:

Particulars	Shri Sanjiv Kakkar Khera
Date of birth and age	17.11.1957
Date of Appointment	30.01.1992
Qualifications	Engineer
Experience and expertise in specific functional areas	Management (Industrialist)
Directorships held in other Companies	Doon Valley Foods Pvt. Ltd. Himalya Carbonate Pvt. Ltd. Himalya Simplot Pvt Ltd.
Memberships/Chairmanships of committees across Public Companies	<u>Remuneration Committee</u>
Number of shares held in the Company	[96000]

**DIRECTORS' REPORT**

Dear Shareholders,

We are pleased to present the Twenty First Annual Report of the Company together with Audited Financial Statements and Auditor's Report for the Financial Year ended as on 31st March 2012. The Financial Highlights for the year under review are given below:

Financial Results	(Rs. in Lacs)	
Particulars	2011-12	2010-11
Total Income	11049.77	8316.28
Profit before Interest, Depreciation & Tax	3192.66	2873.33
Interest	773.01	876.78
Depreciation	429.05	308.20
Profit before Tax	1990.60	1688.35

Performance

During the year under review, the total income of your Company was Rs. 11049.77 Lacs as compared to Rs. 8316.28 Lacs in the previous year thereby registered a growth of 32.86%. The net profit before tax of the company for the current financial year is of Rs. 1990.60 Lacs as compared to Rs. 1688.35 Lacs in the previous year. There is a rise of 17.90% in operational profits as compared to the last financial year.

We completed the Gujarat project and the same was inaugurated on April 26th 2012. The unique, integrated new plant has been set up on 52 Acres land at the total investment of Rs 170 crores at Vadnagar, District Mehsana Gujarat.

It's a matter of pride for all of us that with the completion of this project, we have become the largest food processing company in India with combined capacities of 75000 Tons of food products per Year.

Dividend

In view of our new project, there is an increased pressure on the cash flow. Also' due to additional borrowings made for implementing the capital projects under expansion, there is an increase in the commitments towards repayment to the lending banks. As such, Board of Director feels appropriate not to recommend any dividend for the financial year 2011-12.

Business Operations Overview & Future Outlook

Company's business activities are broadly divided into mushroom, Cheese, sweets and appetizer manufacturing and exports.

Fixed Deposits

The Company has not accepted any deposits during the financial year under review.

Directors' Responsibility Statement

Pursuant to Section 217 (2AA) of the Companies Act, 1956, the Directors confirm:

- that in the preparation of the Annual Accounts for the Financial Year ended 31st March, 2012, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- that the Directors had selected such accounting policies and applied them consistently reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review;
- that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and



iii) that the Directors have prepared the Annual Accounts for the Financial Year ended 31st March, 2012 on a 'going concern' basis.

Particulars of Energy, Technology and Foreign exchange

A- Energy conservation – The Company makes continuous efforts to explore new technologies techniques to make the infrastructure more energy efficient.

B-Technology absorption –

Moreover, the operations of the Company are not energy intensive. Company has changed its And oil fired boilers to agro waste reducing the carbon foot print.

Company uses Indian technical manpower to Operate Indian and imported infrastructure.

Foreign exchange earnings and out go:

Particulars	Amount (Rs.In '000)
Earnings in foreign Exchange	182583
Expenditure in foreign exchange	53936

Particulars of Employee Stock Option Scheme

Status of the 15,00,000 ESOP approved by the shareholders in the AGM held on 25th August, 2008.

Option granted	: 9,72,000 options granted on 26/12/2007
a. The pricing	: Rs. 10.00 per option.
b. Options vested	: For employees 100 % option vested during the year 2011- 12 for employees older than one year.
c. Options exercised in the Financial Year 2011-12	: 9,72,000 options.
d. Allotment of Bonus Shares arising out of ESOP	: Nil.
e. The total no. of shares arising as a result of exercise of option	: 9,72,000 equity shares .
f. Variation of terms of options	: Nil.
g. Money realized by exercise of options	: Rs. 97,20,000/-
h. Equity Shares allotted under ESOP	: 9,72,000 equity shares.

Personnel and Particulars of Employees

The industrial relations with the workers and staff of the company remained cordial throughout the year. There was unity of purpose among all levels of employees, continuously striving for improvement in work practices and productivity. Training and development of employees continue to be an area of prime importance. Pursuant to Section 217(2A) read with the Companies (Particulars of Employees) Rules, 1975, as amended a statement containing list of employees and drawing remuneration exceeding Rs. 24.00 Lacs annum or Rs. 2.00 Lacs per month is given herein below.

S.No.	Name	Designation	Remuneration received (Rs, in lacs)	Qualification	Exp	Age	Date of Commencement	Particulars of Last Employment
1.	Mr. Man Mohan Malik	Chairman & Managing Director	72.92	B.Sc. (Hons) LLB	39 Years	60	1992	Industrialist