

Himalaya

FOOD INTERNATIONAL LTD



27th

Annual Report
YEAR 2017-2018



HIMACHAL PRADESH | GUJARAT | U.S.A

HIMALAYA FOOD INTERNATIONAL LIMITED

BOARD OF DIRECTORS

MAN MOHAN MALIK

Chairman & Managing Director

SANGITA MALIK

Whole time Director

SUNIL KHERA

Independent Director

ASHISH SACHDEVA

Independent Director

AJAY KAUSHIK

C. F. O.

VIJAY GARG

Company Secretary

AUDITORS

M/s Satnam Associate
Chartered Accountants

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*

CORPORATE IDENTIFICATION NUMBER (CIN)

L70102DL1992PLC047399

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

SHARES LISTED AT

Bombay Stock Exchange
526899 (Scrip Code)

REGISTERED OFFICE

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

HEAD OFFICE & PLANT

Village : Shubhkhera, Paonta Sahib
Distt. Sirmour (H.P.) 173 025
Tel.: 01704-223494, 8894788509
Fax: 01704-225178

GUJARAT PLANT

Survey No.: 215/A/I,
Vadnagar - Navapura - Redlaxmipura Road
Sultanpur - 384 355
Distt. Mehsana, Gujarat
Phone : 72111 93505

Dear Himalya Family,

On behalf of the Board of Directors, I welcome you all to 27th AGM of your company.

The success of our company is important for Emerging India signifying the importance of Rural Jobs, enhancing the incomes of the Farmers & earning forex through Agro Exports.

Inspite of the hiccups & after-pains of the JV failure we stay focused and dedicated to make the final recovery.

The results of FY 18 reflect continued efforts on sustenance and plans for quantum leap towards exponential growth.

Himalaya is the only food company with so much diversified portfolio of products in chilled, frozen & canned categories and has the largest production capacities in the country. The immediate key is to first pick the low hanging fruit by boosting Mushrooms and the fulfillment of export orders. The next challenge shall be of putting all capacities in optimal operational mode asap.

In pursuit of this target, we have requested our Banks to approve the debt resolution Plan and we hope to conclude this in the next few weeks.

We have opened 20 franchisee stores, mainly in NCR Delhi, for sale of our products in Domestic Market. There are hundreds of applications pending to open franchisee stores and we shall setup more stores after rectifying teething troubles of the existing stores.

We have a large order book to be fulfilled for US Exports and much more is in pipeline to be committed in next few months.

We have great Passion driving us through the tough times and to achieve great success we require more Perseverance & Patience.

I reassure you that your management & executive teams have the requisite mettle to surmount any impediments to achieve the Goals and realize the 'Vision 2020'.

Thanking & Requesting you for your continued trust & patience and wishing you great times ahead!

Sincerely

For Himalya International Ltd

Man Mohan Malik

Chairman

NOTICE

NOTICE is hereby given that the 27th Annual General Meeting of the members of the Company will be held on Saturday, the 29th Day of September 2018, at 03:00 PM at Priyanka Party Hall, Adjoining Vandana Int. School, behind Dwarka Court, (Near Sec -10 Metro Station) New Delhi to transact the following business: -

ORDINARY BUSINESS:

1. To consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the year ended 31st March 2018 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Ashish Sachdeva DIN: 03069836, who retires by rotation and being eligible, offers herself for re-appointment.
3. To consider and, if thought fit, to pass the following resolutions, with or without modification as an Ordinary Resolutions:
“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 & 148 (3) and all other applicable provisions of the Companies Act, 2013 (the “Act”) if any, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, **M/s Satnam Associates, Chartered Accountants (Firm Regn. No. 09870C) Dehradun Uttarakhand** be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting to till the conclusion of next Two (2) Annual General Meeting, who relinquish office at the conclusion of the AGM, subject to ratification as to the said appointment at every annual general meeting on such remuneration to be fixed by the Board of Directors on the recommendation of the Audit Committee plus Service Tax/GST payable thereon and reimbursement of travelling and other incidental expenses, if any incurred by them in connection with the audit.

SPECIAL BUSINESS:-

4. To consider and, if thought fit, to pass the following resolutions, with or without modification as an Ordinary Resolutions:
“**RESOLVED THAT** the Disclosure on Non-Promoter allottee of warrant on EGM dt 12th January 2018 to **M/s LRSD Securities Private Limited** detail of their ultimate beneficiaries of **Lalit Dua (HUF) PAN AAAHL7279J** holding 25% Shares each in **M/s LRSD Securities Private Limited**.
(1) Mr. Lalit Dua (Karta) (2) Mrs. Ritu Dua, Spouse of Karta
(3) Ms. Shreya Dua, Daughter of Karta, (4) Ms. Dakshata Dua, Daughter of Karta.
BSE In-Principle approval under Regulation 28(1) of the SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 received on dated 19th February 2018.
5. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Special Resolution:-
Regularisation of Additional Director, Mr. Sanjiv Kumar Kakkar DIN 02434426 by appointing him as Executive Director of the Company:-
“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Sanjiv Kumar Kakkar (DIN 02434426) who was appointed as an Additional Director w.e.f from 28th October 2017 by the Board of Directors of the Company and who holds office as such up to the date of this Annual General Meeting be and is hereby appointed as a Executive Director of the Company for the period of 5 years.”
6. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Special Resolution:-
Regularisation of Additional Director, Mr. Akhil Gupta DIN 07971889 by appointing him as Executive Director of the Company:-
“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Akhil Gupta (DIN 07971889) who was appointed as an Additional Director w.e.f from 28th October 2017 by the Board of Directors of the Company and who holds office as such up to the date of this Annual General Meeting be and is hereby appointed as a Executive Director of the Company for the period of 5 years.”

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

Regularisation of Additional Director, Mr. Surendra Kumar Kaushik (DIN: 05286196), by appointing him as Independent Director of the Company:-

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Mr. Surendra Kumar Kaushik (DIN: 05286196), who was appointed as an Additional Director of the Company with effect from 22nd January, 2018 under Section 161 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five years.”

**By order of the Board of Directors
Himalaya Food International Limited**

Sd/-

**Vijay Garg
(Company Secretary)**

Place: Paonta Sahib

Date: 30.08.2018

NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member.
- The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
- Members/Proxies should bring the enclosed attendance slip duly filled in, for attending the meeting, along with the Annual Report.
- The Register of Members and Share Transfer Books of the Company will remain closed from 24th September 2018 to 29th September 2018, both days inclusive.
- Shareholders 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. Members are requested to notify their email ID.
- Members are requested to notify the change in their addresses and bank account details, if any.
- 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.
- 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 the Company's Share Transfer Agents. Members are requested to notify their email addresses to the company's Share Transfer Agents. Ms. Beetal Computer & Financial Services Pvt. Ltd, Beetal House, 3rd Floor, 99, Madangir, BH Local Shopping Centre, New Delhi-110062
10. As part of the Green Initiative in Corporate Governance, the Ministry of Corporate Affairs (MCA), Government of India, through its Circular Nos. 17/2011 and 18/2011, dated April 21 and 29, 2011 respectively, has allowed companies to send official documents to their shareholders electronically.
11. Members are requested to
 - a. Note that copies of Annual Report will not be distributed at the Annual General Meeting and they will have to bring their copies of Annual Report;
 - b. Quote the Folio/Client ID & DP ID Nos. in all correspondence;
 - c. Note that no gifts/ coupons will be distributed at the Annual General Meeting, in compliance with the Secretarial Standard on General Meetings.
12. The Annual Report of the Company is also available on the company's website <https://himalayafoodcompany.com/>
13. In terms of the provisions of Section 108 of the Companies Act, 2013 read with relevant rules thereto, the business at General Meetings may be transacted through electronic voting (e-voting) and the company is providing e-voting facility to members.
14. Kindly note that the members can opt for only one mode of voting i.e., either e-voting or exercising the right in the meeting. Once the vote on a resolution is cast by member, he shall not be allowed to change it subsequently.
15. Members desiring to exercise their vote by e-voting are requested to carefully read the enclosed instructions which inter-alia provide the process and manner for e-voting, login ID, generating Password and time schedule, including the time period during which the votes may be cast, etc.
16. In order to scrutinize the e-voting process in a fair and transparent manner and to carry out the required activities, the Board of Directors has appointed M/s Himanshu Sharma & Associates, Company Secretaries, and New Delhi as the scrutinizer.

VOTING THROUGH ELECTRONIC MEANS

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, Himalaya International Limited is offering e-voting facility to its members in respect of businesses to be transacted at the 27th Annual General Meeting scheduled to be held on Saturday, the 29th Day of September 2018, at 03:00 PM. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide E-voting facilities. The Notice of the 27th AGM and its communication is also available at the company's website at <https://himalayafoodcompany.com/>

The Company has engaged Central Depository Services (India) Limited as the authorized agency to provide e-voting facility.

The instructions for shareholders voting electronically are as under:

- (I) The voting period begins on < **26th September 2018 at 9.00 A.M.** > and ends on < **28th September 2018 at 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 < **24th September 2018** > 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:-

PAN	For Members holding shares in Demat Form and Physical Form Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> 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 the name in CAPITAL letters. Eg. 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. <ul style="list-style-type: none"> 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).

- (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 EVSN for the relevant <Company Name> 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed 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) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **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 linked in the login 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.
- (xx) 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.
Shareholders holding shares in physical form are requested to provide the requisite information as per format given below by post or e-mail to:-

BEETAL Financial & Computer Services Pvt Ltd.

BEETAL HOUSE, 3rd Floor, 99, Madangir, behind LSC, New Delhi - 110062

Ph. 011-29961281-283 Fax 011-29961284

Email: beetalrta@gmail.com, cs@himalayafoodcompany.com

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

Item No. 4

As per BSE In-Principle approval under Regulation 28(1) of the SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 received on dated 19th February 2018 Disclosure on Non-Promoter allottee of warrant on EGM dt 12th January 2018 to **M/s LRSD Securities Private Limited** detail of their ultimate beneficiaries of **Lalit Dua (HUF) PAN AAAHL7279J** holding 25% Shares each

- | | |
|--|--|
| (1) Mr. Lalit Dua (Karta) | (2) Mrs. Ritu Dua, Spouse of Karta |
| (3) Ms. Shreya Dua, Daughter of Karta, | (4) Ms. Dakshata Dua, Daughter of Karta. |

Item No. 5

- | | |
|--------------------------------|--|
| 1. Name | SANJIV KUMAR KAKKAR |
| 2. DIN /PAN / DOB | 02434426 / AYUPK6734H/ 17-Nov-1957 |
| 3. Contact detail / E-mail i.d | +1 - 609 838 2253 / himalya@erols.com |
| 4. Address | 9 DAYNA LN LAWRENCE TWP NJ 08648 US |
| 5. Designation | Executive Director |
| 6. Date of Joining | 28-10-2017 |
| 7. Education | Merchant Navy Engineer |
| 8. Martial Status | Married |

Work Profile: - Mr. Sanjiv Kumar Kakkar has 30 year experience in marketing. He is promoter director of the company. He looks the US Marketing of the company.

Item No. 6

- | | |
|--------------------|--|
| 1. Name | AKHIL GUPTA |
| 2. DIN /PAN / DOB | 07971889 / ASEPG3313J/ 12-Mar-1984 |
| 3. Contact detail | +91-7211193501 |
| E-mail i.d | Akhil.Gupta@himalayafoodcompany.com |
| 4. Address | 13, Bhuteshwar Mandir Road, Madho Vatika Colony,
Saharanpur - 247001 UP |
| 5. Designation | Executive Director |
| 6. Date of Joining | 28-10-2017 |
| 7. Education | CMA having 10 Year of Experience |
| 8. Martial Status | Married |

Work Profile Mr. Akhil Gupta having 10 year experience in field of Finance and Costing Department. He looks the Finance and Costing Department of the company.

Item No. 7

- | | |
|--------------------|--|
| 1. Name | SURENDRA KUMAR KAUSHIK |
| 2. DIN /PAN / DOB | 05286196 / AAFPK0250M/ 28-Jan-1947 |
| 3. Contact detail | +91- 9810300630 |
| E-mail i.d | sk.kaushik@hotmail.com |
| 4. Address | B 808 Surya Vihar, Kapashera Border, Gurgaon 122016 HR IN |
| 5. Designation | Non –Executive Independent Director |
| 6. Date of Joining | 22-01-2018 |
| 7. Education | Bachelor of Science in Agriculture
CAIIB – I, Indian Institute of Bankers |
| 8. Martial Status | Married |

Work Profile:- Mr. Surendra Kumar Kaushik having 30 year experience in field of Banking and Finance. **Ex-Chief Punjab National Bank HO GAD Retired on 31.01.2007.**

None of the Directors except the appointment of Mr. Sanjiv Kumar Kakkar, Mr. Akhil Gupta, Mr. Surendra Kumar Kaushik is in any way concerned or interested in this resolution.

BEETAL Financial & Computer Services Pvt Ltd.

BEETAL HOUSE, 3rd Floor, 99, Madangir, behind LSC, New Delhi - 110062

Ph. 011-29961281-283 Fax 011-29961284

Email: beetalrta@gmail.com, cs@himalayafoodcompany.com

**By order of the Board of Directors
Himalaya Food International Limited**

Sd/-

Vijay Garg

(Company Secretary)

Place: Paonta Sahib

Date: 30.08.2018

ROUTE MAP FOR PLACE OF AGM

