

HIMALCHULI FOOD PRODUCTS LIMITED

32nd

ANNUAL REPORT (2017-18)

BOARD OF DIRECTORS

Mr. Omprakash Rambilash Agarwal	Managing Director
Mr. Vivek Omprakash Goel*	Director & CFO
Mrs. Meena Nilesh Savla	Director (Appointed on 14/11/2017)
Mr. Nilesh Malshi Savla	Director (Appointed on 14/11/2017) & CFO (Appointed on 21/05/2018)
Mr. Rashmikant Ratilal Desai	Independent Director
Mrs. Reenaben Bipinchandra Joshi	Independent Director
Mr. Samirkumar Bharatbhai Sampat**	Independent Director

* Resigned w.e.f. 21st May, 2018

| ** Appointed w.e.f. 21st May, 2018.

REGISTERED OFFICE

Address: Second Floor, Vishwakarma Chambers, Majura Gate, Ring Road, Surat - 395002

Tel: 0261-2477052, | Fax: 0261-2477053

Website: www.hfpltd.in

Email: himalchulifoodproducts@gmail.com

AUDITORS

M/S. M. M. Gala & Associates

Chartered Accountants

Add: Office No. 1, "A" Wing, Vijay Apartment CHS. LTD., LBS Marg,
Near Teen Petrol Pump, Panchpakhadi, Thane (W) - 400602

Tel: 022-25379096 / 97 / 98 / 99

Email: info@maheshca.com

REGISTRAR & SHARE TRANSFER

PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED

Add: Unit No. 9, Shiv Shakti Ind. Estate
Lower Parel (East), Mumbai - 400 011

Tel: 022-23016761/8251

Fax: 022-23012517

Email: busicomp@vsnl.com

Web: www.purvashare.com

ANNUAL GENERAL MEETING

Day	Tuesday
Date	18-09-2018
Venue	Second Floor, Vishwakarma Chambers , Majura Gate, Ring Road, Surat - 395002
Time	11.00 AM

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NOTICE TO THE MEMBERS

HIMALCHULI FOOD PRODUCTS LIMITED

Registered Add: Second Floor, Vishwakarma Chambers, Majura Gate, Ring Road, Surat - 395002.

CIN: L15400GJ1986PLC008652

Website: www.hfpltd.in

Email: himalchulifoodproducts@gmail.com

Tel.: 0261-2477052, | **Fax:** 0261-2477053

NOTICE is hereby given that the 32nd Annual General Meeting of the Members of **HIMALCHULI FOOD PRODUCTS LIMITED** will be held on **Tuesday, 18th September, 2018** at **11.00 AM** at Second Floor, Vishwakarma Chambers, Majura Gate, Ring Road, Surat - 395002 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2018, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Omprakash Agarwal (DIN: 01680000) who retires by rotation, and being eligible offers himself for reappointment.

SPECIAL BUSINESS

3. **To Regularize appointment of SAMIRKUMAR BHARATBHAI SAMPAT (DIN: 08116619) as an Independent Director as per Companies Act, 2013.**

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152, schedule IV and all other applicable provisions of the Companies Act, 2013 read with (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force **SAMIRKUMAR BHARATBHAI SAMPAT (DIN: 08116619)**, who was appointed as an Additional Director (Independent) pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the company and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office, for five years effective from the date of appointment by the Board that is from 21st May, 2018 to 20th May, 2023.”

By Order of the Board of Directors

Place: Surat

Date: 13th August, 2018

Omprakash Agarwal

Managing Director

DIN: 1680000

REGISTERED OFFICE:

Second Floor, Vishwakarma Chambers,
Majura Gate, Ring Road, Surat - 395002

NOTES:

1. A statement giving the relevant details of the Directors seeking re-appointment under Item No. 2 & 3 of the accompanying Notice.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be effective must be received by the company not later than forty eight (48) hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.
A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a

- Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
 4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
 5. Share Transfer Books of the Company will remain closed from 12th September, 2018 to 18th September, 2018 (both days inclusive) for the purpose of Annual General Meeting (AGM) of the Company to be held on 18th September, 2018
 6. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
 7. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
 8. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
 9. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants.
 10. Members who hold shares in physical form are requested to send their e-mail address to the following: busicomp@vsnl.com.
 11. The Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar i.e. Purva Sharegistry (I) Pvt Ltd, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
 12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
 13. E-Voting process
In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their voting rights at the 32nd Annual General Meeting (AGM) by electronic means and the business may be transacted through 'remote e-voting' services provided by Central Depository Services (India) Ltd. (CDSL).

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 15th September, 2018 at (9.00 AM) and ends on 17th September, 2018 at (5.00 PM). 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 11th 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
For CDSL: 16 digits beneficiary ID,
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
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) <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.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If 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 Himalchuli Food Products 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) 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 Corporate.
 - 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.
- (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.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT 2013

ITEM NO. 3

Mr. Samirkumar Bharatbhai Sampat (DIN: 08116619) was appointed as an Additional Independent Director by the Board of Directors on 21st May, 2018. In accordance with the Provisions of Section 161 of the Companies Act, 2013 the above directors holds office upto the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member of the Company proposing his candidature for appointment as Independent Director of the Company in accordance with the Provisions of Section 160 of the Companies Act, 2013. **Mr. Samirkumar Bharatbhai Sampat** is not disqualified from being appointed as a Director in terms of section 164 of the act. Section 149 of the Act stipulates the criteria of Independence and pursuant to said section an independent director can hold office for a term upto 5(five) consecutive years on the Board of the company w.e.f. the date of appointment by the Board, i.e. from 21st May, 2018 to 20th May, 2023 and shall not be included in the total number of directors for retirement by rotation. The Company has received a declaration from **Mr. Samirkumar Bharatbhai Sampat (DIN: 08116619)** that he meets the criteria of Independence as prescribed under sub- section(6) of section 149 of the Act. The Board feels that presence of **Mr. Samirkumar Bharatbhai Sampat (DIN: 08116619)** on the Board is desirable and would be beneficial to the company and hence recommend the resolution for adoption.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested in the proposed resolution except **Mr. Samirkumar Bharatbhai Sampat (DIN: 08116619)**.

The Board recommends the Resolutions as set out at item Nos. 3 of the Notice for your approval.

ANNEXURE TO ITEM 2 & 3 OF THE NOTICE

Details of Directors seeking re-appointment at the forthcoming Annual General Meeting

Name of the Director	MR. OMPRAKASH AGARWAL	MR. SAMIRKUMAR BHARATBHAI SAMPAT
Director Identification Number (DIN)	01680000	08116619
Date of Birth	04/12/1947	26/11/1979
Nationality	Indian	Indian
Date of Appointment on Board	30/04/1986	21/05/2018
Qualification	H.S.C.	H.S.C.
Shareholding in the Company	NIL	NIL
List of Directorships held in other Companies (excluding foreign and Section 8 Companies)	1) Tribest Fineyarns Limited 2) Kaybee Texspin Limited 3) Somiya Bong Investments Private Limited	1) Overseas Synthetics Limited
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	NIL	NIL

By Order of the Board of Directors

Place: Surat
Date: 13th August, 2018

Omprakash Agarwal
Managing Director
DIN: 1680000

DIRECTOR'S REPORT

To,
The Members,

Your Directors have pleasure in presenting their 32nd Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2018.

1. FIRST YEAR OF IMPLEMENTATION OF INDIAN ACCOUNTING STANDARDS (IND AS)

This is the first year of implementation of the Indian Accounting Standards (IND AS). The Standalone financial statements for the year ended March 31, 2018 have been prepared in accordance with the Indian Accounting Standards (IND AS) notified under section 133 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014. The financial statements under section 133 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014. The financial statements for the year ended March 31, 2017 have been restated in accordance with IND AS for Comparative information.

The Board's Report shall be prepared based on the standalone financial statements of the company.

Particulars	2017-18	2016-2017
Gross Sales	0	0
Net Sales	0	0
Other Income	4,82,166	4,12,156
Total	4,82,166	4,12,156
Profit before depreciation, Exceptional Item & Taxation	-95,692	-1,55,207
Less: Depreciation	0	0
Add: Exceptional Item	0	0
Less: Provision for taxation	0	0
Profit after taxation	-95,692	-1,55,207

2. COMPANY'S PERFORMANCE AFFAIR

Your Directors are positive about the Company's operations and making best efforts to implement the cost reduction measures to the extent feasible.

3. DIVIDEND

Considering the present financial status of the Company, your directors do not recommend any dividend for the year under report.

4. RESERVES AND SURPLUS

The total reserves for the financial year 2017-18 is Rs. (2,79,80,760)/-.

5. SHARE CAPITAL

The total paid up capital of the Company as on March 31, 2018 is Rs. 1,90,00,000/- comprising of 19,00,000 Equity Shares of Rs. 10/-.

6. CHANGE IN NATURE OF BUSINESS

The Company has expanded its business to cultivate, grow, produce, harvest raise or deal in agricultural produce as agriculturist, farmers, gardeners and to set up processing units for import, export, distribute or deal in agriculture produce of all descriptions, like fruits, vegetables, seeds and herbal products and trade in all the products required for cultivation, harvesting, production and development of seeds, vegetables, fruits and herbal items and to acquire, purchase, lease, conduct, or otherwise land for forming, to establish and run farms to carry on the business of agriculture, horticulture, dairy farming, animal husbandry and to carry out any process connected with any one or more such products, store farm products and deal sale of articles of farm products along side its existing business of buyers, sellers, manufacturers, producers, brokers, buying agents, selling agents, packers, re-packers, commission agents, factors, distributors, stockiest, agents, traders and suppliers and dealers in cakes, pastry, cornflake, bread, biscuits, chocolates, confectionery, sweets, fruits, drops, sugar, glucose, chewing gums, milk cream, butter, ghee, pickles, jam jellies, poultry, eggs, pulses, honey, coffee, tea and all types of materials required for consumption as food.

7. DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with provisions of the Companies Act, 2013, Omprakash Agarwal, who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for reappointment.

Pursuant to Section 161 of the Companies Act, 2013, MEENA NILESH SAVLA (DIN: 05354674) and NILESH MALSHI SAVLA (DIN: 05354691), has been appointed as an Additional Director in the Board Meeting held on 14th November, 2017. In the Extra Ordinary General meeting (EOGM) held on 13th April, 2018 the Appointment of MEENA NILESH SAVLA (DIN: 05354674) and NILESH MALSHI SAVLA (DIN: 05354691) was regularized.

Pursuant to Section 161 of the Companies Act, 2013 SAMIRKUMAR BHARATBHAI SAMPAT (DIN: 08116619) has been appointed as an Additional Independent Director of the Company on 21st May, 2018.

Pursuant to the provisions of Section 203 of the Companies Act, 2013, Mr. NILESH MALSHI SAVLA has been appointed as Chief Financial Officer in the Board Meeting held on 25th May, 2018 in place of Mr. Vivek Goel who gave his resignation from the Post of Chief Financial Officer and Director on 21st May, 2018. The effect of the said resignation and appointment were post business hours on 21st May, 2018.

The Company has received declaration from all the Independent Directors of the Company confirming that they meet criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013.

8. CHANGE IN PROMOTERS

Pursuant to Open Offer under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, Act 2011, the Shares of promoter were acquired by the acquirer and hence post completion of Open Offer, which was during the reporting period 2017-18, the new promoters of the Company as on date are;

- a) Nilesh Malshi Savla
- b) Meena Nilesh Savla

9. MEETINGS

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year Five Board Meetings and Four Audit Committee Meetings were convened and held. The details are given as under.

Sr. No.	Date	Sr. No.	Date
Board Meeting		Audit Committee	
1.	30 th May 2017	1.	30 th May 2017
2.	10 th Aug 2017	2.	10 th Aug 2017
3.	14 th Nov 2017	3.	14 th Nov 2017
4.	8 th Feb 2018	4.	8 th Feb 2018
5.	5 th March, 2018		

The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

10. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Compliance Committees.

11. COMMITTEES OF THE BOARD

There are currently three committees of the Board, as following:

1) Audit Committee

The Audit Committee of the Company reviews the reports to be submitted with the Board of Directors with respect of auditing and accounting matters. It also supervises the Company's financial reporting process. The Audit Committee Comprises of 3 directors. The Chairman of the Audit Committee is a Non-executive and Independent Director. Company has reconstituted the Committee because of change in Directorship of the Company. The Composition of the Audit Committee is as under:

Sr. No.	Name	Category	Designation
1	Mr. Rashmikant Ratilal Desai	Independent Director	Chairman
2	Mrs. Reenaben Bipinchandra Joshi	Independent Director	Member
3	Mr. Vivek Omprakash Goel*	Director	Member
4	Mr. Samirkumar Bharatbhai Sampat**	Independent Director	Member

*Resignation from Directorship of the Company w.e.f. 21.05.2018.

** Appointment as Independent Director w.e.f. 21.05.2018.

2) Nomination and Remuneration Committee

The composition of the Nomination and Remuneration Committee is as under:

Sr. No.	Name	Category	Designation
1	Mr. Rashmikant Ratilal Desai	Independent Director	Chairman
2	Mrs. Reenaben Bipinchandra Joshi	Independent Director	Member
3	Mr. Vivek Omprakash Goel*	Director	Member
4	Mr. Samirkumar Bharatbhai Sampat**	Independent Director	Member

*Resignation from Directorship of the Company w.e.f. 21.05.2018.

** Appointment as Independent Director w.e.f. 21.05.2018.

3) Stakeholders Relationship Committee

The Board of Directors of the Company reconstituted Stakeholders Relationship Committee consisting three members, chaired by Independent Director Mr. Rashmikant Desai. The composition of the Stakeholders Relationship Committee is as under:

Sr. No.	Name	Category	Designation
1	Mr. Rashmikant Ratilal Desai	Independent Director	Chairman
2	Mrs. Omprakash R. Agarwal	Managing Director	Member
3	Mr. Vivek Omprakash Goel*	Director	Member
4	Mr. Samirkumar Bharatbhai Sampat**	Independent Director	Member

*Resignation from Directorship of the Company w.e.f. 21.05.2018.

** Appointment as Independent Director w.e.f. 21.05.2018.

12. REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration.

13. DIRECTOR'S RESPONSIBILITY STATEMENT

In terms of Section 134(5) of the Companies Act, 2013, the directors would like to state that:

- In the preparation of the annual accounts, the applicable accounting standards have been followed.
- The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give true and fair view of the state of affairs of the Company for the year under review.
- The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- The directors have prepared the annual accounts on a going concern basis.
- The directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- The directors have devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

14. AUDITORS

Pursuant to the provisions of section 139 of the Companies Act, the rules framed thereafter and other applicable provisions, if any, the Auditors Mr. Mahesh Murji Gala (Membership No. 116548), Proprietor of M/s. M. M. Gala & Associates, Chartered Accountants (FRN: 124913W) is appointed as Statutory Auditor of the Company from 31st Annual General Meeting till the conclusion of 36th Annual General Meeting of the Company.

15. AUDITORS' REPORT

The Directors are of opinion that the comments in the Auditors report are self explanatory and do not call for any further explanations.

16. SECRETARIAL AUDIT REPORT

In terms of Section 204 of the Act and Rules made there under, M/s. Payal Tachak & Associates, Practicing Company Secretaries had been appointed as Secretarial Auditor of the Company for the Financial Year 2017-18.

17. THE REPORT OF THE SECRETARIAL AUDITORS IS ENCLOSED AS ANNEXURE TO THIS REPORT.

Secretarial Auditor's observation and Management's explanation to the Auditor's observation –

a) Section 203(1) (ii) Non-appointment of Company Secretary

The Board would like to bring to your notice that the Company has been trying to recruit a Company Secretary on best efforts basis since a long time but the Company has not been successful.

b) Regulation 6 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 Non appoint Qualified Company Secretary as Compliance Officer

The Board has designated Omprakash Rambilash Agarwal as Compliance officer to take care of the compliances till such time the Company finds suitable candidate for the post of Company Secretary.

c) Regulation 47 of the SEBI (Listing obligations and Disclosure Requirements) Regulation, 2015, Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration), Rules, 2014 and Section 91 of the Companies Act 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014 – Publication of Results audited and unaudited in news paper, E-voting, News Paper Advertisement for Book Closure.

The Company has not been doing that since the financial position of the Company does not allow Board to incur such expenditure keeping in mind that the results are made available for investors and market through Stock Exchange. The Company, on timely basis submits the results to the Exchange to bring the information in public domain.

d) 100% Promoter Shareholding in Demat Form during the year under review - SEBI Circular SEBI/Cir/ISD/05/2011 dated 30th September, 2011 and SEBI Circular SEBI/Cir/ISD/03/2011 dated 17th June, 2011.

The management has complied with the SEBI Regulation and as on date the Promoters holding is 100% in DEMAT form.

However, the Company would try and comply with all the provisions to the full extent. The report of the Secretarial Auditors is enclosed as **ANNEXURE III** to this report.

17. VIGIL MECHANISM

In pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company under investors/policy documents/Vigil Mechanism Policy link.

18. RISK MANAGEMENT POLICY

The Company has laid down a well defined Risk Management Policy. The Board periodically reviews the risk and suggests steps to be taken to control and mitigation the same through a proper defined framework.

19. EXTRACT OF ANNUAL RETURN

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in **MGT 9** as a part of this Annual Report as **ANNEXURE I**.

20. CODE OF CONDUCT

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The code laid down by the Board is known as "code of business conduct" which forms an Appendix to the Code. The Code has been posted on the Company's website.

21. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto disclosed in Form No. AOC- 2 are appended as **ANNEXURE II**

22. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Conservation of energy, technology absorption, foreign exchange earnings and outgo are Nil during the year under review.

23. INDUSTRIAL RELATIONS

During the year under review, your Company enjoyed cordial relationship with workers and employees at all levels.

24. LISTING WITH STOCK EXCHANGES

The Company is listed with BSE Ltd. Further, the Company was listed on Ahmedabad Stock Exchange and Vadodara Stock Exchange which were derecognized pursuant to SEBI order.

25. OTHER INFORMATION

Your Directors hereby states that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. During the year under review, the Company has not made any investments or given guarantee's or provided securities falling under the provisions of Section 186 of the Companies Act, 2013.
2. The Provision of Section 135 of the Act with respect to Corporate Social Responsibility (CSR) is not applicable to the Company, hence, there is no need to develop policy on CSR and take initiative thereon;
3. The Company do not have any subsidiary, joint venture or, associate Company, hence, no need to state anything about the same;
4. The Company has not accepted deposits covered under Chapter V of the Act;
5. No significant material orders were passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.
6. Since, the Company having paid-up capital less than the threshold provided under Regulation 27 (2) of Listing Regulations, hence, the Company need not required to address Reports on Corporate Governance, certificate/s pertains thereto.
7. There are no employees who are in receipt of salary in excess of the limits prescribed under Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

26. ACKNOWLEDGEMENTS

An acknowledgement to all with whose help, cooperation and hard work the Company is able to achieve the results.

For and on Behalf of the Board of Director

Place: Surat
Date: 13th August, 2018

Omprakash Agarwal
Managing Director
DIN: 1680000

Nilesh Malshi Savla
Director
DIN: 05354691

ANNEXURE INDEX

<u>Annexure</u>	<u>Content</u>
I	Annual Return Extracts in MGT 9
II	AOC 2 – Related Party Transactions disclosure
III	MR-3 Secretarial Audit Report

ANNEXURE I

**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2018

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L15400GJ1986PLC008652
2.	Registration Date	30/04/1986
3.	Name of the Company	Himalchuli Food Products Limited
4.	Category/Sub-category of the Company	Category : Company Limited by Shares Sub-Category : Indian Non-Government Company
5.	Address of the Registered office & contact details	Address : Second Floor, Vishwakarma Chambers, Majura Gate, Ring Road, Surat – 395 002 Tel: 0261-2477052, Fax:0261-2477053 Email ID: himalchulifoodproducts@gmail.com
6.	Whether listed company	Listed on BSE Limited (It was also listed on Ahmedabad Stock Exchange and Vadodra Stock Exchange Limited)
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Name: Purva Sharegistry (I) Pvt. Ltd Address : Unit No. 9, Shiv Shakti Ind. Estate J.R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (East), Mumbai – 400 011 Tel: 022-23016761/8251 Fax: 022-23012517 Email: busicomp@vsnl.com Web: www.purvashare.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
			NIL

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name and Address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of Shares held	Applicable Section
					NIL

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1 st April 2017]				No. of Shares held at the end of the year [As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	--	2,83,700	2,83,700	14.93%	--	813540	813540	42.82%	27.89%
b) Central Govt	--	--	--	--	--	--	--	--	--
c) State Govt(s)	--	--	--	--	--	--	--	--	--
d) Bodies Corp.	--	5,29,840	5,29,840	27.89%	--	--	--	--	-27.89%
e) Banks / FI	--	--	--	--	--	--	--	--	--
f) Any other	--	--	--	--	--	--	--	--	--
Total shareholding of Promoter (A)(1):	--	8,13,540	8,13,540	42.82%	--	8,13,540	8,13,540	42.82%	--
(2) Foreign									
(a) NRI Individuals	--	--	--	--	--	--	--	--	--
(b) Other Individuals	--	--	--	--	--	--	--	--	--
(c) Bodies Corp.	--	--	--	--	--	--	--	--	--
(d) Banks / FI	--	--	--	--	--	--	--	--	--
(e) Any Other....	--	--	--	--	--	--	--	--	--
Sub Total (A)(2):	--	--	--	--	--	--	--	--	--
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	--	8,13,540	8,13,540	42.82%	--	8,13,540	8,13,540	42.82%	--
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	--	--	--	--	--	--	--	--	--
b) Banks / FI	--	10,900	10,900	0.57%	--	10,900	10,900	0.57%	--
c) Central Govt	--	--	--	--	--	--	--	--	--
d) State Govt(s)	--	--	--	--	--	--	--	--	--
e) Venture Capital Funds	--	--	--	--	--	--	--	--	--
f) Insurance Companies	--	--	--	--	--	--	--	--	--
g) FIIs	--	--	--	--	--	--	--	--	--
h) Foreign Venture Capital Funds	--	--	--	--	--	--	--	--	--
i) Others (specify)	--	--	--	--	--	--	--	--	--
Sub-total (B)(1):-	--	10,900	10,900	0.57%	--	10,900	10,900	0.57%	--

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1 st April 2017]				No. of Shares held at the end of the year [As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	--	5,200	5,200	0.27%	--	5,200	5,200	0.27%	--
ii) Overseas	--	--	--	--	--	--	--	--	--
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	9,300	10,19,785	10,29,085	54.16%	7,800	10,18,685	10,26,485	54.03%	-0.14%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	--	32,375	32,375	1.70%	34,975	--	34,975	1.84%	0.14%
c) Others (specify)									
Non Resident Indians	--	--	--	--	--	--	--	--	--
Overseas Corporate Bodies	--	--	--	--	--	--	--	--	--
Foreign Nationals	--	--	--	--	--	--	--	--	--
Clearing Members	--	--	--	--	--	--	--	--	--
Trusts	--	--	--	--	--	--	--	--	--
Hindu Undivided Families	200	8,700	8,900	0.47%	200	8,700	8,900	0.47%	--
Foreign Bodies - D R	--	--	--	--	--	--	--	--	--
Sub-total (B)(2):-	9,500	10,66,060	10,75,560	56.16%	42,975	10,32,585	10,75,560	56.16%	--
Total Public Shareholding (B)=(B)(1)+ (B)(2)	9,500	10,76,960	10,86,460	57.18%	42,975	10,43,485	10,86,460	57.18%	--
C. Shares held by Custodian for GDRs & ADRs	--	--	--	--	--	--	--	--	--
Grand Total (A+B+C)	9,500	18,90,500	19,00,000	100.00%	42,975	18,57,025	19,00,000	100.00%	--

B) Shareholding of Promoter-

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (01.04.2017)			Shareholding at the end of the year (31.03.2018)			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	Kaybee Texspin Limited*	2,71,810	14.31%	--	--	--	--	-14.31%
2	Avlon Syntx Private Limited*	1,18,730	6.25%	--	--	--	--	-6.25%
3	Saheli Vastra Udyog Ltd*	99,600	5.24%	--	--	--	--	-5.24%
4	Somiabong Investments P Ltd*	39,700	2.09%	--	--	--	--	-2.09%
5	Om Prakash Agarwal H U F*	28,000	1.47%	--	--	--	--	-1.47%
6	Vivek O Goel HUF**	20,300	1.07%	--	20,300	1.07%	--	--
7	Ashadevi Agarwal*	20,000	1.05%	--	--	--	--	-1.05%
8	Salma B. Memon**	20,000	1.05%	--	20,000	1.05%	--	--
9	Tikamaya Agarwal**	19,000	1.00%	--	19,000	1.00%	--	--
10	Om Prakash Agarwal*	18,975	1.00%	--	--	--	--	-1.00%
11	Rekha V Goel**	10,000	0.53%	--	10,000	0.53%	--	--
12	Bilal Latifbhai Memon*	29,100	1.53%	--	--	--	--	-1.53%
13	Rahul Ratan Agarwal**	10,500	0.55%	--	10,500	0.55%	--	--
14	Juned Bilal Memon**	20,100	1.06%	--	20,100	1.06%	--	--
15	Vivek O Goel**	11,000	0.58%	--	11,000	0.58%	--	--
16	Adil Bilal Memon**	13,700	0.72%	--	13,700	0.72%	--	--
17	Almas Bilal Memon**	12,000	0.63%	--	12,000	0.63%	--	--
18	E.E. Silas**	5,000	0.26%	--	5,000	0.26%	--	--
19	Manojkumar Agarwal**	15,800	0.83%	--	15,800	0.83%	--	--
20	Deepika M Goel**	4,000	0.21%	--	4,000	0.21%	--	--
21	Binodkumar Agarwal**	4,000	0.21%	--	4,000	0.21%	--	--
22	Ratankumar Goel Huf**	4,500	0.24%	--	4,500	0.24%	--	--
23	Rambilash Agarwal**	2,500	0.13%	--	2,500	0.13%	--	--
24	Ragini Agarwal**	1,800	0.09%	--	1,800	0.09%	--	--
25	Ahmed Bilal Memon**	9,825	0.52%	--	9,825	0.52%	--	--
26	Ratankumar Goel*	3,600	0.19%	--	--	--	--	-0.19%
27	Nilesh Malshi Savla***	--	--	--	357705	18.83%	18.83%	18.83%
28	Meena Nilesh Savla***	--	--	--	271810	14.31%	14.31%	14.31%

C) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.	Particulars	Shareholding at the beginning of the year 1 st April, 2017		Cumulative Shareholding during the year 31 st March, 2018	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	KAY BEE TEXSPIN LIMITED*				
	At the beginning of the year (1 st April, 2017)	2,71,810	14.31%	--	--
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):				
	Date	Method			
	11-12-2017	Sell	-2,71,810	-14.31%	--
	At the end of the year (31 st March, 2018)	--	--	--	--
2.	AVLON SYNTAX PRIVATE LIMITED*				
	At the beginning of the year (1 st April, 2017)	1,18,730	6.25%	--	--
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):				
	Date	Method			
	11-12-2017	Sell	-1,18,730	-6.25%	--
	At the end of the year (31 st March, 2018)	--	--	--	--
3.	SAHELI VASTRA UDYOG LTD*				
	At the beginning of the year (1 st April, 2017)	99,600	5.24%	--	--
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):				
	Date	Method			
	11-12-2017	Sell	-99,600	-5.24%	--
	At the end of the year (31 st March, 2018)	--	--	--	--
4.	SOMIABONG INVESTMENTS P LTD*				
	At the beginning of the year (1 st April, 2017)	39,700	2.09%	--	--
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):				
	Date	Method			
	11-12-2017	Sell	-39,700	-2.09%	--
	At the end of the year (31 st March, 2018)	--	--	--	--
5.	BILAL LATIFBHAI MEMON*				
	At the beginning of the year (1 st April, 2017)	29,100	-1.53%	--	--
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):				
	Date	Method			
	11-12-2017	Sell	-29,100	-1.53%	--
	At the end of the year (31 st March, 2018)	--	--	--	--
6.	OM PRAKASH AGARWAL H U F*				
	At the beginning of the year (1 st April, 2017)	28,000	1.47%	--	--
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):				
	Date	Method			
	11-12-2017	Sell	-28,000	-1.47%	--
	At the end of the year (31 st March, 2018)	--	--	--	--
7.	VIVEK O GOEL HUF**				

Sr. No.	Particulars	Shareholding at the beginning of the year 1 st April, 2017		Cumulative Shareholding during the year 31 st March, 2018	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year (1 st April, 2017)	20,300	1.07%	--	--
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	No Change	No Change	--	--
	At the end of the year (31 st March, 2018)	20,300	1.07%	--	--
8.	ASHADEVI AGARWAL*				
	At the beginning of the year (1 st April, 2017)	20,000	-1.05%	--	--
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):				
	Date	Method			
	11-12-2017	Sell	-20,000	-1.05%	--
	At the end of the year (31 st March, 2018)	--	--	--	--
9.	SALMA B. MEMON**				
	At the beginning of the year (1 st April, 2017)	20,000	1.05%	--	--
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	No Change	No Change	--	--
	At the end of the year (31 st March, 2018)	20,000	1.05%	--	--
10.	TIKAMAYA AGARWAL**				
	At the beginning of the year (1 st April, 2017)	19,000	1.00%	--	--
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	No Change	No Change	--	--
	At the end of the year (31 st March, 2018)	19,000	1.00%	--	--
11.	OM PRAKASH AGARWAL*				
	At the beginning of the year (1 st April, 2017)	18,975	1.00%	--	--
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):				
	Date	Method			
	11-12-2017	Sell	-18,975	-1.00%	--
	At the end of the year (31 st March, 2018)	--	--	--	--
12.	REKHA V GOEL**				
	At the beginning of the year (1 st April, 2017)	10,000	0.53%	--	--
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	No Change	No Change	--	--
	At the end of the year (31 st March, 2018)	10,000	0.53%	--	--
13.	RAHUL RATAN AGARWAL**				
	At the beginning of the year (1 st April, 2017)	10,500	0.55%	--	--
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	No Change	No Change	--	--
	At the end of the year (31 st March, 2018)	10,500	0.55%	--	--
14.	JUNED BILAL MEMON**				
	At the beginning of the year (1 st April, 2017)	20,100	1.06%	--	--
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment	No Change	No Change	--	--

Sr. No.	Particulars	Shareholding at the beginning of the year 1 st April, 2017		Cumulative Shareholding during the year 31 st March, 2018	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	/transfer / bonus/ sweat equity etc.):				
	At the end of the year (31 st March, 2018)	20,100	1.06%	--	--
15.	VIVEK O GOEL**				
	At the beginning of the year (1 st April, 2017)	11,000	0.58%	--	--
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	No Change	No Change	--	--
	At the end of the year (31 st March, 2018)	11,000	0.58%	--	--
16.	ADIL BILAL MEMON**				
	At the beginning of the year (1 st April, 2017)	13,700	0.72%	--	--
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	No Change	No Change	--	--
	At the end of the year (31 st March, 2018)	13,700	0.72%	--	--
17.	ALMAS BILAL MEMON**				
	At the beginning of the year (1 st April, 2017)	12,000	0.63%	--	--
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	No Change	No Change	--	--
	At the end of the year (31 st March, 2018)	12,000	0.63%	--	--
18.	E.E. SILAS**				
	At the beginning of the year (1 st April, 2017)	5,000	0.26%	--	--
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	No Change	No Change	--	--
	At the end of the year (31 st March, 2018)	5,000	0.26%	--	--
19.	MANOJKUMAR AGARWAL**				
	At the beginning of the year (1 st April, 2017)	15,800	0.83%	--	--
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	No Change	No Change	--	--
	At the end of the year (31 st March, 2018)	15,800	0.83%	--	--
20.	DEEPIKA M GOEL**				
	At the beginning of the year (1 st April, 2017)	4,000	0.21%	--	--
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	No Change	No Change	--	--
	At the end of the year (31 st March, 2018)	4,000	0.21%	--	--
21.	BINODKUMAR AGARWAL**				
	At the beginning of the year (1 st April, 2017)	4,000	0.21%	--	--
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	No Change	No Change	--	--
	At the end of the year (31 st March, 2018)	4,000	0.21%	--	--
22.	RATANKUMAR GOEL HUF**				
	At the beginning of the year (1 st April, 2017)	4,500	0.24%	--	--
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	No Change	No Change	--	--

Sr. No.	Particulars	Shareholding at the beginning of the year 1 st April, 2017		Cumulative Shareholding during the year 31 st March, 2018	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the end of the year (31 st March, 2018)	4,500	0.24%	--	--
23.	RAMBILASH AGARWAL**				
	At the beginning of the year (1 st April, 2017)	2,500	0.13%	--	--
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	No Change	No Change	--	--
	At the end of the year (31 st March, 2018)	2,500	0.13%	--	--
24.	RAGINI AGARWAL**				
	At the beginning of the year (1 st April, 2017)	1,800	0.09%	--	--
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	No Change	No Change	--	--
	At the end of the year (31 st March, 2018)	1,800	0.09%	--	--
25.	AHMED BILAL MEMON**				
	At the beginning of the year (1 st April, 2017)	9,825	0.52%	--	--
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	No Change	No Change	--	--
	At the end of the year (31 st March, 2018)	9,825	0.52%	--	--
26.	RATANKUMAR GOEL*				
	At the beginning of the year (1 st April, 2017)	3,600	0.19%	--	--
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):				
	Date	Method			
	11-12-2017	Sell	-3,600	-0.19%	--
	At the end of the year (31 st March, 2018)	--	--	--	--
27.	NILESH MALSHI SAVLA***				
	At the beginning of the year (1 st April, 2017)	--	--	--	--
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):				
	Date	Method			
	11-12-2017	Buy	3,57,705	18.83%	--
	At the end of the year (31 st March, 2018)	--	--	3,57,705	18.83%
28.	NILESH MALSHI SAVLA***				
	At the beginning of the year (1 st April, 2017)	--	--	--	--
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):				
	Date	Method			
	11-12-2017	Buy	2,71,810	14.31%	--
	At the end of the year (31 st March, 2018)	--	--	2,71,810	14.31%

Notes:

***Pursuant to Open Offer for Acquisition of upto 4,94,000 fully Paid-up Equity Shares of Face Value of Rs. 10/- each, constituting 26% of the Paid Up Equity Share Capital and Voting Capital of Himalchuli Food Products Limited from the Public Shareholders of the Company by Nilesh Malshi Savla and Meena Nilesh Savla under Regulations 3(1) & 4 in accordance with Regulations 13(1), 14 and 15(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and Subsequent Amendments Thereto followings Promoters have sold their entire holdings on 11.12.2017 of the Company and now no longer a part of the Company as a Promoters:**

Sr. No.	Name of the Previous Promoters	No. of Shares Sold	%
1	Kaybee Texspin Limited	2,71,810	14.31%
2	Avlon Syntex Private Limited	1,18,730	6.25%
3	Tribest Fineyarns Limited (Formerly known as Saheli Vastra Udyog Limited)	99,600	5.24%
4	Somiya Bong Investments Private Limited	39,700	2.09%
5	Om Prakash Agarwal	18,975	1.00%
6	Om Prakash Agarwal HUF	28,000	1.47%
7	Bilal Memon	29,100	1.53%
8	Ashadevi Agarwal	20,000	1.05%
9	Ratankumar Goel	3,600	0.19%

****Pursuant to Open Offer for Acquisition of upto 4,94,000 fully Paid-up Equity Shares of Face Value of Rs. 10/- each, constituting 26% of the Paid Up Equity Share Capital and Voting Capital of Himalchuli Food Products Limited from the Public Shareholders of the Company by Nilesh Malshi Savla and Meena Nilesh Savla under Regulations 3(1) & 4 in accordance with Regulations 13(1), 14 and 15(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and Subsequent Amendments Thereto followings Promoters are classified as Public Shareholders:**

Sr. No.	Name of the Previous Promoters now classified as Public	No. of Shares	%
1	Vivek O Goel HUF	20,300	1.07%
2	Salma B. Memon	20,000	1.05%
3	Tikamaya Agarwal	19,000	1.00%
4	Rekha V Goel	10,000	0.53%
5	Rahul Ratan Agarwal	10,500	0.55%
6	Juned Bilal Memon	20,100	1.06%
7	Vivek O Goel	11,000	0.58%
8	Adil Bilal Memon	13,700	0.72%
9	Almas Bilal Memon	12,000	0.63%
10	E.E Silas	5,000	0.26%

Sr. No.	Name of the Previous Promoters now classified as Public	No. of Shares	%
11	Manojkumar Agarwal	15,800	0.83%
12	Deepika M Goel	4,000	0.21%
13	Binod Kumar Agarwal	4,000	0.21%
14	Ratankumar Goel HUF	4,500	0.24%
15	Rambilash Agarwal	2,500	0.13%
16	Ragini Agarwal	1,800	0.09%
17	Ahmed Bilal Memon	9,825	0.52%

*****By giving Open Offer for Acquisition of upto 4,94,000 fully Paid-up Equity Shares of Face Value of Rs. 10/- each, constituting 26% of the Paid Up Equity Share Capital and Voting Capital of Himalchuli Food Products Limited from the Public Shareholders of the Company Mr. Nilesh Malshi Savla and Meena Nilesh Savla under Regulations 3(1) & 4 in accordance with Regulations 13(1), 14 and 15(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and Subsequent Amendments are the new Promoters of the Company holding shares as mentioned in the MGT 9.**

D) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the Year 1 st April, 2017		Cumulative Shareholding during the Year 31 st March, 2018	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	VIRAL CHAVDA				
	At the beginning of the year	18,000	0.95%	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change		
	At the end of the year	18,000	0.95%	--	--
2.	DINESH BAINWAL				
	At the beginning of the year	14,375	0.76 %		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	2,700	0.14%		
	Reason: Due to Combining of 2 Folios				
	At the end of the year	17,075	0.90%		
3.	THE MOMAN CO. OP. BANK LTD.				
	At the beginning of the year	10,900	0.57%	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	--	--
	At the end of the year	10,900	0.57%	--	--
4.	NAMRATA MALU				
	At the beginning of the year	7,950	0.42%	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	--	--
	At the end of the year	7,950	0.42%	--	--
5.	SALMA MEMON				
	At the beginning of the year	5,000	0.26%	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	--	--
	At the end of the year	5,000	0.26%	--	--
6.	KUNJAL AMRATLAL DALAL HUF				
	At the beginning of the year	4,000	0.21%	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	--	--
	At the end of the year	4,000	0.21%	--	--
7.	SURYAPRASAD CHIVKULA				
	At the beginning of the year	3,500	0.18%	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	--	--
	At the end of the year	3,500	0.18%	--	--
8.	RAMBILASH RAJARAM JAJOO				
	At the beginning of the year	3,500	0.18%	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for	No Change	No Change	--	--

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the Year 1 st April, 2017		Cumulative Shareholding during the Year 31 st March, 2018	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):				
	At the end of the year	3,500	0.18%	--	--
9.	SANTOSH KUMAR BANSAL				
	At the beginning of the year	3,000	0.16%	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	--	--
	At the end of the year	3,000	0.16%	--	--
10.	RATANKUMAR RAMILAD HUF				
	At the beginning of the year	3,000	0.16%	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	--	--
	At the end of the year	3,000	0.16%	--	--

E) Shareholding of Directors and Key Managerial Personnel:

Sr. No	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the Year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Om Prakash Agarwal (Managing Director)				
	At the beginning of the year	18,975	1.00%	--	--
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):				
	Date	Method			
	11-12-2017	Sell	-18,975	-1.00%	--
	At the end of the year	--	--	--	--
2.	Vivek O Goel (Director & CFO)*				
	At the beginning of the year	11,000	0.58%	--	--
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change		
	At the end of the year	11,000	0.58%	--	--
3.	Rashmikant Ratilal Desai (Director)				
	At the beginning of the year	--	--	--	--
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	--	--	--	--
	At the end of the year	--	--	--	--
4.	Reenaben Bipinchandra Joshi (Director)				
	At the beginning of the year	--	--	--	--
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the	--	--	--	--

Sr. No	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the Year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):				
	At the end of the year	--	--	--	--
5.	Meena Nilesh Savla**				
	At the beginning of the year	--	--	--	--
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):				
	Date	Method			
	11-12-2017	Buy	2,71,810	14.31%	--
	At the end of the year	--	--	2,71,810	14.31%
6.	Nilesh Malshi Savla**				
	At the beginning of the year	--	--	--	--
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):				
	Date	Method			
	11-12-2017	Buy	3,57,705	18.83%	--
	At the end of the year	--	--	3,57,705	18.83%

*Resignation from the post of Director and CFO w.e.f. closing hours on 21.05.2018.

** Appointment as Director of the Company w.e.f. 14.11.2017.

V. **INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	--	29,27,599	--	29,27,599
i) Principal Amount	--	29,27,599	--	29,27,599
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
Total (i+ii+iii)	--	29,27,599	--	29,27,599
Change in Indebtedness during the financial year				
* Addition	--	11,50,000	--	11,50,000
* Reduction	--	(3,54,299)	--	(3,54,299)
Net Change	--	7,95,701	--	7,95,701
Indebtedness at the end of the financial year				
i) Principal Amount	--	37,23,300	--	37,23,300
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
Total (i+ii+iii)	--	37,23,300	--	37,23,300

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager	Total
		Mr. Omprakash Rambilash Agarwal, Managing Director	
1	Gross salary	Nil	Nil
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	--	--
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--	--
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	--	--
2	Stock Option	--	--
3	Sweat Equity	--	--
4	Commission - as % of profit - others, specify...	--	--
5	Others, please specify	--	--
	Total (A)	--	--
	Ceiling as per the Act	11% of the Net Profit	

B. Remuneration to other Directors:

Sr. No.	Particulars of Remuneration	Name of Directors		Total Amount
		Mr. Rashmikanth Ratilal Desai (Independent Directors)	Ms. Reenaben Bipinchandra Joshi (Independent Directors)	
1.	<u>Independent Directors</u> · Fee for attending board committee meetings · Commission · Others, please specify	-- -- --	-- -- --	-- -- --
	Total (1)	--	--	--
2.	<u>Other Non-Executive Directors</u> · Fee for attending board committee meetings · Commission · Others, please specify	-- -- --	-- -- --	-- -- --
	Total (2)	--	--	--
	Total (B)=(1+2)	--	--	--
	Total Managerial Remuneration	--	--	--
	Overall Ceiling as per the Act	11% of Net Profit		

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Sr. No.	Particulars of Remuneration	Vivek Omprakash Goel (Director & CFO)*
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil -- -- --
2.	Stock Option	--
3.	Sweat Equity	--
4.	Commission	--

Sr. No.	Particulars of Remuneration	Vivek Omprakash Goel (Director & CFO)*
	- as % of profit - others, specify...	
5.	Others, please specify	--
6.	Total	Nil

* Nilesh Malshi Savla is appointed as CFO of the Company due to Resignation of Vivek Omprakash Goel as Director and CFO of the Company CFO w.e.f. closing working hours of 21.05.2018 .

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES: NONE

For and on Behalf of the Board of Director

Place: Surat
Date: 13th August, 2018

Omprakash Agarwal
Managing Director
DIN: 1680000

Nilesh Malshi Savla
Director
DIN: 05354691

ANNEXURE - II

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

There were no contracts or arrangements or transactions entered into during the year ended 31st March, 2018, which were not at Arm's length basis.

2. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
1	Name (s) of the related party & nature of relationship	United Raw Material PTE Ltd - Company in which directors are interested.
	Nature of contracts/arrangements/transaction	Rendering service as Commission agent
	Duration of the contracts/arrangements/transaction	F.Y. 2017-2018
	Salient terms of the contracts or arrangements or transaction including the value, if any	Rs. 4,82,166/-
	Date of approval by the Board	30 th May, 2017
	Amount paid as advances, if any	Nil

For and on Behalf of the Board of Director

Place: Surat
Date: 13th August, 2018

Omprakash Agarwal
Managing Director
DIN: 1680000

Nilesh Malshi Savla
Director
DIN: 05354691

ANNEXURE - III

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Himalchuli Food Products Limited
Vishwakarma Chambers,
2nd Floor Majura Gate,
Surat - 395002

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Himalchuli Food Products Limited** (hereinafter called "**the Company**"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended March 31, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by Himalchuli Food Products Limited ("the company") for the financial year ended March 31, 2018 according to the provisions of:
 - i. The Companies Act, 2013 (the Act) and the rules made thereunder;
 - ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
 - iii. The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder;
 - iv. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
2. Provisions of the following Regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 were not applicable to the Company under the financial year 2017-18:
 - a) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - b) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
 - c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

- d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
3. Provisions of the Foreign Management Act, 1999 and the rules and Regulations made thereunder to the extent of External Commercial Borrowings were not attracted to the company under the Audit period.
4. I have also examined compliance with the applicable clauses of the following:

Secretarial Standards issued by The Institute of Company Secretaries of India under the provisions of Companies Act, 2013

During the period under review and as per the explanations and the clarifications given to us and the representation made by the Management of the Company, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above to the extend applicable and subject to the following observation.

1. *Sec 203(1)(ii) of Companies Act, 2013 – Appointment of Key Managerial Personnel*

Pursuant to the provisions of Sec 203(1)(ii) read with Rule 8 of The Companies (Appointment and Remuneration of Managerial Personnel) every Listed Company shall have the following whole time Key Managerial Personnel,-

- a) *Managing Director, or Chief Executive Officer or Manager and in their absence, a whole-time director;*
- b) *Company Secretary; and*
- c) *Chief Financial Officer*

However, during the period under review, the Company has not Appointed Company Secretary as the Key Managerial Personnel.

2. *Regulation 6 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015*

Pursuant to Regulation 6 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 a Listed Company shall designate Qualified Company Secretary as a Compliance officer.

However, during the period under review, the Company has not appointed Compliance officer.

3. *Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 – Advertisement in News Paper*

Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company shall issue a public notice in at least in one English daily newspaper circulating in the whole or substantially the whole of India and in one daily newspaper published in the language of the region, where the registered office of the company is situated for following matters:

- a) *Notice of Board meeting of the Board of Directors where financial results shall be discussed.*
- b) *Financial results within 48 hrs of the conclusion of Board or committee meeting at which they were approved.*
- c) *Statements of deviation(s) or variation(s) as specified in sub-regulation (1) of regulation 32 on quarterly basis, after review by audit committee and its explanation in directors report in Annual report;*
- d) *Notices given to shareholders by advertisement.*

However, during the period under review, the Company has not complied with the requirements of the aforesaid clause of the Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

4. *Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration), Rules, 2014 – News Paper notice for Voting Through Electronic means*

Pursuant to Rule 20 (4) (v) of the Companies (Management and Administration), Rules, 2014 the Company shall cause a public notice by way of an advertisement to be published, immediately on completion of dispatch of notices for the meeting not later than 21 days prior to the date of General Meeting at least once in English newspaper having country wide circulation and once in vernacular language news paper in principle vernacular language of the District in which company is situated, having wide circulation in the District.

However, during the period under review, the Company has not complied with the requirements of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration), Rules, 2014.

5. *Section 91 of the Companies Act 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014 – News Paper Advertisement for Book Closure.*

Pursuant to Section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014, a Listed Company closing the Register of Members shall give news paper advertisement for Book Closure at least 7 days prior to the Book Closure in vernacular newspaper in the principle vernacular language of the District and having a wide circulation in the place where registered office of the Company is situated also at least once in English Language in an English Newspaper circulating in that district and having wide circulation in the place where the Registered office of the Company is situated.

However, during the period under review, the Company has not complied with the requirement of Section 91 of the Companies Act read with Rule 10 of the Companies (Management and Administration) Rules, 2014.

6. *100% Promoter Shareholding in Demat Form - SEBI Circular SEBI/Cir/ISD/05/2011 dated 30th September, 2011 and SEBI Circular SEBI/Cir/ISD/03/2011 dated 17th June, 2011.*

Further to the SEBI circular SEBI/Cir/ISD/03/2011 dated 17th June, 2011 and with reference to the SEBI Circular SEBI/Cir/ISD/05/2011 dated 30th September, 2011 SEBI in consultation with Stock Exchanges, has decided that the securities of companies shall be traded in the normal segment of the exchange if and only if, the company has achieved 100% of promoter's and promoter group's shareholding in dematerialized form latest by the quarter ended December, 2011.

However, during the year under review the Company has not complied with the SEBI Circular SEBI/Cir/ISD/05/2011 dated 30th September, 2011 during the year.

As informed to me, there is no such instance/ transactions where the approval required to be taken from the Central Government, Tribunal, Regional Director, Registrar, court or such other authorities under the various provisions of the Act, however, as per my observations those offences compoundable under the Act shall be compounded.

I further report that; Securities and Exchange Board of India (SEBI) and Exchanges in order to enhance market integrity and safeguard interest of investors, have introduced Graded Surveillance Measures (GSM) wherein certain identified securities shall be subjected to enhanced monitoring and surveillance actions. The Company is kept under Graded Surveillance Measures (GSM) by BSE Limited.

I further report that; the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice for the Board/Committee Meetings was given to all directors to schedule the Board/Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that; as represented by the Company and relied upon by us there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the Company has passed the following Board Resolutions which are having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

I further report that during the audit period, there were no instances of:

1. Public/Right/Preferential Issue of securities;
2. Redemption/Buy Back of Securities;
3. Merger/Amalgamation etc.;
4. Foreign technical Collaborations

I further report that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, Accounting Standards etc. has not been reviewed in this Audit, since the same is subject to review by designated professional/s during the course of statutory financial audit.

I further state that my report of even date is to be read alongwith "**Annexure – A**" appended hereto.

**FOR PAYAL TACHAK & ASSOCIATES
PRACTICING COMPANY SECRETARY**

**CS PAYAL TACHAK
PROPRIETOR
ACS 38016
CP 15010**

**PLACE: MUMBAI
DATE: 13th AUGUST, 2018**

'ANNEXURE A'

**To,
The Members,
Himalchuli Food Products Limited
Vishwakarma Chambers,
2nd Floor Majura Gate,
Surat - 395002**

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**FOR PAYAL TACHAK & ASSOCIATES
PRACTICING COMPANY SECRETARY**

**CS PAYAL TACHAK
PROPRIETOR
ACS 38016
CP 15010**

**PLACE: MUMBAI
DATE: 13th AUGUST, 2018**

MANAGEMENT DISCUSSION AND ANALYSIS

Overview

The Company is not carrying out any specific business. Considering the fact that the Company has adequate resources to continue in operational existence for the foreseeable future and taking into account the management assessment of improvement in the economic condition in general. The Company is getting its revenue out of commission.

Financial performance & review

The Company made a loss of Rs. -95,692/- during current financial year as against loss of Rs. -1,55,207/- during the previous year.

Segment wise performance

As there is no particular operational activity, hence segment wise performance is not applicable.

Outlook

Due to change in the business activity from food business to other activity forecasting outlook is not wise since any particular business not yet started. The Directors are under the process of exploring other avenues of diversifying into new areas of business.

Risk Management

Your Company has no specific risks other than normal business problems which are explained above.

Internal Controls

The Company has adequate internal control procedures and has well defined business processes to ensure the efficiency and effectiveness of the efforts that go in managing various assets and interests of the Company.

Subsidiaries

Your Company has no subsidiary Companies.

CEO/CFO Certification

We hereby certify that:

- a) We have reviewed the financial statements and cash flow statement for the year ended 31st March, 2018 and to the best of our knowledge and belief:
 - i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b) They are, to the best of our knowledge and belief; no transactions entered into by the Company during the year ended 31st March, 2018 are fraudulent, illegal or violate any of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware, have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee that there are no:
 - i) Significant changes in internal control over financial reporting during the year under reference;
 - ii) Significant changes in accounting policies during the year requiring disclosure in the notes to the financial statements; and
 - iii) Instances during the year of significant fraud with involvement therein, if any, of the management or any employee having a significant role in the Company's internal control system over financial reporting.

FOR HIMALCHULI FOOD PRODUCTS LIMITED

Date: 13th August, 2018

Place: Surat

**NILESH MALSHI SAVLA
CHIEF FINANCIAL OFFICER (CFO)**

INDEPENDENT AUDITORS' REPORT

To the Members of HIMALCHULI FOOD PRODUCTS LIMITED Report on the Financial Statements

We have audited the accompanied Financials Statements of **HIMALCHULI FOOD PRODUCTS LIMITED** (the "Company") which comprises the Balance Sheet as at 31st March, 2018, the Statement of Profit & Loss, the Cash Flow for the year ended and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of Companies Act 2013('the Act') with respect to preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with accounting principles generally accepted in India including accounting standards specified under section 133 of the Act, read with rule 7 of the companies (accounts) rules 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities, selection and application of appropriate accounting policies, making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal controls relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have conducted our audit in accordance with the standards of auditing issued by the Institute of Chartered Accountants of India. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatements of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design the audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March 2018.
- b) In the case of the statement of Profit and Loss, of the Profit of the Company for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 (the "Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Companies Act 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Companies Act 2013, we report that:
 - a) We have obtained all the information's and explanations which to the best of our knowledge and beliefs were necessary for the purposes of our audit.
 - b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet & Statement of the Profit and Loss dealt with by this report are in agreement with the books of account.

- d) In our opinion, the Balance Sheet, the Statement of the Profit and Loss Account comply with the Accounting Standards notified under the Act read with General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013.
- e) On the basis of written representation received from directors taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March 2018 from being appointed as a director in term of sub-section (2) of Section 164 of the Companies Act 2013.
- f) The company has adequate internal financial controls system in place and the same is operating effectively.

**FOR M. M. GALA & ASSOCIATES
CHARTERED ACCOUNTANTS
(REGISTRATION NO. 124913W)**

**MAHESH M. GALA
PROPRIETOR
MEMBERSHIP NO.: 116548**

**Place: Thane
Date: 21.05.2018**

ANNEXURE TO THE AUDITORS' REPORT

(Referred to in paragraph 1 under the heading 'report on other legal and regulatory requirements' of our report of even date)

The Annexure referred to in our report to the members of **HIMALCHULI FOOD PRODUCTS LIMITED** (the "Company") for the year Ended on **31st March 2018**. We report on the matters specified in paragraphs 3 and 4 of the Order that:--

(i)	(a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
	(b) The fixed assets have been physically verified by the management at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
(ii)	The company is not into trading or manufacturing activity therefore it does not hold any inventory and this clause of paragraph 3 is not applicable.
(iii)	The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Therefore the provisions of sub clause (a) & (b) of clause (iii) of paragraph 3 are not applicable.
(iv)	In our opinion and on the basis of the explanations provided to us, the company has not sold goods during the year and the Company has not purchased the inventory during the year.
(v)	Based on the information and explanation given to us, the company has not accepted deposits, during the period covered by our audit. The management has informed us that there were no directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under, where not applicable. No order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal in this regard in case of the company.
(vi)	The Central Government has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Companies Act 2013 in regards to the company.
(vii)	According to the information and explanation given to us, the company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities.
	(b) As informed by the management there were no dues of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess, which have not been deposited on account of any dispute.
	(c) As informed to us, there were no such amounts required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under.
(viii)	During the period under audit the company has accumulated losses at the end of financial year. The company has incurred cash loss in current financial year and incurred cash loss in the immediately preceding financial year.
(ix)	As per the information and explanation given to us, the Company has not defaulted in repayment of dues to a financial institution or bank or debenture holders and does not have any such dues from such institutions.
(x)	As per the information and explanation given to us, the company has not given any guarantee for loans taken by others from bank or financial institutions.
(xi)	In our opinion and as per the information and explanation given to us the no term loans were applied.
(xii)	As per the information and explanation given to us, no fraud on or by the company has been noticed or reported during the year.

For **M.M Gala & Associates**
Chartered Accountants
(Registration No. 124913W)

Mahesh M. Gala
Proprietor
Membership No. 116548

Place: Thane
Date: 21.05.2018.

HIMALCHULI FOOD PRODUCTS LIMITED

BALANCE SHEET AS AT MARCH 31, 2018

	Particulars	Notes	As at 31.03.2018	As at 31.03.2017
I.	EQUITY AND LIABILITIES			
A	SHAREHOLDERS FUND :			
	Share Capital	1	190,00,000	190,00,000
	Reserves & Surplus	2	(279,80,760)	(278,85,068)
B	NON-CURRENT LIABILITIES			
C	CURRENT LIABILITIES			
	Short -Term Borrowings	3	37,23,300	29,27,599
	Trade Payables	4	57,64,021	64,83,141
	Short Term Provision - Taxation		9,098	0
	TOTAL LIABILITIES		5,15,659	5,25,673
II.	ASSETS			
A	NON- CURRENT ASSETS			
	Fixed Assets		0	0
	Non-current Investments	5	32,595	33,595
	Long term loans and advances	6	38,525	38,525
	Other non-current assets		0	0
B	CURRENT ASSETS			
	Inventories		0	0
	Trade Receivables	7	4,09,282	4,09,282
	Cash & Bank	8	35,257	44,273
	Short-term loans and advances (Income Tax)		0	0
	Other current assets		0	0
	TOTAL ASSETS		5,15,659	5,25,673
Significant Accounting Policies and Notes on the Financial Statement.				
This is the Balance Sheet referred to in our Report of even date.		1 to 18		
As per our Report of even date				

M. M. GALA & ASSOCIATES
CHARTERED ACCOUNTANTS

HIMALCHULI FOOD PRODUCTS LIMITED

OMPRAKASH RAMBILASH AGARWAL
MANAGING DIRECTOR
DIN: 01680000

(MAHESH MURJI GALA-PROPRIETOR)
MEMBERSHIP NO. 116548
FRN - 124913W
DATE : 21ST MAY, 2018
PLACE : THANE

VIVEK GOEL
DIRECTOR & CFO
DIN: 02364914

PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED ON MARCH 31, 2018.				
	Particulars	Notes	For Year Ending On 31.03.2018	For Year Ending On 31.03.2017
I	INCOME:			
	Revenue from operations	9	4,82,166	4,12,156
	Other income	10	0	0
	Total Revenue		4,82,166	4,12,156
II	EXPENDITURE:			
	Purchase of Stock-in-Trade		0	0
	Other Expenses	11	5,77,858	5,67,363
	Total Expenses		5,77,858	5,67,363
III	Profit before exceptional and extraordinary items and tax		-95,692	-1,55,207
IV	Exceptional Items & Extraordinary Items		0	0
V	Profit Before tax (V-VI)		-95,692	-1,55,207
VI	Tax Expenses:			
	Current Income Tax		0	0
VII	Profit for the Year (PAT)		-95,692	-1,55,207
VIII	Basic and Diluted EPS on Face Value of Rs 10 Each	12	-0.05	-0.08
	Significant Accounting Policies and Notes on the Financial Statement.	1 to 18		
	This is the Balance Sheet referred to in our Report of even date.			
	As per our Report of even date			

M. M. GALA & ASSOCIATES
CHARTERED ACCOUNTANTS

HIMALCHULI FOOD PRODUCTS LIMITED

OMPRAKASH RAMBILASH AGARWAL
MANAGING DIRECTOR
DIN: 01680000

(MAHESH MURJI GALA-PROPRIETOR)
MEMBERSHIP NO. 116548
FRN - 124913W
DATE : 21ST MAY, 2018
PLACE : THANE

VIVEK GOEL
DIRECTOR & CFO
DIN: 02364914

HIMALCHULI FOOD PRODUCTS LIMITED
CASH FLOW STATEMENT AS AT MARCH 31, 2018

Particulars		As at 31.03.2018	As at 31.03.2017
CASH FLOWS FROM OPERATING ACTIVITIES			
Net Profit before Taxation		-95,692	-1,55,207
Add: Income Tax		0	0
Add: Asset Written Off		0	1,80,622
Less : Profit/loss on sale of assets (other income)		-7,000	0
Operating profit before working capital changes		(1,02,692)	25,415
Increase / (Decrease) in Current Liabilities		-7,10,022	1,410
Increase / (Decrease) in Sundry Debtors		0	0
Increase / (Decrease) in Loans & Advances (Operating Assets)		0	0
Increase / (Decrease) in Other Assets		0	0
Less : Income Tax paid		0	0
Cash generated from operations	(A)	-8,12,714	26,825
CASH FLOWS FROM INVESTING ACTIVITIES			
Redemption of Investment - (Sale of Jindal Steel Works Ltd Shares)		8,000	0
Net cash from investing activities	(B)	8,000	0
CASH FLOWS FROM FINANCING ACTIVITIES			
Increase / (Decrease) in unsecured loans		7,95,701	-41,000
Net cash from financing activities	(C)	7,95,701	-41,000
Net Increase in Cash & Cash Equivalents	(A+B+C)	-9,013	-14,175
Opening Balance - Cash & Cash Equivalents		44,273	58,449
Closing Balance - Cash & Cash Equivalents		35,257	44,273

HIMALCHULI FOOD PRODUCTS LIMITED

HIMALCHULI FOOD PRODUCTS LIMITED

OMPRAKASH RAMBILASH AGARWAL
MANAGING DIRECTOR
DIN: 01680000

VIVEK GOEL
DIRECTOR & CFO
DIN: 02364914

AUDITORS' CERTIFICATE

We have verified the above cash flow statement of HIMALCHULI FOOD PRODUCTS LIMITED, derived from the audited annual financial statement for the year ended 31st March, 2018 and found the same to be correct.

AS PER OUR REPORT OF EVEN DATE

**M. M. GALA & ASSOCIATES
CHARTERED ACCOUNTANTS**

(MAHESH MURJI GALA-PROPRIETOR)
MEMBERSHIP NO. 116548
FRN - 124913W
DATE: 21ST MAY, 2018
PLACE: THANE

HIMALCHULI FOOD PRODUCTS LIMITED

NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2018

Note	Particulars	As at 31.03.2018	As at 31.03.2017
1	SHARE CAPITAL		
	AUTHORISED		
	7,000,000 (Previous Year : 7,000,000)		
	Equity Shares of Rs. 10/- each	700,00,000	700,00,000
	ISSUED, SUBSCRIBED AND FULLY PAID UP		
	1,900,000 (Previous Year : 1,900,000)		
	Equity Shares of Rs. 10/- each	190,00,000	190,00,000
		190,00,000	190,00,000
1.1	Reconciliation of Share Capital		
	Eq-Shares at Beginning of the Year- 1900000 share (PY: 1900000 share)	190,00,000	190,00,000
	Add: Issued During the Year	0	0
	Eq-Shares at End of the Year- 1900000 share (PY: 1900000 share)	190,00,000	190,00,000
1.2	Details of share holder holding more than 5% shares		
	Kaybeen Texpin Limited	-	271810 (14.31%)
	Avlon Syntex Pvt. Ltd.	-	118730 (6.25%)
	Saheli Vastra Udyog Ltd.	-	99600 (5.24%)
	Nilesh M Savla	357705 (18.83%)	-
	Meena N Savla	271810 (14.31%)	-
2	RESERVE & SURPLUS		
	General Reserve		
	Balance at the beginning of the Year	9,39,456	9,39,456
	Add: Addition/Deduction/Movement During the Year	0	0
	Balance at the end of the Year	9,39,456	9,39,456
	Investment Allowance Utilisation A/c		
	Balance at the beginning of the Year	6,00,000	6,00,000
	Add: Addition on Issue of shares during the Year	0	0
	Balance at the end of the Year	6,00,000	6,00,000
	Surplus/(Deficit) in Profit and Loss A/c		
	Balance at the beginning of the Year	(294,24,524)	(292,69,315)
	Add: Profit (Loss) during the Year	(95,692)	(1,55,207)
	Balance at the end of the Year	(295,20,216)	(294,24,524)
		(279,80,760)	(278,85,068)
3	SHORT TERM BORROWINGS		
	UNSECURED		
3.1	Loan from concern in which directors are interested		
	Saheli Vastra Udhdyog Ltd.	25,73,300	27,92,300
		25,73,300	27,92,300
3.2	Loan from directors / relatives of the directors		
	Omprakash Agrawal	0	1,35,299

HIMALCHULI FOOD PRODUCTS LIMITED

NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2018

Note	Particulars	As at 31.03.2018	As at 31.03.2017
	(Loans from Related Parties are Interest-free)		
3.3	Advance Received from Directors		
	Advance Received from Meena Savla	5,00,000	-
	Advance Received from Nilesh Savla	6,50,000	-
		11,50,000	1,35,299
4	TRADE PAYABLES		
	Trade Payables	57,64,021	64,83,141
		57,64,021	64,83,141
5	NON CURRENT INVESTMENTS		
5.1	QUOTED :- Non Trade Investments (at cost Fully paid)		
	10 Eq. (P.Y.10) Steel Co. Guj. Ltd.	0	0
	236 Eq. (P.Y.236) Reliance Power Ltd.	5,915	5,915
	100 Eq. (P.Y.100) Apple Finance. Ltd.	4,500	4,500
		10,415	10,415
5.2	UN-QUOTED :- Non Trade Investments (at cost Fully paid)		
	500 Eq. (P.Y.500) Vitta Mazda Ltd.	0	0
	100 Eq. (P.Y.100) Zenith Ltd.	0	0
	40 Eq.(P.Y.40) Jindal Steel Work Ltd.	0	1,000
	200 Eq. (P.Y.200) Rajratan Synthetics Ltd.	0	0
	14700 Eq. (P.Y.14700) Mazdaa Textile Ind. Ltd.	0	0
	1000 Eq.(P.Y.1000) Magna Industries & Export Ltd.	10,000	10,000
	300 Eq.(P.Y.300) Champion Cement Industries Ltd.	3,000	3,000
	100 Eq. (P.Y.100) Garden Cotton & Yarn Ltd.	3,000	3,000
	50 Eq. (P.Y.50) Essar Oil Ltd.	4,120	4,120
	50 Deb. Part-B (P.Y. 50) Essar Oil Ltd.	2,060	2,060
		22,180	23,180
		32,595	33,595
	Aggregate Market Value of Quoted Investments	8,785	11,600
		8,785	11,600
6	LONG TERM LOANS AND ADVANCES		
	Deposits	5,066	5,066
	Advance Income Tax (Net)	33,459	33,459
		38,525	38,525
7	TRADE RECEIVABLES		
	Unsecured & Considered good		
	Debts outstanding for a period exceeding six months		
	Related Parties - Kayavlon Impex Pvt. Ltd.	-	0
	Related Parties - Somiyabong Investment Pvt. Ltd	4,09,282	4,09,282
		4,09,282	4,09,282
8	CASH AND BANK BALANCE		
	Cash on hand:		
	In Indian Rupees	8,953	8,957
	Bank balance :		
	In Current Account - In India	26,304	35,316
		35,257	44,273
9	REVENUE FROM OPERATION		
	Commission	4,82,166	4,12,156

HIMALCHULI FOOD PRODUCTS LIMITED

NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2018

Note	Particulars	As at 31.03.2018	As at 31.03.2017
		4,82,166	4,12,156
10	OTHER INCOME		
	Interest on Income Tax Refund	0	0
		0	0
11	OTHER EXPENSES		
	Bank Commission & charges	7,153	3,754
	Misc. Expenses	1,004	0
	Legal & Professional Fees	2,52,701	1,21,372
	Listing Fees(Exchange Registration Fees)	2,87,500	2,29,000
	Sundry Balance Written Off	-	1,94,262
	Auditor Remuneration :		
	For Audit fees	29,500	14,950
	For Taxation Fees	-	4,025
		5,77,858	5,67,363
12	EARNING PER SHARE (EPS)		
	Net Profit after Tax as per Profit and Loss Account attributable to Eq-Share Holders	(95,692)	(1,55,207)
	Weighted Average number of Equity Shares:	19,00,000	19,00,000
	Face Value Per Share	10	10
	Basic and Diluted Earnings per Share	(0)	(0)
13	ADDITIONAL INFORMATION TO THE FINANCIAL STATEMENT		
	DISCLOSURES ON AMOUNT OUTSTANDING TO MICRO, SMALL AND MEDIUM ENTERPRISES - Based on available information with the company.		
	(This has been relied upon by the auditors)		
	Principal Amount due and remaining unpaid	0	0
	Interest due on above and unpaid interest	0	0
	Interest paid	0	0
	Payment made beyond the appointed day during the year	0	0
	Interest due and payable for the period of delay	0	0
	Interest accrued and remained unpaid	0	0
	Amount of further interest remaining due and payable in succeeding years	0	0
	Earnings in Foreign Currency - Commission Income	4,82,166	4,12,156
	Expenditure in foreign Currency	0	0
14	SEGMENT INFORMATION		
	<u>Primary Segment:</u>		
	The company is engaged in the Commission Business and it is the primary segment.		
	<u>Secondary Segment:</u>		
	The company has one geographical segments based upon location of customers - within India.		
15	RELATED PARTY DISCLOSURE		
15.1	Name of Related Parties (As identify by management)		
	<u>Key Management Personnel (KMP)</u>		
	Vivek Omprakash Goel		
	Rashmikant Ratilal Desai		
	Reenaben Bipinchandra Joshi		

HIMALCHULI FOOD PRODUCTS LIMITED			
NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2018			
Note	Particulars	As at 31.03.2018	As at 31.03.2017
	Omprakash Rambhilash Agrawal		
	Concern in which director is interested		
	Kay bee Tex-Spin Ltd.		
	Saheli Vastra Udyog Ltd		
	Somiyabong Investment Pvt. Ltd.		
15.2	Details of Transactions with Related Parties during the year		
	Loans Repayment during the year		
	Omprakash Agrawal	1,35,299	41,000
	Saheli Vastra Udyog Ltd	2,19,000	-
15.3	Balance Outstanding - Borrowings		
	Saheli Vastra Udyog Ltd	25,73,300	27,92,300
	Omprakash Rambhilash Agrawal	0	1,35,299
15.4	Balance Outstanding - Trade Receivable		
	Kayavlon Impex Pvt. Ltd.	0	0
	Somiyabong Investment Pvt. Ltd.	4,09,282	4,09,282
16	LEASE ARRANGEMENTS		
	There is no Lease Agreement during the year by the Assessee.		
17	DEFERRED TAX (LIABILITY) / ASSETS:		
	The company has not recognised deferred tax assets/liabilities during the current year on account of the Carried Forward Losses and unreason ability of future sufficient profit against which it is adjusted.		
18	Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.		

M. M. GALA & ASSOCIATES
CHARTERED ACCOUNTANTS

HIMALCHULI FOOD PRODUCTS LIMITED

OMPRAKASH RAMBILASH AGARWAL
MANAGING DIRECTOR
DIN: 01680000

(MAHESH MURJI GALA-PROPRIETOR)
MEMBERSHIP NO. 116548
FRN - 124913W
DATE : 21ST MAY, 2018
PLACE : THANE

VIVEK GOEL
DIRECTOR & CFO
DIN: 02364914

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID

I/We, being the member(s) of _____ shares of the above named company. Hereby appoint

Name :	E-mail Id:
Address:	
Signature , or failing him	
Name :	E-mail Id:
Address:	
Signature , or failing him	
Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual General Meeting of the company, to be held on **Tuesday, 18th September, 2018 at 11.00 a.m.** at Second floor, Vishwakarma Chambers, Majura gate, Ring Road, Surat - 395 002 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

Sl. No.	Resolution(S)	Vote	
		For	Against
ORDINARY RESOLUTION			
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31 st March, 2018		
2.	Re-Appointment of Mr. Omprakash Agarwal (DIN: 01680000) pursuant to retirement by rotation eligible for re-appointment		
SPECIAL RESOLUTION			
3.	Regularization of Appointment of Mr. SAMIRKUMAR BHARATBHAI SAMPAT (DIN: 08116619) as Independent Director of the Company.		

* Applicable for investors holding shares in Electronic form.

Affix Revenue Stamps

Signed this ___ day of ___ 20 ___

Signature of Shareholder Signature of Proxy holder Signature of the shareholder across Revenue Stamp

Note:

1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

2) The proxy need not be a member of the company

HIMALCHULI FOOD PRODUCTS LIMITED

**Registered Office: Second Floor, Vishwakarma Chambers, Majura Gate, Ring Road, Surat - 395002
CIN: L15400GJ1986PLC008652**

ATTENDANCE SLIP

Please complete this attendance slip and hand it over at the entrance of the hall

I, hereby record my attendance at the Annual General Meeting of the members of Himalchuli Food Products Limited will be held on **Tuesday, 18th September, 2018 at 11.00 a.m.** at Second Floor, Vishwakarma Chambers, Majura Gate, Ring Road, Surat – 395 002.

DP ID :		CLIENT ID :	
NAME AND ADDRESS OF SHAREHOLDER (IN BLOCK CAPITALS)			FOLIO NO.

SIGNATURE OF THE SHARE HOLDER OR PROXY: _____

----- ✂ ----- ✂ ----- ✂ ----- ✂ -----

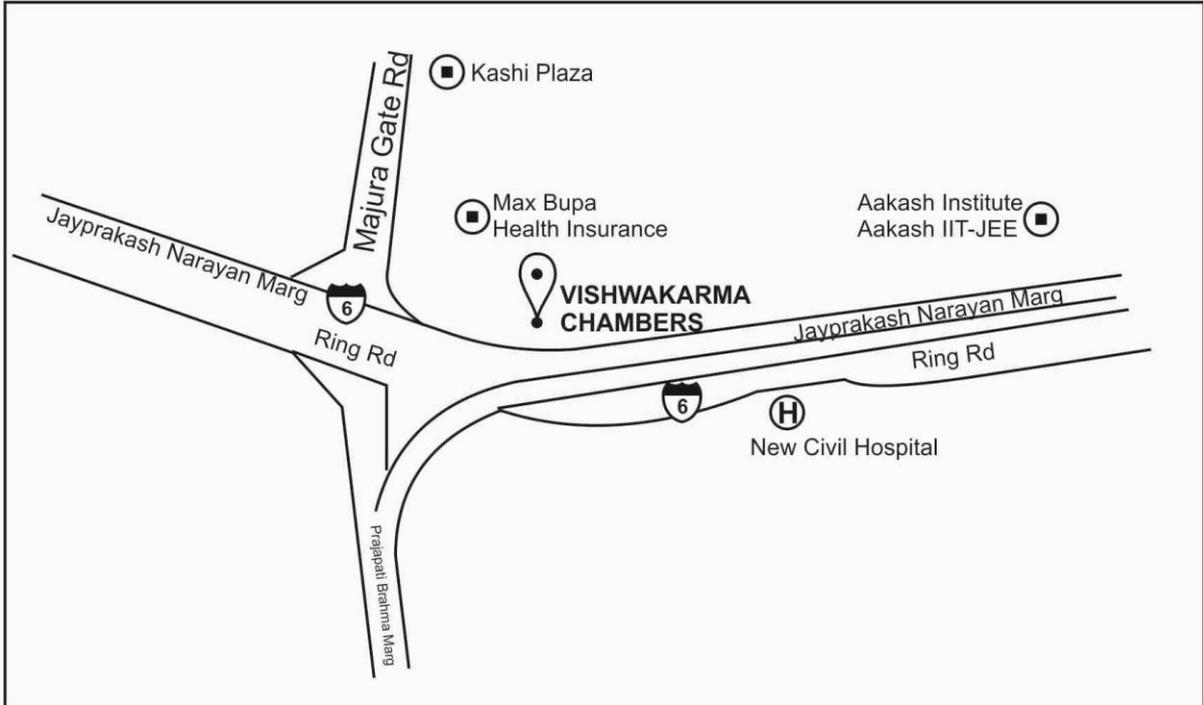
EVSN (Electronic Voting Event Number)	USER ID	PASSWORD/PIN

Note: E-voting period: 15th September, 2018 at 9.00 a.m. IST and ends on 17th September, 2018 at 05.00 p.m. IST.

If you have any query regarding e-voting Password/PIN, please contact at helpdesk.evoting@cdslindia.com

(Member's /Proxy's Signature)

ROUTE MAP FOR THE VENUE OF THE ANNUAL GENERAL MEETING
Second Floor, Vishwakarma Chambers, Majura Gate, Ring Road, Surat – 395 002.



BOOK POST

**HIMALCHULI FOOD PRODUCTS LIMITED
SECOND FLOOR, VISHWAKARMA CHAMBERS, MAJURA GATE,
RING ROAD, SURAT - 395 002**