

HIMALCHULI FOOD PRODUCTS LIMITED

Reg. Off : B-102, Saraswati Apt. Radhakrishna, Marg Mogra
Village, Andheri (East), Mumbai - 400069
Phone: 022-26875180
Email : himalchulifoodproducts@gmail.com
Website: www.hfpltd.in
CIN: L15400MH1986PLC316001

Date: 03/09/2019

To
The Manager
Department of Corporate Services
BSE Ltd.
Dalal Street, Fort
Mumbai – 400 001

Sub.:- Notice of Annual General Meeting and Annual Report FY 2018-19

Ref.:- Scrip Code – 511169

Dear Sir / Madam,

With regards to the captioned subject find enclosed herewith Notice of the 33rd Annual General Meeting and Annual Report for the FY 2018-2019 of Himalchuli Food Products Limited to be held on 26/09/2019.

Kindly take the same on your records.

Thanking you,

Yours faithfully,

FOR HIMALCHULI FOOD PRODUCTS LIMITED



**NILESH SAVLA
DIRECTOR**

Encl: as above

**HIMALCHULI FOOD
PRODUCTS LIMITED**

33rd

**ANNUAL REPORT
(2018-19)**

BOARD OF DIRECTORS

| | |
|--------------------------------|----------------------|
| Omprakash Rambilash Agarwal*** | Managing Director |
| Vivek Omprakash Goel* | Director & CFO |
| Meena Nilesh Savla | Director |
| Nilesh Malshi Savla | Director & CFO |
| Rashmikant Ratilal Desai*** | Independent Director |
| Reenaben Bipinchandra Joshi*** | Independent Director |
| Samirkumar Bharatbhai Sampat** | Independent Director |
| Hetal Dave**** | Independent Director |

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

*** Resigned w.e.f. 29th March, 2019

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

**** Appointed w.e.f. 29th March, 2019

REGISTERED OFFICE

Address: B-102, Saraswati Apt. Radhakrishna, Marg Mogra Village, Andheri (East), Mumbai - 400069

Tel: 022-26875180,

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: support@purvashare.com

Web: www.purvashare.com

ANNUAL GENERAL MEETING

| | |
|--------------|--|
| Day | Thursday |
| Date | 26-09-2019 |
| Venue | B-102, Saraswati Apt. Radhakrishna, Marg Mogra Village, Andheri (East), Mumbai - 400069 |
| Time | 11.00 AM |

INDEX

| Sr. No. | Particulars | Pg. No. |
|----------------|---|----------------|
| 1. | Notice | 1 |
| 2. | Directors' Report | 10 |
| | i. MGT - 9 | 16 |
| | ii. MR -3 | 25 |
| 3. | Management Discussion and Analysis | 30 |
| 4. | CEO/CFO Certificate | 31 |
| 5. | Independent Auditors Report | 32 |
| | i. Balance sheet | 40 |
| | ii. Statement of Profit and Loss Account | 41 |
| | iii. Cash Flow Statement | 42 |
| | iv. Notes to the Financial Statement | 43 |
| 6. | Proxy Form | 49 |
| 7. | Attendance Slip | 50 |

NOTICE TO THE MEMBERS

HIMALCHULI FOOD PRODUCTS LIMITED

Registered Add: B-102, Saraswati Apt, Radhakrishna Marg, Mogra Village, Andheri (East). Mumbai - 400069

CIN: L15400MH1986PLC316001

Website: www.hfpltd.in

Email: himalchulifoodproducts@gmail.com

Tel.: 022-26875180

NOTICE is hereby given that the 33rd Annual General Meeting of the Members of **HIMALCHULI FOOD PRODUCTS LIMITED** will be held on **Thursday, 26th September, 2019** at **11.00 AM** at B-102, Saraswati Apt, Radhakrishna Marg, Mogra Village, Andheri (East), Mumbai-400069 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2019, 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. Nilesh Savla (DIN: 05354691) who retires by rotation, and being eligible offers himself for reappointment.

SPECIAL BUSINESS

3. **To Regularize appointment of HETAL MUKESH DAVE (DIN: 08397075) 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 **HETAL MUKESH DAVE (DIN: 08397075)**, 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 **29th March, 2019 to 28th March, 2024.**”

4. **To Reduce Share Capital of the Company.**

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

“RESOLVED THAT subject to the sanction of the Scheme of Arrangement by way of Amalgamation of RKD Trendy Retailers Private Limited with Himalchuli Food Products Limited (“the Scheme”) by the National Company Law Tribunal, Mumbai Bench, Mumbai (“the NCLT”) and other appropriate authorities, if any, proposed by the Company pursuant to the provisions of Sections 230 to 232 read with Section 66 of the Companies Act, 2013 The share capital of the Company be reduced from Rs. 1,90,00,000 (Rupees One Crore Ninety Lac Only) divided into 19,00,000 equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 19,00,000 /- (Rupees Nineteen Lacs only) divided into 19,00,000 equity shares of Re. 1/- (Rupee One Only) each fully paid up by adjusting against Debit balance of Rs. 1,71,00,000/- (Rupees One Crore Seventy One Lac Only) in Profit and Loss Account which is lost or un-represented by the available assets .

RESOLVED FURTHER THAT the reduction of Company's paid up equity share capital as indicated above is subject to following terms and conditions:

- a) After the Hon'ble National Company Law Tribunal, Mumbai Bench, Mumbai confirms the reduction, the Company shall extinguish such paid up Equity share capital which has been written off against the debit balance of Profit and Loss account.
- b) On extinguishments of the paid-up share capital as provided in (a) above, the Paid-up equity share capital shall stand reduced to Rs. 19,00,000/- (Rupees Nineteen Lacs only) divided into 19,00,000 equity shares of Re. 1/- (Rupee One Only) each fully paid.

RESOLVED FURTHER THAT upon extinguishment of such Share Capital the issued, subscribed and paid up Equity Share Capital of the Company shall stand reduced to the extent of the face of equity shares so extinguished on the record date.

RESOLVED FURTHER THAT for all the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient, usual or proper or desirable and to settle any question, difficulty or doubt whatsoever may arise in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers which may be so delegated by law, to any director or committee of directors of the Company to give effect to aforesaid Resolutions.

5. Reduction in face value of Equity Shares of the Company from Rs. 10/- each to Re. 1/- each.

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

“RESOLVED THAT upon the reduction of capital set out in resolution no. 4 and pursuant to the provisions of section 61 and other applicable provisions, if any, of the Companies Act, 2013 and of the Articles of Association of the Company, the nominal value of the fully paid up Equity Share of Rs. 10/- (Rupees Ten Only) each of the Company be and shall stand reduced to Re. 1/- (Rupees One Only) per share and the relevant clauses in the Memorandum of Association of the Company be accordingly altered as proposed in the resolutions as item no. 6 of this notice.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company ('the Board') (which expression shall also include a duly authorized committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient, usual or proper or desirable and to settle any question, difficulty or doubt whatsoever may arise in this regard.”

6. Alteration of Capital clause of Memorandum of Association

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

“RESOLVED THAT upon reduction of capital as set out in resolution at item no. 4 becoming finally effective and pursuant to section 13 read with 61 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modifications or re-enactment thereof for the time being in force) and subject to such other approval from the concerned authorities, the existing clause V of the Memorandum of Association of the company be substituted with the following new clause:

- V. The Authorised Share Capital of the Company is Rs. 7,00,00,000 (Rupees Seven Crores only) divided into 700,00,000 (Seven Crores only) equity shares of Re. 1/- (Rupee One only) each with power to increase, reduce, modify and cancel the same and to divide the original or increased or reduced or modified capital into several classes subject to the provisions of the Act and to attach thereto such preferential, qualified or

special rights, privileges or conditions as may be determined by or in accordance with the Regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being, be provided by the regulations of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company ('the Board') (which expression shall also include a duly authorized committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient, usual or proper or desirable and to settle any question, difficulty or doubt whatsoever may arise in this regard."

By Order of the Board of Directors

Place: Mumbai
Date: 30th August, 2019

Nilesh Savla
Director
DIN: 05354691

REGISTERED OFFICE:

**B-102, Saraswati Apt. Radhakrishna Marg,
Mogra Village, Andheri (East), Mumbai- 400069**

NOTES:

1. A statement giving the relevant details of the Directors 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 20th September, 2019 to 26th September, 2019 (both days inclusive) for the purpose of Annual General Meeting (AGM) of the Company to be held on 26th September, 2019
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: support@purvashare.com
11. The Notice of the AGM along with the Annual Report 2018-19 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 33rd 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 23rd September, 2019 at (9.00 AM) and ends on 25th September, 2019 at (5.00 PM). During this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 19th September, 2019, 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.
- (xxi) Those persons, who have acquired shares and have become Members of the Company after the dispatch of Notice of the AGM by the Company and whose names appear in the Register of Members or Register of beneficial holders as on cut-off date i.e. 19th September, 2019 shall view the Notice of the 33rd AGM on the Company’s website or on the website of CDSL. Such Members shall exercise their voting rights through remote e-voting by following the procedure as mentioned above or by voting at the AGM.
- (xxii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (xxiii) M/s PAYAL TACHAK & ASSOCIATES., Practicing Company Secretaries has been appointed as a Scrutinizer to scrutinize the remote e-voting for the AGM. E-Voting is optional to the shareholders, the shareholders can alternatively vote in the AGM by physically attending the AGM. The facility for voting, through ballot paper shall also be made available at the venue of the AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM. A Member can opt for only one mode of voting i.e. either through e-voting or in physical form. If a Member casts his/her vote by both modes, then voting done through e-voting shall prevail and the vote by ballot shall be treated as invalid.
- (xxiv) The Voting Results along with the Consolidated Scrutinizer’s report shall be placed on the Company’s website and on the website of CDSL not later than three days of conclusion of the AGM of the Company and communicated to the Bombay Stock Exchange (BSE).

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

ITEM NO. 3

HETAL DAVE (DIN: 08397075) was appointed as an Additional Independent Director by the Board of Directors on 29th March, 2019. 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. **HETAL DAVE (DIN: 08397075)** 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 29th March, 2019 to 28th March, 2024 and shall not be included in the total number of directors for retirement by rotation. The Company has received a declaration from **HETAL DAVE (DIN: 08397075)** that she meets the criteria of Independence as prescribed under sub- section(6) of section 149 of the Act. The Board feels that presence of **HETAL DAVE (DIN: 08397075)** 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 **HETAL DAVE (DIN: 08397075)**.

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

ITEM NO. 4 TO 6

The Board of Directors of the Company at their meeting held on 31st day of December, 2018 have subject to the approval of Hon'ble National Company Law Tribunal, Mumbai Bench, Mumbai, Shareholders, Stock Exchanges where the shares are listed and other relevant authorities, approved the Scheme of Arrangement between Composite Scheme of Amalgamation between RKD Trendy Retailers Private Limited and Himalchuli Food Products Limited ("HFPL") and their respective shareholders and Creditors ("**the Scheme**"). The proposed Scheme provides for, inter alia,

- I. The amalgamation of RKD Trendy Retailers Private Limited with Himalchuli Food Products Limited.
- II. To reduce the face value of the Equity Share of HFPL from Rs. 10/- to Re. 1/- by cancelling of 19,00,000 Equity Shares of Rs. 9/- each amounting to Rs. 1,71,00,000/- which is lost or un-represented by the available assets i.e. Debit balance in Profit and Loss Account
- III. dissolution without winding up of RKD
- IV. merger of the authorised share capital of RKD with the authorised share capital of HFPL
- V. various other matters consequential to or otherwise integrally connected with the above.

The proposal is to be implemented in terms of the Scheme under Sections 230 - 232 of the Act.

12. The objective is stated in Clause B of the Scheme is as under:

- a. Continuous losses have substantially wiped off the value represented by the Share Capital thus the financial statements do not reflect the correct picture of the health of Transferee Company.

- b.** For ensuring that the financial statements of the Company reflect the real picture and the Capital which is lost, is not continued to be shown on the face of balance sheet, it is necessary to carry out reduction of share capital of the Transferee Company.
- c.** Since writing off of losses has become inevitable for growth of the Company and its shareholders, the Company is now proposing to undertake a financial restructuring exercise whereby the Company would create a “Capital Restructuring Account” from its paid up Equity Share Capital.
- d.** The reduction of capital in the manner proposed would enable the Company to have a rational capital structure which is commensurate with its remaining business and assets.
- e.** This Composite Scheme of Amalgamation is presented with a view to achieve Restructuring of the Transferee company which would result in increase in the net worth of the Transferee Company and improvement in financial health as more business activities shall be brought into the Transferee Company thereby preventing it from becoming a sick company.
- f.** The restructuring of the Transferee Company proposed under the Scheme does not envisage any payment to any shareholder of any paid-up share capital.
- g.** Hence, the proposed reduction will be for the benefit of the Company and its shareholders, creditors and all concerned as a whole.
- h.** Himalchuli Food Products Limited and RKD Trendy Retailers Private Limited both are with a view to take advantage of consolidation in the current competitive environment, it is proposed to consolidate operations and amalgamate the two companies, which would result in benefits from economies of scale of operations and increased market share.
- i.** Simplified group and business structure.
- j.** Greater integration and greater financial strength and flexibility for the amalgamated entity, which would result in maximizing overall shareholder value, and will improve the competitive position of the combined entity.
- k.** Better efficiency in cash management of the amalgamated entity, and unfettered access to cash-flow generated by the combined business which can be deployed more efficiently to fund organic and inorganic growth opportunities, to maximize shareholder value.
- l.** The amalgamated company will have the benefit of synergy, optimum use of manpower for executing and management of various projects, expertise, and stability of operations and would help to achieve economies of scale through efficient utilization of resources and facilities.
- m.** Pursuant to the implementation of the Scheme, the objects of the Transferor Company and the Transferee Company can be conveniently, advantageously and economically carried on by a single entity.
- n.** The restructuring proposed under the Scheme will not affect the normal business operations of the Transferee Company, but would improve the same.

The pre and post reduction share holding pattern of the Himalchuli Food Products Limited is as under.

| Category of Equity Shareholders | Pre Reduction As on 30.09.2018 face Value Rs. 10/- each | | Post Reduction (Expected) Face Value Re. 1/- each | |
|---------------------------------|--|---------------|--|---------------|
| | No. of Shares | Percentage | No. of Shares | Percentage |
| Promoter and Promoter Group | 6,29,515 | 33.13 | 6,29,515 | 33.13 |
| Public: | | | | |
| Bodies Corporate | 5,200 | 0.27 | 5,200 | 0.27 |
| Institutions/Bank | 10,900 | 0.58 | 10,900 | 0.58 |
| Individuals | 12,20,685 | 64.25 | 12,20,685 | 64.25 |
| HUF | 33,700 | 1.77 | 33,700 | 1.77 |
| Total | 19,00,000 | 100.00 | 19,00,000 | 100.00 |

There is no change in the pre and post reduction shareholding pattern of the company (AIL) as only debit balance of Profit & Loss Account will be adjusted against the Equity Share Capital of the Company.

The pre and post reduction Capital Structure of Himalchuli Food Products Limited is as under:
PRE-REDUCTION

| | Amount (Rupees) |
|---|--------------------|
| Authorised Share Capital | |
| 70,00,000 Equity Shares of Rs. 10/- each | 7,00,00,000 |
| Total | |
| Issued, Subscribed and Paid Up Capital | |
| 19,00,000 Equity Shares of Rs. 10/- each | 1,90,00,000 |
| Total | 1,90,00,000 |

POST-REDUCTION

| | Amount (Rupees) |
|---|--------------------|
| Authorised Share Capital | |
| 7,25,00,000 Equity Shares of Re. 1/- each | 7,25,00,000 |
| Total | |
| Issued, Subscribed and Paid Up Capital | |
| 19,00,000 Equity Shares of Re. 1/- | 19,00,000 |
| Total | 19,00,000 |

The company has obtained the approval to the Scheme in terms of Regulation 37 SEBI(LODR) Regulations 2015 from BSE limited vide their observation letter 2nd May, 2019.

The Notice convening the meeting of Equity shareholders and explanatory statement together with the ANNEXURES as per the SEBI circular will be sent to you as per the directions of the NCLT, Mumbai, in due course of time . The resolution is subject to the confirmation of the Scheme of Arrangement by the Hon'ble National Company Law Tribunal, Mumbai Bench. Mumbai and / or appropriate authority/(ies) as may be applicable.

None of the Directors and the Key Managerial Personnel (as defined under the companies Act, 2013) and their relatives have any interest in the Scheme of Arrangement except as shareholders in general, to the extent of their shareholding in the respective Companies.

The Board of Directors commends the resolution for acceptance by the Members.

ANNEXURE TO ITEM 2 & 3 OF THE NOTICE

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

| Name of the Director | NILESH SAVLA | HETAL DAVE |
|--|---|--|
| Director Identification Number (DIN) | 05354691 | 08397075 |
| Date of Birth | 21/06/1975 | 08/09/1988 |
| Nationality | INDIAN | INDIAN |
| Date of Appointment on Board | 14/11/2017 | 29/03/2019 |
| Qualification | B. PHIL | B.A. |
| Shareholding in the Company | 3,57,705 | NIL |
| List of Directorships held in other Companies (excluding foreign and Section 8 Companies) | 1) R K D TRENDY RETAILERS PRIVATE LIMITED | 1) SHREE MANUFACTURING COMPANY LIMITED |
| Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies | NIL | 1) SHREE MANUFACTURING COMPANY LIMITED |

By Order of the Board of Directors

Place: Mumbai
Date: 30th August, 2019

Nilesh Savla
Director
DIN: 05354691

DIRECTOR'S REPORT

To,
The Members,

Your Directors have pleasure in presenting their 33rd Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2019.

1. FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY

The financial statements for the year ended 31st March, 2019 have been restated in accordance with Ind AS for comparative information.

Financial Summary as under:

| Particulars | 2018-19 | 2017-18 |
|--|----------------|----------------|
| Gross Income | -- | 4,82,166 |
| Profit/(Loss) Before Interest and Depreciation | (6,32,039) | (95,692) |
| Gross Profit / (Loss) | (6,32,039) | (95,692) |
| Provision for Depreciation | -- | -- |
| Extraordinary Item | -- | -- |
| Net Profit/(Loss) Before Tax | (6,32,039) | (95,692) |
| Provision for Tax | -- | -- |
| Net Profit/(Loss) After Tax | -- | -- |
| Balance of Profit brought forward | -- | -- |
| Balance available for appropriation | -- | -- |
| Proposed Dividend on Equity Shares | -- | -- |
| Tax on Proposed Dividend | -- | -- |
| Transfer to General Reserve | -- | -- |
| Surplus carried to Balance Sheet | (6,32,039) | (95,692) |

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 2018-19 is Rs. -286,12,799/-

5. SHARE CAPITAL

The total paid up capital of the Company as on March 31, 2019 is Rs. 1,90,00,000/- comprising of 19,00,000 Equity Shares of Rs. 10/-.

6. CHANGE IN NATURE OF BUSINESS

During the year, there has been no change in the nature of business of the Company.

7. DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with provisions of the Companies Act, 2013, Nilesh Malshi Savla, 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, Hetal Dave (DIN: 05354674) has been appointed as an Additional Director in the Board Meeting held on 29th March, 2019..

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. MEETINGS

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year Six 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. | 21 st May, 2018 | 1. | 21 st May, 2018 |
| 2. | 13 th August, 2018 | 2. | 13 th August, 2018 |
| 3. | 2 nd November, 2018 | 3. | 2 nd November, 2018 |
| 4. | 31 st December, 2018 | 4. | 12 th February, 2019 |
| 5. | 12 th February, 2019 | | |
| 6. | 29 th March, 2019 | | |

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

9. 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.

10. 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 | Rashmikant Ratilal Desai* | Independent Director | Chairman |
| 2 | Reenaben Bipinchandra Joshi* | Independent Director | Member |
| 4 | Samirkumar Sampat*** | Independent Director | Chairman |
| 5 | Hetal Dave** | Independent Director | Member |
| 6 | Nilesh Savla** | Director | Member |

* Resigned from Directorship 29th March, 2019.

** Appointed w.e.f. 29th March, 2019.

*** Appointed as chairman w.e.f. 29th March, 2019.

2) Nomination and Remuneration Committee

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

| Sr. No. | Name | Category | Designation |
|----------------|------------------------------|----------------------|--------------------|
| 1 | Rashmikant Ratilal Desai* | Independent Director | Chairman |
| 2 | Reenaben Bipinchandra Joshi* | Independent Director | Member |

| | | | |
|---|----------------------|----------------------|----------|
| 4 | Samirkumar Sampat*** | Independent Director | Chairman |
| 5 | Hetal Dave** | Independent Director | Member |
| 6 | Nilesh Savla** | Director | Member |

* Resigned from Directorship 29th March, 2019.

** Appointed w.e.f. 29th March, 2019.

*** Appointed as chairman w.e.f. 29th March, 2019.

3) Stakeholders Relationship Committee

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

| Sr. No. | Name | Category | Designation |
|----------------|------------------------------|----------------------|--------------------|
| 1 | Rashmikant Ratilal Desai* | Independent Director | Chairman |
| 2 | Reenaben Bipinchandra Joshi* | Independent Director | Member |
| 4 | Samirkumar Sampat*** | Independent Director | Chairman |
| 5 | Hetal Dave** | Independent Director | Member |
| 6 | Nilesh Savla** | Director | Member |

* Resigned from Directorship 29th March, 2019.

** Appointed w.e.f. 29th March, 2019.

*** Appointed as chairman w.e.f. 29th March, 2019.

11. 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.

12. DIRECTOR'S RESPONSIBILITY STATEMENT

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

- a) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- b) 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.
- c) 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.
- d) The directors have prepared the annual accounts on a going concern basis.
- e) 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.
- f) 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.

13. 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.

14. 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.

15. 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 2018-19.

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

1. Regulation 47 of the SEBI (Listing obligations and Disclosure Requirements) Regulation, 2015,
2. Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration), Rules, 2014
3. 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.

For Point Number 1, 2 and 3

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.

4. The Composition of the Nomination and remuneration Committee is not adequate and proper as required under Sec 178(1) of Companies Act, 2013 and under Regulation 19(1) (b) and (c) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

The Company would try and comply with all the provisions to the fullest extent.

5. Regulation 14 of the SEBI (Listing Obligations and Disclosures Requirements) Reg. 2015- Payment of Annual Listing fees to Stock Exchange within 30 days from Financial Year end.

The Company will make the payment of Listing fees to the BSE Limited for Financial Year 2019-20. Company will make sure to do the payments within due dates in future.

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 II** to this report.

16. COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD MEETINGS AND GENERAL MEETINGS.

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meetings and General Meetings.

17. DISCLOSURE UNDER SECTION 22 OF THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.

The Company has in place an anti sexual harassment policy in line with the requirements of the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013 ("SH Act"). Internal Complaints Committees have been set up in accordance with the provisions of SH Act at the work place to redress sexual harassment complaint received. All employees (permanent or contractual trainees) are covered under the policy. No complaint was received from any employees of the Company or otherwise during the financial year 2018-19 and hence no complaint is outstanding as on 31 March, 2019 for redressal.

18. 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.

19. 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.

20. 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** .

21. 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.

22. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company has an effective internal control and risk-mitigation system, which are constantly assessed and strengthened with new/revised standards operating procedures. The Company’s internal control system is commensurate to the size, scale and complexities of its Operations.

23. 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.

24. INDUSTRIAL RELATIONS

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

25. 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.

26. 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.

8. The Company has not entered any contracts or arrangements with related parties specified under Section 188 of Companies Act, 2013.
9. The Company is not required to maintain cost records as specified by the Central Government under sub section (1) of Section 148 of the Companies Act, 2013.

27. 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: Mumbai
Date: 30th August, 2019**

**Nilesh Malshi Savla
Director
DIN: 05354691**

**Meena Nilesh Savla
Director
DIN: 05354674**

ANNEXURE INDEX

| <u>Annexure</u> | <u>Content</u> |
|------------------------|---------------------------------|
| I | Annual Return Extracts in MGT 9 |
| II | MR-3 Secretarial Audit Report |

ANNEXURE I**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN****As on financial year ended on 31.03.2019****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 | L15400MH1986PLC316001 |
| 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 | Add : B-102, Saraswati Apt Radhakrishna, Marg Mogra Village , Andheri (East) Mumbai 400069 Tel: 022-26875180 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 which are now De-recognized as per SEBI Order.) |
| 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: support@purvashare.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 2018] | | | | No. of Shares held at the end of the year [As on 31-March-2019] | | | | % Change during the year |
|--|---|-----------------|-----------------|-------------------|--|---------------|-----------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoters | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| a) Individual/HUF | -- | 6,29,515 | 6,29,515 | 33.13% | 6,29,515 | -- | 6,29,515 | 33.13% | -- |
| b) Central Govt | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| c) State Govt(s) | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| d) Bodies Corp. | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| e) Banks / FI | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| f) Any other | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| Total shareholding of Promoter (A)(1): | -- | 6,29,515 | 6,29,515 | 33.13% | 6,29,515 | -- | 6,29,515 | 33.13% | -- |
| (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) | -- | 6,29,515 | 6,29,515 | 33.13% | 6,29,515 | -- | 6,29,515 | 33.13% | -- |
| 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) FIs | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| h) Foreign Venture Capital Funds | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| i) Others (specify) | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| Sub-total (B)(1):- | -- | 10,900 | 10,900 | 0.57% | -- | 10,900 | 10,900 | 0.57% | -- |
| 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 | 7,800 | 10,86,510 | 10,94,310 | 57.60% | 8,000 | 10,76,310 | 10,84,310 | 57.07% | -0.53 |

NOTICE & ANNUAL REPORT 2018-19

| Category of Shareholders | No. of Shares held at the beginning of the year [As on 1 st April 2018] | | | | No. of Shares held at the end of the year [As on 31-March-2019] | | | | % Change during the year |
|--|---|----------------|----------------|-------------------|--|----------------|----------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | 34975 | 91400 | 126375 | 6.65% | 109775 | 26600 | 136375 | 7.18% | 0.53% |
| c) Others (specify) | | | | | | | | | |
| Non Resident Indians | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| Overseas Corporate Bodies | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| Foreign Nationals | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| Clearing Members | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| Trusts | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| Hindu Undivided Families | 200 | 33500 | 33700 | 1.77% | 200 | 33500 | 33700 | 1.77% | -- |
| Foreign Bodies - D R | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| Sub-total (B)(2):- | 42975 | 1216610 | 1259585 | 66.29% | 117975 | 1141610 | 1259585 | 66.29% | -- |
| Total Public Shareholding (B)=(B)(1)+ (B)(2) | 42975 | 1227510 | 1270485 | 66.87% | 117975 | 1152510 | 1270485 | 66.87% | -- |
| C. Shares held by Custodian for GDRs & ADRs | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| Grand Total (A+B+C) | 42975 | 1857025 | 1900000 | 100% | 747490 | 1152510 | 1900000 | 100% | -- |

B) Shareholding of Promoter-

| Sr. No. | Shareholder's Name | Shareholding at the beginning of the year (01.04.2018) | | | Shareholding at the end of the year (31.03.2019) | | | % 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 | Nilesh Malshi Savla | 357705 | 18.83% | 18.83% | 357705 | 18.83% | 0.00% | 0.00% |
| 2 | Meena Nilesh Savla | 271810 | 14.31% | 14.31% | 271810 | 14.31% | 0.00% | 0.00% |

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, 2018 | | Cumulative Shareholding during the year 31 st March, 2019 | |
|---------|---|--|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1. | NILESH MALSHI SAVLA | | | | |
| | At the beginning of the year (1st April, 2018) | 3,57,705 | 18.83% | -- | -- |
| | 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 (31st March, 2019) | 3,57,705 | 18.83% | -- | -- |
| 2. | MEENA NILESH SAVLA | | | | |
| | At the beginning of the year (1st April, 2018) | 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.): | No Change | No Change | | |
| | At the end of the year (31st March, 2019) | 2,71,810 | 14.31% | -- | -- |

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, 2018 | | Cumulative Shareholding during the Year 31 st March, 2019 | |
|---------|---|--|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1. | VIVEK O GOEL | | | | |
| | At the beginning of the year | 20300 | 1.07% | -- | -- |
| | 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 | 20300 | 1.07% | -- | -- |
| 2. | JUNED BILAL | | | | |
| | At the beginning of the year | 20100 | 1.06% | | |
| | Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.): | | | | |
| | Date | Method | | | |
| | 15-02-2019 | Sell | -20100 | -1.06% | |
| | At the end of the year | -- | -- | -- | -- |
| 3. | SALMA B MEMON | | | | |
| | At the beginning of the year | 20,000 | 1.05% | -- | -- |
| | Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. | | | | |

NOTICE & ANNUAL REPORT 2018-19

| Sr. No. | For Each of the Top 10 Shareholders | | Shareholding at the beginning of the Year 1 st April, 2018 | | Cumulative Shareholding during the Year 31 st March, 2019 | |
|---------|---|--------|--|----------------------------------|---|----------------------------------|
| | | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| | allotment / transfer / bonus/ sweat equity etc.): | | | | | |
| | Date | Method | | | | |
| | 15-02-2019 | Sell | -20000 | -1.05% | | |
| | At the end of the year | | -- | -- | -- | -- |
| 4. | VIRAL CHAVDA | | | | | |
| | At the beginning of the year | | 18000 | 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 | | 18000 | 0.95% | -- | -- |
| 5. | DINESH BAINWAL | | | | | |
| | At the beginning of the year | | 17075 | 0.89% | -- | -- |
| | Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.): | | 100 | 0.00% | -- | -- |
| | Reason:- Decrease Due to Typing error last year | | | | | |
| | At the end of the year | | 16975 | 0.89% | -- | -- |
| 6. | TIKAMAYA | | | | | |
| | At the beginning of the year | | 14800 | 0.78% | -- | -- |
| | 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 | | 14800 | 0.78% | -- | -- |
| 7. | ADIL BILAL | | | | | |
| | At the beginning of the year | | 13700 | 0.72% | -- | -- |
| | Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.): | | | | -- | -- |
| | Date | Method | | | | |
| | 15-02-2019 | Sell | -13700 | -0.72% | | |
| | At the end of the year | | -- | -- | -- | -- |
| 8. | MANOJ KUMAR | | | | | |
| | At the beginning of the year | | 11800 | 0.62% | -- | -- |
| | 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 | | 11800 | 0.62% | -- | -- |
| 9. | VIVEK GOEL | | | | | |
| | At the beginning of the year | | 11000 | 0.58% | -- | -- |
| | Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. | | | | -- | -- |

NOTICE & ANNUAL REPORT 2018-19

| Sr. No. | For Each of the Top 10 Shareholders | | Shareholding at the beginning of the Year 1 st April, 2018 | | Cumulative Shareholding during the Year 31 st March, 2019 | |
|---------|---|--------|--|----------------------------------|---|----------------------------------|
| | | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| | allotment / transfer / bonus/ sweat equity etc.): | | | | | |
| | Date | Method | | | | |
| | 15-02-2019 | Sell | -11000 | -0.58% | | |
| | At the end of the year | | -- | -- | -- | -- |
| 10. | THE MOMAN CO.OP. BANK LTD. | | | | | |
| | At the beginning of the year | | 10900 | 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 | | 10900 | 0.57% | -- | -- |
| 11. | KAIVAN NITIN SHAH | | | | | |
| | At the beginning of the year | | -- | -- | -- | -- |
| | Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.): | | -- | -- | -- | -- |
| | Date | Method | | | | |
| | 15-02-2019 | Buy | 21000 | 1.11% | -- | -- |
| | At the end of the year | | -- | -- | 21000 | 1.11% |
| 12. | BHAVNA NITIN SHAH | | | | | |
| | At the beginning of the year | | -- | -- | -- | -- |
| | Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.): | | -- | -- | -- | -- |
| | Date | Method | | | | |
| | 15-02-2019 | Buy | 20100 | 1.06% | -- | -- |
| | At the end of the year | | -- | -- | 20100 | 1.06% |
| 13. | BHAVYA NITIN SHAH | | | | | |
| | At the beginning of the year | | -- | -- | -- | -- |
| | Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.): | | -- | -- | -- | -- |
| | Date | Method | | | | |
| | 15-02-2019 | Buy | 20000 | 1.05% | -- | -- |
| | At the end of the year | | -- | -- | 20000 | 1.05% |
| 14. | PARESHA MAHESH SHAH | | | | | |
| | At the beginning of the year | | -- | -- | -- | -- |
| | Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.): | | -- | -- | -- | -- |
| | Date | Method | | | | |
| | 15-02-2019 | Buy | 13700 | 0.72% | -- | -- |
| | At the end of the year | | -- | -- | 13700 | 0.72% |

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. | Nilesh Savla (Director) | | | | |
| | At the beginning of the year | 357705 | 18.83% | -- | -- |
| | 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 | 357705 | 18.83% | -- | -- |
| 2. | Meena Savla (Director) | | | | |
| | At the beginning of the year | 271810 | 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.): | No Change | No Change | | |
| | At the end of the year | 271810 | 14.31% | -- | -- |
| 3. | Samirkumar Sampat (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. | Hetal Dave (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 | -- | -- | -- | -- |
| 5. | Ghela Jogani (Company Secretary) | | | | |
| | 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 | -- | -- | -- | -- |

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 | -- | 37,23,300 | -- | 37,23,300 |
| 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 |
| Change in Indebtedness during the financial year | | | | |
| * Addition | -- | 85,80,000 | -- | 85,80,000 |
| * Reduction | -- | (25,73,300) | -- | (25,73,300) |
| Net Change | -- | 60,06,700 | -- | 60,06,700 |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | -- | 97,30,000 | -- | 97,30,000 |
| ii) Interest due but not paid | -- | -- | -- | -- |
| iii) Interest accrued but not due | -- | -- | -- | -- |
| Total (i+ii+iii) | -- | 97,30,000 | -- | 97,30,000 |

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 |
|----------------|---|----------------------------------|--------------|
| | | Nilesh Savla 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 |
|----------------|------------------------------------|---|---|---------------------|
| | | Samir Sampat (Independent Directors) | Hetal Dave (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 | Nilesh Savla (Director & CFO) | Ghela Jogani Company Secretary |
|---------|--|-----------------------------------|-----------------------------------|
| 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 -- -- -- | 90,000 -- -- -- |
| 2. | Stock Option | -- | -- |
| 3. | Sweat Equity | -- | -- |
| 4. | Commission - as % of profit - others, specify... | -- | -- |
| 5. | Others, please specify | -- | -- |
| 6. | Total | Nil | 90,000 |

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES: NONE

For and on Behalf of the Board of Director

Place: Mumbai
Date: 30th August, 2019

Nilesh Malshi Savla
Director
DIN: 05354691

Meena Nilesh Savla
Director
DIN: 05354674

ANNEXURE - II

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019

[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
B-102, Saraswati Apt Radhakrishna,
Marg Mogra Village,
Andheri (East) Mumbai 400069

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, 2019 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, 2019 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 Securities and Exchange Board of India (Depositories and Participates) Regulations, 2018 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 2018-19:
 - 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. *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.

2. *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.

3. 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.

4. The Composition of the Nomination and remuneration Committee is not adequate and proper as required under Sec 178(1) of Companies Act, 2013 and under Regulation 19(1) (b) and (c) of SEBI(Listing Obligation and Disclosure Requirements) Regulation, 2015.
5. Regulation 14 of the SEBI (Listing Obligations and Disclosures Requirements) Reg. 2015- Payment of Annual Listing fees to Stock Exchange within 30 days from Financial Year end.

The Company has made the payment of Listing fees to the BSE Limited for Financial Year 2019-20. Company will make sure to do the payments within due dates in future.

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.

However, in the Board Meeting held on 31/12/2018 Company approved SCHEME OF ARRANGEMENT AND AMALGAMATION OF RKD TRENDY RETAILERS PRIVATE LIMITED THE TRANSFEROR COMPANY WITH HIMALCHULI FOOD PRODUCTS LIMITED THE TRANSFEREE COMPANY AND REDUCTION OF SHARE CAPITAL OF THE COMPANY, the same is subject to approval of Regulatory Authorities.

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.:

1. Approval of Scheme Of Arrangement And Amalgamation Of RKD Trendy Retailers Private Limited The Transferor Company With Himalchuli Food Products Limited The Transferee Company And Reduction Of Share Capital Of The Company.

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. 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: 30th AUGUST, 2019**

'ANNEXURE A'

**To,
The Members,
Himalchuli Food Products Limited
B-102, Saraswati Apt Radhakrishna,
Marg Mogra Village,
Andheri (East) Mumbai 400069**

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: 30th AUGUST, 2019**

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. (6,32,039)/- during current financial year as against loss of Rs. (95,692)/- 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, 2019 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, 2019 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: 30th August, 2019

Place: Mumbai

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

INDEPENDENT AUDITOR'S REPORT

To the Members of Himalchuli Food Products Limited

Report on the Audit of the standalone Ind AS Financial Statements

Opinion

We have audited the accompanying standalone Ind AS financial statements of Himalchuli Food Products Limited ("the Company"), which comprise the Balance sheet as at March 31 2019, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Sstatement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, its profit/loss including other comprehensive income its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the standalone Ind AS Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements for the financial year ended March 31, 2019. These matters were addressed in the context of our audit of the standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone Ind AS financial statements.

We have determined that there are no key audit matters to communicate in our report.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the standalone Ind AS financial statements and our auditor's report thereon.

Our opinion on the standalone Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the standalone Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we

are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind AS financial statements for the financial year ended March 31, 2019 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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 Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account 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, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - (e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act;

- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these standalone Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in “Annexure 2” to this report;
- (g) In our opinion, the managerial remuneration for the year ended March 31, 2019 has been paid provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act; if applicable.
- (h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For M M Gala & Associates
Chartered Accountants
FRN Number: 124913W

MAHESH MURJI GALA

Partner
M. No. 116548
Place of Signature: Mumbai
Date: 24th May, 2019

Annexure 1 - CARO 2016

| S No | Clause | Particulars |
|------|-----------|---|
| 1. | (i) (a) | The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets. |
| 2 | (i) (b) | As per the information and explanations provided to us and according to the Financial Statements for the period ended 31 st March, 2019, the company does not hold any tangible Fixed assets and hence no physical verification of the assets is carried out. |
| 3 | (i) (c) | As per the information and explanations provided to us and according to the Financial Statements for the period ended 31 st March, 2019, the company does not hold any immovable properties. |
| 4 | (ii) | As per the information and explanations provided to us and according to the Financial Statements for the period ended 31 st March, 2019, the company had not bought or sold any inventory during the year and hence physical verification of the inventory has not been carried out by us. |
| 5 | (iii) (a) | The Company has granted loan to a firm covered in the register maintained under section 189 of the Companies Act, 2013. In our opinion and according to the information and explanations given to us, the terms and conditions of the grant of such loans are not prejudicial to the company's interest. |
| 6 | (iii) (b) | The Company has granted loans that are re-payable on demand, to a firm covered in the register maintained under section 189 of the Companies Act, 2013. We are informed that the company has not demanded repayment of any such loan during the year, and thus, there has been no default on the part of the parties to whom the money has been lent. |
| 7 | (iii) (c) | There are no amounts of loans granted to companies, firms or other parties listed in the register maintained under section 189 of the Companies Act, 2013 which are overdue for more than ninety days. |
| 8 | (iv) | In our opinion and according to the information and explanations given to us, provisions of section 185 and 186 of the Companies Act 2013 in respect of loans to directors including entities in which they are interested and in respect of loans and advances given, investments made and, guarantees, and securities given have been complied with by the company. |
| 9 | (v) | The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable. |
| 10 | (vi) | To the best of our knowledge and as explained, the Central Government has not specified the maintenance of cost records under Section 148(1) of the Companies Act, 2013, for the products/services of the Company. |
| 11 | (vii) (a) | The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, goods and service tax, cess and other statutory dues applicable to it. |

| | | |
|----|-----------|---|
| 12 | (vii) (b) | According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, service tax, sales-tax, duty of custom, duty of excise, value added tax, goods and service tax, cess and other statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable. |
| 13 | (vii) (c) | According to the information and explanations given to us, there are no dues of income tax, sales-tax, service tax, customs duty, excise duty, value added tax and cess which have not been deposited on account of any dispute. |
| 14 | (viii) | The Company did not have any outstanding loans or borrowing dues in respect of a financial institution or bank or to government or dues to debenture holders during the year. |
| 15 | (ix) | According to the information and explanations given by the management, the Company has not raised any money way of initial public offer / further public offer / debt instruments) and term loans hence, reporting under clause (ix) is not applicable to the Company and hence not commented upon. |
| 16 | (x) | Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the company or no fraud / material fraud on the company by the officers and employees of the Company has been noticed or reported during the year. |
| 17 | (xi) | According to the information and explanations given by the management, the provisions of section 197 read with Schedule V of the Act are not applicable to the company and hence reporting under clause 3(xi) are not applicable and hence not commented upon. |
| 18 | (xii) | In our opinion, the Company is not a nidhi company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon. |
| 19 | (xiii) | According to the information and explanations given by the management, transactions with the related parties are in compliance with section 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards. The provisions of sec 177 are not applicable to the company and accordingly reporting under clause 3(xiii) insofar as it relates to section 177 of the Act is not applicable to the Company and hence not commented upon. |
| 20 | (xiv) | According to the information and explanations given to us and on an overall examination of the balance sheet, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause 3(xiv) are not applicable to the company and, not commented upon. |
| 21 | (xv) | According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of Companies Act, 2013. |
| 22 | (xvi) | According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company. |

Annexure 2

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT ON THE STANDALONE FINANCIAL STATEMENTS OF HIMALCHULI FOOD PRODUCTS LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of M/s. Himalchuli Food Products Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls [based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India]. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls over financial reporting with reference to these standalone financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls over financial reporting with reference to these standalone financial statements.

Meaning of Internal Financial Controls Over Financial Reporting With Reference to these Financial Statements

A company's internal financial control over financial reporting with reference to these standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting with reference to these standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting With Reference to these Standalone Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with reference to these standalone financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting with reference to these standalone financial statements and such internal financial controls over financial reporting with reference to these standalone financial statements were operating effectively as at March 31, 2019.

For M M Gala & Associates
Chartered Accountants
FRN Number: 124913W

MAHESH MURJI GALA

Partner
M. No. 116548
Place of Signature: Mumbai
Date: 24th May, 2019

HIMALCHULI FOOD PRODUCTS LIMITED
Balance Sheet As At 31st March 2019

| Particulars | Note No. | As At 31 st March 2019 | As At 31 st March 2018 |
|---|----------|--------------------------------------|--------------------------------------|
| ASSETS | | | |
| (A) Non Current assets | | | |
| (i) Property ,Plant and Equipment | | - | - |
| (ii) Investment Property | | - | - |
| (iii) Deferred Tax Assets | | - | - |
| (iv) Goodwill | | - | - |
| (v) Financial Assets | | | |
| (a) Investments | 1 | 32,595 | 32,595 |
| (b) Loans | 2 | 3,88,525 | 38,525 |
| (B) Current Assets | | | |
| (i) Financial Assets | | | |
| (a) Cash and Cash equivalents | 3 | 1,24,819 | 35,257 |
| (b) Sundry Debtors | | - | 4,09,282 |
| (c) Other Current Assets | | - | - |
| Total Rs. | | 5,45,939 | 5,15,659 |
| EQUITY AND LIABILITIES | | | |
| Equity | | | |
| (i) Equity share capital | 4 | 190,00,000 | 190,00,000 |
| (ii) Reserve Fund | | - | - |
| (iii) Other Equity | 5 | -286,12,799 | -279,80,760 |
| (A) Non Current Liabilities | | | |
| (i) Financial Liabilities | | - | - |
| (B) Current Liabilities | | | |
| (i) Financial Liabilities | | | |
| (a) Borrowing | 6 | 97,30,000 | 37,23,300 |
| (b) Trade Payables | | 4,14,900 | 57,64,021 |
| (c) Short Term Provisions | | 13,838 | 9,098 |
| Total Rs. | | 5,45,939 | 5,15,659 |
| Significant Accounting Policies and Notes on Accounts | | | |
| | | | |

M M GALA & ASSOCIATES
CHARTERED ACCOUNTANTS

FOR AND ON BEHALF OF THE BOARD OF
HIMALCHULI FOOD PRODUCTS LIMITED

(MAHESH MURJI GALA-PROPRIETOR)
MEMBERSHIP NO. 116548
FRN - 124913W

NILESH MALSHI SAVLA
DIRECTOR & CFO
DIN : 05354691

MEENA SAVLA
DIRECTOR
DIN 05354674

DATE : 24TH MAY, 2019
PLACE : THANE

GHELABHAI BATUKBHAI JOGANI
COMPANY SECRETARY

| HIMALCHULI FOOD PRODUCTS LIMITED | | | |
|---|----------------|--|--|
| Statement of Profit and Loss for the year ended 31st March 2019 | | | |
| Particulars | Note No | For the year ended March 31, 2019 | For the year ended March 31, 2018 |
| Revenue from operations | | | |
| Other income | 7 | - | 4,82,166 |
| Total Rs. | | - | 4,82,166 |
| Expenses: | | | |
| Employee benefit expenses | | - | |
| Other expenses | 8 | 6,32,039 | 5,77,858 |
| Total expenses | | 6,32,039 | 5,77,858 |
| Profit before exceptional items and tax | | (6,32,039) | (95,692) |
| Profit before Tax | | (6,32,039) | (95,692) |
| Tax expense: | | | |
| (1) Current tax | | - | - |
| (ii) Deferred Tax | | - | - |
| (iii) Excess tax provision for earlier years | | - | - |
| Profit (Loss) for the period | | (6,32,039) | (95,692) |
| Other Comprehensive Income | | | |
| A. (i) Items that will not be reclassified to profit or loss | | | |
| (ii) Income tax relating to items that will not be reclassified to profit or loss | | | |
| B. (i) Items that will be reclassified to profit or loss | | | |
| (ii) Income tax relating to items that will be reclassified to profit or loss | | - | - |
| Total Comprehensive Income for the period | | (6,32,039) | (95,692) |
| Earnings per Equity Share | 9 | | |
| (1) Basic | | (0.33) | (0.05) |
| (2) Diluted | | (0.33) | (0.05) |
| Significant Accounting Policies and Notes on Accounts | 10 | | |
| As per our Report attached | | | |

M M GALA & ASSOCIATES
CHARTERED ACCOUNTANTS

FOR AND ON BEHALF OF THE BOARD OF
HIMALCHULI FOOD PRODUCTS LIMITED

(MAHESH MURJI GALA-PROPRIETOR)
MEMBERSHIP NO. 116548
FRN - 124913W

NILESH MALSHI SAVLA
DIRECTOR & CFO
DIN : 05354691

MEENA SAVLA
DIRECTOR
DIN 05354674

DATE : 24TH MAY, 2019
PLACE : THANE

GHELABHAI BATUKBHAI JOGANI
COMPANY SECRETARY

| HIMALCHULI FOOD PRODUCTS LIMITED | | | |
|---|---------|-------------------------|-------------------------|
| Cash Flow Statement for the year ended 31 March 2019 | | | |
| Particulars | | As at 31.03.2019 | As at 31.03.2018 |
| CASH FLOWS FROM OPERATING ACTIVITIES | | | |
| Net Profit before Taxation | | -6,32,039 | -95,692 |
| Add: Income Tax | | 0 | 0 |
| Add: Asset Written Off | | 0 | 0 |
| Less : Profit/loss on sale of assets (other income) | | 0 | -7,000 |
| Operating profit before working capital changes | | (6,32,039) | (1,02,692) |
| Increase / (Decrease) in Current Liabilities | | -53,44,381 | -7,10,022 |
| (Increase) / Decrease in Sundry Debtors | | 4,09,282 | 0 |
| (Increase) / Decrease in Loans & Advances (Operating Assets) | | -3,50,000 | 0 |
| Increase / (Decrease) in Other Assets | | 0 | 0 |
| Less : Income Tax paid | | 0 | 0 |
| Cash generated from operations | (A) | -59,17,138 | -8,12,714 |
| CASH FLOWS FROM INVESTING ACTIVITIES | | | |
| Redemption of Investment -(Sale of Jindal Steel Works Ltd Shares) | | 0 | 8,000 |
| Net cash from investing activities | (B) | 0 | 8000 |
| CASH FLOWS FROM FINANCING ACTIVITIES | | | |
| Increase / (Decrease) in unsecured loans | | 60,06,700 | 7,95,701 |
| Net cash from financing activities | (C) | 60,06,700 | 7,95,701 |
| Net Increase in Cash & Cash Equivalents | (A+B+C) | 89,562 | -9,013 |
| Opening Balance - Cash & Cash Equivalents | | 35,257 | 44,273 |
| Closing Balance - Cash & Cash Equivalents | | 1,24,819 | 35,257 |

**M M GALA & ASSOCIATES
CHARTERED ACCOUNTANTS**

**FOR AND ON BEHALF OF THE BOARD OF
HIMALCHULI FOOD PRODUCTS LIMITED**

**(MAHESH MURJI GALA-PROPRIETOR)
MEMBERSHIP NO. 116548
FRN - 124913W**

**NILESH MALSHI SAVLA
DIRECTOR & CFO
DIN : 05354691**

**MEENA SAVLA
DIRECTOR
DIN 05354674**

**DATE : 24TH MAY, 2019
PLACE : THANE**

**GHELABHAI BATUKBHAI JOGANI
COMPANY SECRETARY**

HIMALCHULI FOOD PRODUCTS LIMITED

Notes Forming part of the financial statement for the year ended 31st March 2019

| 1. INVESTMENTS | | |
|--|-----------------------------|-----------------------------|
| Particulars | As at 31.03.2019 | As at 31.03.2018 |
| QUOTED :- Non Trade Investments (at cost Fully paid) | | |
| 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 |
| UN-QUOTED :- Non Trade Investments (at cost Fully paid) | | |
| 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 | 22,180 |
| Total Rs. | 32,595 | 32,595 |
| 2. LOANS | | |
| Particulars | As at 31.03.2019 | As at 31.03.2018 |
| Loans and advances : | | |
| Deposits | 5,066 | 5,066 |
| Advance Income Tax (Net) | 33,459 | 33,459 |
| Kay Bee Tex-Spin Ltd. | 3,50,000 | 0 |
| Total Rs. | 3,88,525 | 38,525 |
| 3. CASH AND CASH EQUIVALENTS | | |
| Particulars | As at 31.03.2019 | As at 31.03.2018 |
| Cash on hand: | | |
| In Indian Rupees | 68,955 | 8,953 |
| Bank balance : | | |
| In Current Account - In India | 55,864 | 26,304 |
| Total Rs. | 1,24,819 | 35,257 |
| 4. EQUITY SHARE CAPITAL | | |
| <u>AUTHORISED</u> | | |
| Particulars | As at 31.03.2019 | As at 31.03.2018 |
| 7,000,000 (Previous Year : 7,000,000) | 700,00,000 | 700,00,000 |
| Equity Shares of Rs. 10/- each | | |
| | 700,00,000 | 700,00,000 |
| <u>Shares issued, subscribed and paid up</u> | | |
| 1,900,000 (Previous Year : 1,900,000) | 190,00,000 | 190,00,000 |
| Equity Shares of Rs. 10/- each | | |
| Total Rs. | 190,00,000 | 190,00,000 |
| Details of share holder holding more than 5% shares | | |
| Kaybeen Texpin Limited | - | - |
| Avlon Syntex Pvt. Ltd. | - | - |
| Saheli Vastra Udyog Ltd. | - | - |
| Nilesh Malshi Savla | 357705 (18.83%) | 357705 (18.83%) |
| Meena Nilesh Savla | 271810 (14.31%) | 271810 (14.31%) |

(a) Terms/rights attached to Equity Shares

The Company has only one class of Equity Shares having a par value of Rs. 10/- each. Each holder of Equity Shares is entitled to one vote per shares. The dividend proposed by the Boards of Directors is subject to the approval of the shareholders in the ensuing Annual General meeting. In the event of liquidation of the company, the holders of Equity Shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity Shares held by the Shareholders.

HIMALCHULI FOOD PRODUCTS LIMITED**Notes Forming part of the financial statement for the year ended 31st March 2019****(b) Reconciliation of the Shares outstanding at the beginning and at the end of reporting period are as below:**

| | | | | |
|--|------------------|------------------|------------------|------------------|
| Equity shares outstanding at the beginning of the year | 19,00,000 | 19,00,000 | 19,00,000 | 19,00,000 |
| Equity shares issued during the year | - | - | - | - |
| Equity shares outstanding at the end of the year | 19,00,000 | 19,00,000 | 19,00,000 | 19,00,000 |

5. OTHER EQUITY

| Particulars | Reserve & Surplus | | | Other Comprehensive Income |
|-------------------------|--------------------------------------|-----------------|---------------------|----------------------------|
| | Investment Allowance Utilisation A/c | General Reserve | Retained Earning | |
| As on 01/04/2017 | 6,00,000 | 9,39,456 | (294,24,524) | - |
| Profit for the year | - | - | (95,692) | - |
| Total | 6,00,000 | 9,39,456 | (295,20,216) | - |
| As at 31/03/2018 | 6,00,000 | 9,39,456 | (295,20,216) | - |
| Profit for the year | - | - | (6,32,039) | - |
| As at 31/03/2019 | 6,00,000 | 9,39,456 | (301,52,255) | - |

6. CURRENT LIABILITIES

| Particulars | As at 31.03.2019 | As at 31.03.2018 |
|---|------------------|------------------|
| Short term borrowings | | |
| Loan from concern in which directors are interested | | |
| 1. Saheli Vastra Udhog Ltd. | - | 25,73,300 |
| | 0 | 25,73,300 |
| Advance Received from Directors | | |
| 1. Advance Received from Meena Savla | 5,00,000 | 5,00,000 |
| 2. Advance Received from Nilesh Savla | 92,30,000 | 6,50,000 |
| | 97,30,000 | 11,50,000 |
| | 97,30,000 | 37,23,300 |

7. REVENUE FROM OPERATIONS

| Particulars | For the Year ended 31.3.2019 | For the Year ended 31.3.2018 |
|-------------|------------------------------|------------------------------|
| Commission | 0 | 4,82,166 |
| | 0 | 4,82,166 |

8. OTHER EXPENSES

| Particulars | For the Year ended 31.3.2019 | For the Year ended 31.3.2018 |
|--|------------------------------|------------------------------|
| Bank Commission & charges | 2,416 | 7,153 |
| Misc. Expenses | 36,800 | 1,004 |
| Legal & Professional Fees | 69,513 | 2,52,701 |
| Listing Fees(Exchange Registration Fees) | 3,97,910 | 2,87,500 |

NOTICE & ANNUAL REPORT 2018-19

| | | |
|----------------------------|-----------------|-----------------|
| Salary Expenses | 90,000 | - |
| Sundry Balance Written Off | - | - |
| Auditor Remuneration : | | |
| For Audit fees | 35,400 | 29,500 |
| For Taxation Fees | - | - |
| Total Rs. | 6,32,039 | 5,77,858 |

9. EARNINGS PER SHARE

| | | |
|--|------------|-----------|
| Opening equity shares (Nos.) | 19,00,000 | 19,00,000 |
| Equity shares issued during the year (Nos.) | - | - |
| Closing equity shares (Nos.) | 19,00,000 | 19,00,000 |
| Weighted average number of equity shares used as denominator for basic earnings (Nos.) | 19,00,000 | 19,00,000 |
| Weighted average number of equity shares used as denominator for diluted earnings (Nos.) | 19,00,000 | 19,00,000 |
| Net profit after tax used as numerator (Amount in Rs.) | (6,32,039) | (95,692) |
| Basic earnings per Share (Amount in Rs.) | (0.33) | (0.05) |
| Diluted earnings per Share (Amount in Rs.) | (0.33) | (0.05) |
| Face value per share (Amount in Rs.) | 10 | 10 |

M M GALA & ASSOCIATES
CHARTERED ACCOUNTANTS

FOR AND ON BEHALF OF THE BOARD OF
HIMALCHULI FOOD PRODUCTS LIMITED

(MAHESH MURJI GALA-PROPRIETOR)

MEMBERSHIP NO. 116548

FRN - 124913W

DATE : 24TH MAY, 2019

PLACE : THANE

NILESH MALSHI SAVLA

DIRECTOR & CFO

DIN : 05354691

MEENA SAVLA

DIRECTOR

DIN 05354674

GHELABHAI BATUKBHAI JOGANI

COMPANY SECRETARY

HIMALCHULI FOOD PRODUCTS LIMITED**Notes Forming part of the financial statement for the year ended 31st March 2019****Notes -10****1. Nature of business**

The company was incorporated on 30.04.1986 under the provision of the Companies Act 1956.

The Main Objects of the Company are as follows

1. To carry on 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.

2. 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.

3. To acquire, purchase, lease, conduct or otherwise land for farming, 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 and sale of articles of farm product. The registered office of the Company is situated at B-102 Saraswati Apt Radhakrishna mar, Mogra Village, Andheri (East) Mumbai -400069. The Financial statement were approved and adopted by board of directors of the Company in the meeting dated 24.05.2019.

2. Summary of Significant Accounting Policies**2.1. BASIS OF ACCOUNTING AND PREPARATION OF FINANCIAL STATEMENTS**

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Ind AS) to comply with the Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the companies (Indian Accounting Standards (Amendment) Rule 2016, The Company Adopted Ind AS w.e.f. April 01, 2017(with the transition date of April 01,2015) and accordingly these financial results (including all previous year comparative periods restated) have been prepared in accordance with the recognition and measurement principals prescribed under Section 133 of the Companies Act , 2013 read with the Relevant rules issued there under and other accounting principles generally accepted in India.

The Company has ascertained its operating cycle as 12 months for the purpose of current / non-current classification of assets and liabilities. This is based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents.

The Financial statement are present in INR and all figures are rounded off near to Rupee.

2.2. TAXATION

Income tax expense represents the sum of the tax currently payable and deferred tax. Income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities.

Current tax assets and tax liabilities are offset where the Group has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously

2.3. Earnings per share

Basic EPS is computed by dividing net profit after taxes for the year by weighted average number of equity shares outstanding during the financial year, adjusted for bonus share elements in equity shares issued during the year and excluding treasure shares, if any.

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential equity shares and the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

2.5. Provisions & Contingencies

A provision is recognized when the company has a present obligation as a result of a past event, when it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and reliable estimate can be made of the amount of the obligation.

2.6. Financial Instruments:**a) Financial Asset**

Financial Assets are measured at amortised cost or fair value through Other Comprehensive Income or fair value through Profit or Loss, depending on its business model for managing those financial assets and the assets contractual cash flow Characteristics.

Subsequent measurements of financial assets are dependent on initial categorisation. For impairment purposes significant financial assets are tested on an individual basis, other financial assets are assessed collectively in groups that share similar credit risk characteristics.

a) Financial Liability

At initial recognition, all financial liabilities other than fair valued through profit and loss are recognised initially at fair value less transaction costs that are attributable to the issue of financial liability.

2.7. Cash and Cash Equivalents

Cash and cash equivalents comprise cash and cash deposit with banks.

2.8. Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

2.11. Ind AS – 108 relating to “Operating Segment” is not applicable as the company has only one segment i.e. real estate business.

3. Related Party Disclosure

(a) The company has not paid any remuneration to its Key Managerial person during the year ended 31.03.2019:

(b) As per Ind AS-24 "Related party Disclosure", the following are related parties:

| | |
|--|---|
| Associate Companies | NIL |
| Joint Venture Company | NIL |
| Key Management Personnel and their relatives | 1. Nilesh Malshi Savla 2. Meena Nilesh Savla |
| Enterprises over which key management personnel and their relatives have significant influence | R K D Trendy Retails Pvt Ltd. |

The company has entered into the following related party transactions. Such parties and transactions have been identified as per Ind As 24 “Related Party Disclosures” issued by the Institute of Chartered Accountants of India.

| Particulars | As at 31.03.2019 | As at 31.03.2018 |
|--|---------------------|---------------------|
| 3.1. Details of Transactions with Related Parties during the year | | |
| <u>Loans Repayment during the year</u> | | |
| Omprakash Agrawal | 0 | 135299 |
| Saheli Vastra Udyog Ltd | 2573300 | 219000 |
| 3.2. Balance Outstanding - Borrowings | | |
| Saheli Vastra Udyog Ltd | 0 | 2573300 |
| Omprakash Rambhilash Agrawal | 0 | 0 |
| 3.3. Balance Outstanding - Trade Receivable | | |
| Kayavlon Impex Pvt. Ltd. | 0 | 0 |
| Somiyabong Investment Pvt. Ltd. | 0 | 409281.6 |

4. Investment are stated at cost of acquisition.

| | Current Year | |
|----------------------------|--------------|-------------|
| | Units | Value (Rs.) |
| Quoted Investments: | | |
| Equity shares: | | |
| Reliance Power Ltd | 236 | 2681 |
| Apple Finance Ltd | 100 | -98 |

| | | |
|---|-----------------|----------------|
| 5 Audit Fee | | |
| Payment to Auditors (inclusive of GST) | | |
| | (Amount in Rs.) | |
| Particulars | 2018-19 | 2017-18 |
| Audit Fee | 35,400 | 29,500 |
| Limited Review | - | - |
| For Certification/ other Services | - | - |
| 6. Depreciation: The depreciation on assets has not been provided because company is not doing any commercial activities. | | |
| 7. Amount due to Micro, Small and medium Enterprises. | | |
| There are no Micro and Small Scale Business Enterprises to whom the company over dues, which are outstanding for more then 45 days as at March 31 st 2019. This information as required to be disclosed under the Micro , Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company. Therefore, the prescribed disclosures for liability of interest on overdue payment have not been given. | | |
| 9. In the opinion of Board of Directors, current financial assets and other asset have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated in the Balance sheet and provisions for liabilities are adequate. | | |
| 10. Previous year figures | | |
| Figures of the previous year have been regrouped / reclassified wherever considered necessary to confirm to current year classification. | | |

| | | |
|---------------------------------------|--|---------------------|
| M M GALA & ASSOCIATES | FOR AND ON BEHALF OF THE BOARD OF | |
| CHARTERED ACCOUNTANTS | HIMALCHULI FOOD PRODUCTS LIMITED | |
| | | |
| (MAHESH MURJI GALA-PROPRIETOR) | NILESH MALSHI SAVLA | MEENA SAVLA |
| MEMBERSHIP NO. 116548 | DIRECTOR & CFO | DIRECTOR |
| FRN - 124913W | DIN : 05354691 | DIN 05354674 |
| | | |
| DATE : 24TH MAY, 2019 | | |
| PLACE : THANE | GHELABHAI BATUKBHAI JOGANI | |
| | COMPANY SECRETARY | |

**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 33rd Annual General Meeting of the company, to be held on **THURSDAY, 26TH SEPTEMBER, 2019 at 11.00 AM.** at B-102, SARASWATI APT RADHAKRISHNA, MARG MOGRA VILLAGE , ANDHERI (EAST) MUMBAI 400069 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

| Sl. No. | Resolution(S) | Vote | |
|---|---|------|---------|
| | | For | Against |
| ORDINARY BUSINESS WITH 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, 2019 | | |
| 2. | Re-appointment of a Director in place of Mr. Nilesh Savla (DIN: 05354691) who retires by rotation, and being eligible offers himself for reappointment. | | |
| SPECIAL BUSINESS WITH ORDINARY RESOLUTION | | | |
| 3. | Regularize appointment of HETAL MUKESH DAVE (DIN: 08397075) as an Independent Director as per Companies Act, 2013 | | |
| SPECIAL BUSINESS WITH SPECIAL RESOLUTION | | | |
| 4. | Reduce Share Capital of the Company | | |
| 5. | Reduction in face value of Equity Shares of the Company from Rs. 10/- each to Re. 1/- each. | | |
| SPECIAL BUSINESS WITH ORDINARY RESOLUTION | | | |
| 6. | Alteration of Capital clause of Memorandum of Association. | | |

* Applicable for investors holding shares in Electronic form.

| |
|----------------------------|
| Affix Revenue Stamps |
|----------------------------|

Signed this _____ day of _____ 20_____

Signature of Shareholder
across Revenue Stamp

Signature of Proxy holder

Signature of the shareholder

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
B-102, SARASWATI APT RADHAKRISHNA, MARG MOGRA VILLAGE,
ANDHERI (EAST) MUMBAI 400069
CIN: L15400MH1986PLC316001**

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 **THURSDAY, 26th September, 2019 at 11.00 AM.** at B-102, SARASWATI APT RADHAKRISHNA, MARG MOGRA VILLAGE, ANDHERI (EAST) MUMBAI 400069.

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

SIGNATURE OF THE SHARE HOLDER OR PROXY: _____

-----X-----X-----X-----X-----

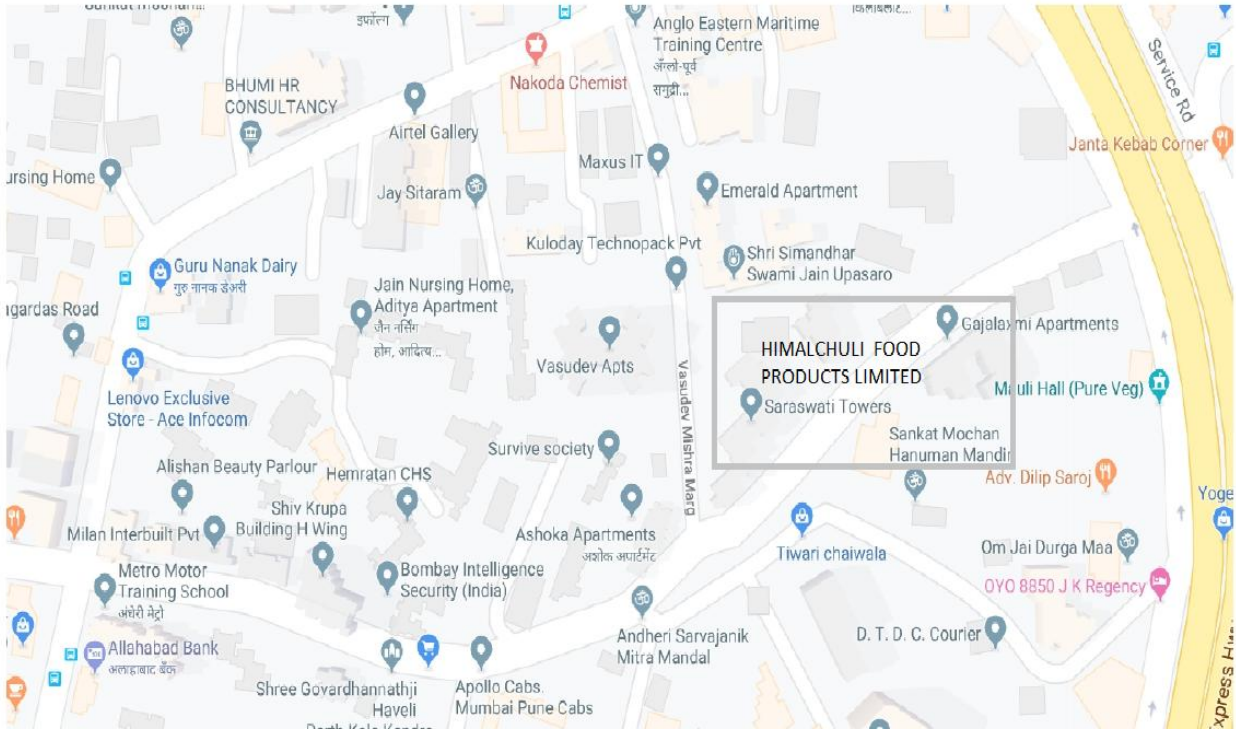
| EVSN (Electronic Voting Event Number) | USER ID | PASSWORD/PIN |
|--|----------------|---------------------|
| | | |

Note: E-voting period: 23rd September, 2019 at 9.00 a.m. IST and ends on 25th September, 2019 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
**B-102, SARASWATI APT RADHAKRISHNA, MARG MOGRA VILLAGE ,
ANDHERI (EAST) MUMBAI 400069**



BOOK POST

**HIMALCHULI FOOD PRODUCTS LIMITED
B-102, SARASWATI APT RADHAKRISHNA,
MARG MOGRA VILLAGE, ANDHERI (EAST)
MUMBAI 400069**