

## NOTICE

NOTICE is hereby given that the 29<sup>th</sup> Annual General Meeting of the members of the Company will be held on Wednesday, the 30<sup>th</sup> Day of September 2020, at 04:30 PM through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM') to transact the following business: -

### Ordinary Business:

- 1 To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March 2020 and the Reports of the Board of Directors and Auditors thereon.
- 2 To appoint a director in place of Mr. Sanjiv Kumar Kakkar (DIN: 02434426), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
- 3 To appoint and if thought fit to pass, with or without modifications, pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Sharma Kumar & Associates, Chartered Accountants, (Firm Registration No: 030842N) be and are hereby appointed as the Statutory Auditors of the Company, in place of the outgoing Statutory Auditors i.e. Satnam Associates, Chartered Accountants, (Firm Registration No: 009870C), for a term of 5 (Five) consecutive years, i.e. to hold office from the conclusion of the 29<sup>th</sup> Annual General Meeting till the conclusion of the 34<sup>th</sup> Annual General Meeting of the Company, at such professional fees and reimbursement of out of pocket expenses, if any, in each financial year, as recommended by the Audit Committee and mutually agreed to between the Board of Directors and the Statutory Auditors of the Company."

**Place: Delhi**

**Date: 05.09.2020**

**By order of the Board of Directors**  
**Himalaya Food International Limited**  
**Sd/-**

**Surabhi Maheshwari**  
**Company Secretary & Compliance Officer**

**NOTES:**

1. The Statement pursuant to Section 102 of the Companies Act, 2013 ('Act') read with SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 with respect to the business set out under Item Nos. 3 of the Notice, is annexed hereto and forms part of the notice.
2. In view of the global outbreak of the Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circulars dated April 8, 2020 April 13, 2020 and May 05, 2020 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting ('AGM' or 'Meeting') through Video Conferencing ('VC') facility or other audio visual means (OAVM), without physical presence of the Members at a common venue. Further, Securities and Exchange Board of India ('SEBI') vide its Circular dated May 12, 2020 ('SEBI Circular') has also granted certain relaxations. In Compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA Circulars, the 29<sup>th</sup> AGM of the Company is being held through VC/OAVM on Wednesday, 30<sup>th</sup> September, 2020 at 4.30 p.m.
3. Further, pursuant to the MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report for FY 2019-20 is sent in electronic form only to those Members whose email addresses are registered with the Company/ Depositories. The Notice calling the 29<sup>th</sup> AGM has been uploaded on the website of the Company at [www.himalayafoodcompany.com](http://www.himalayafoodcompany.com). The Notice can also be accessed from the website of the Bombay Stock Exchange at [www.bseindia.com](http://www.bseindia.com) and CDSL (agency for providing the Remote e-Voting facility) at [www.evotingindia.com](http://www.evotingindia.com). Members who would like to obtain pdf copy on their email ID may write an email to [cs@himalyainternational.com](mailto:cs@himalyainternational.com). Pursuant to the Circulars mentioned above, the Company has not printed the Annual Reports and hence no hard copies of the Annual Report will be provided.
4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. The facility of joining the e-AGM through VC/OAVM will be opened 15 minutes before and will be open upto 15 minutes after the scheduled start time of the e-AGM, i.e., from 4.15 p.m. to 4.45 p.m. and will be available for 1,000 members on a firstcome first-served basis. This rule would however not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key and senior managerial personnel, auditors, etc.
7. Corporate members intending to send their authorised representative to attend the AGM through VC or OAVM or to vote through remote e-voting, pursuant to Sections 112 and 113 of the Act, are requested to send a certified copy of the board resolution to the Scrutinizer by e-mail at [bsgoyal.associates@gmail.com](mailto:bsgoyal.associates@gmail.com) with a copy marked to [cs@himalyainternational.com](mailto:cs@himalyainternational.com), authorising their representative to attend and vote on their behalf at the AGM.
8. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. All documents referred to in the accompanying Notice of the AGM and the Explanatory Statement will be available electronically for inspection by the members during the AGM.
10. The Register of Members and Share Transfer Books of the Company will remain closed from **24<sup>th</sup> September 2020 to 30<sup>th</sup> September 2020**, both days inclusive.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DP's with whom they are maintaining their accounts. Members holding shares in physical

form can also submit their PAN to the Company/RTA.

12. Brief resume of Director proposed to be re-appointed, nature of their expertise in specific functional areas, of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under regulation 36(3)(a) of SEBI (LODR) Regulations, 2015 are provided on page 8.
13. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
14. Members holding shares in electronic form are requested to intimate immediately any change in their bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their bank mandates immediately to the Company or its Registrar & Share Transfer Agents - Ms. Beetal Computer & Financial Services Pvt. Ltd.
15. In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can only be transferred in dematerialised form with effect from 1st April, 2019. In view of the above, members are advised to dematerialise shares held by them in physical form.
16. Members are requested to note that all correspondence relating to share transfer should be addressed to the Company's Share Transfer Agents. Members are requested to notify their email addresses to the company's Share Transfer Agents. Ms. Beetal Computer & Financial Services Pvt. Ltd, Beetal House, 3rd Floor, 99, Madangir, BH\_Local Shopping Centre, New Delhi-110062

## 17. VOTING THROUGH ELECTRONIC MEANS

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 (Amended Rules 2015), Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, Himalaya Food International Limited is offering e-voting facility to its members in respect of businesses to be transacted at the 29<sup>th</sup> Annual General Meeting scheduled to be held on Wednesday, the 30<sup>th</sup> Day of September 2020, at 04:30 PM The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide E- voting facilities. The Notice of the 29<sup>th</sup> AGM and its communication is also available at the company's website at <https://himalayafoodcompany.com>

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

### The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on <27<sup>th</sup> September 2020 at 9.00 A.M. > and ends on <29<sup>th</sup> September 2020 at 5.00 P.M.>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <23<sup>rd</sup> September 2020> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

- (iv) Click on “Shareholders” module.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:-

	<b>For Members holding shares in Demat Form and Physical Form</b>
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"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (xi) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Votingpage.
- (xviii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (xx) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- (xxi) If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

**Process for those Shareholders whose Email Addresses are not Registered with The Depositories for Obtaining Login Credentials for E-Voting for the Resolutions Proposed in this Notice:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [cs@himalayainternational.com](mailto:cs@himalayainternational.com) or [beetalrta@gmail.com](mailto:beetalrta@gmail.com).

**Instructions for Shareholders attending the AGM through VC/OAVM are as under:**

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / I Pads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least four days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@himalyainternational.com](mailto:cs@himalyainternational.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance four days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**Instructions for Shareholders for E-Voting During the AGM are as under:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

**Place: Delhi**  
**Date: 05.09.2020**

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

**Sd/-**  
**Surabhi Maheshwari**  
**Company Secretary & Compliance Officer**



**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013****ITEM No. 3**

The following disclosure is made further to the requirement of sub-regulation (5) of Regulation 36 of the SEBI (LODR), 2015 read with Section 102 of Companies Act, 2013:

M/s Satnam Associates, Chartered Accountants, (Firm Registration No: 09870C), were appointed as the Statutory Auditors of the Company at the 27<sup>th</sup> Annual General Meeting (AGM) of the Company held on September 29, 2018 for a second term of two years to hold the office till the conclusion of this AGM, having completed their term as prescribed under Section 139 of the Companies Act, 2013.

The Board of Directors has, based on the recommendation of the Audit Committee, at its meeting held on August 31, 2020, proposed the appointment of Sharma Kumar & Associates, Chartered Accountants, (Firm Registration No: 030842N) as the Statutory Auditors of the company for a term of 5 consecutive years, to hold the office from the conclusion of this 29<sup>th</sup> AGM till the conclusion of the 34<sup>th</sup> AGM.

Sharma Kumar & Associates, Chartered Accountants, (Firm Registration No: 030842N) have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

The Board of Directors of the Company, based on the fee proposal received and on the recommendation of the Audit Committee, has proposed a professional fee of Rs. 5,00,000/- plus applicable taxes and reimbursement of out of pocket Expenses at the actuals, if any, to Sharma Kumar & Associates, Chartered Accountants, (Firm Registration No: 030842N) for the Financial Year 2020-21, towards carrying out the Statutory Audit of the Company. The Board may revise the fee payable to the Statutory Auditors, as per the recommendation of the Audit Committee, as may be mutually agreed with the Statutory Auditors of the Company.

The Company had paid a professional fee of Rs. 6,00,000/- to the outgoing Statutory Auditors i.e. M/s Satnam Associates, Chartered Accountants, (Firm Registration No: 09870C) for the financial year 2019-20. In the opinion of the Audit Committee and the Board of Directors of the Company, the fees payable to M/s Satnam Associates, Chartered Accountants, is based on the fee proposal received at the time of selection of the Statutory Auditors by the Audit Committee.

None of the Directors, Manager, Key Managerial Personnel of the Company and/or any relatives of such Director, Manager, Key Managerial Personnel are in anyway concerned or interested in the resolution set out as Item No. 3 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the notice for approval by the Members

**Place: Delhi**  
**Date: 05.09.2020**

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

**Sd/-**  
**Surabhi Maheshwari**  
**(Company Secretary)**

**Registered Office:**  
**118, 1st Floor, 12 Gagandeep Building,**  
**Rajendra Place, New Delhi-110008**

## Annexure – A

Details of the Directors seeking Appointment/re-appointment/variation in terms of appointment at the Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are as under:

<b>Name of the Director</b>	<b>Mr. Sanjiv Kumar Kakkar</b>
<b>Date of Birth &amp; Age</b>	November 17,1957 62 Years
<b>DIN</b>	02434426
<b>Qualification</b>	He holds a diploma in Marine Engineering from the MERI (marine engineering and Research Institute) collage Calcutta in the year 1978 and Class 1 Marine engineering from DOT, UK.
<b>Terms and Conditions of appointment/reappointment</b>	Executive Director, liable to retire by rotation.
<b>Experience &amp; Expertise</b>	24 years of experience in the field of marketing strategy. As the co-founder of Himalaya, he uses that understanding of the international business landscape to make Himalaya successful in the gargantuan North American market. He has built Himalaya into a global brand with a strong footprint across the continent.
<b>Date of first appointment on the Board</b>	28/10/2017
<b>Shareholding in the Company</b>	3016500 Equity Shares as on 31 <sup>st</sup> March 2020
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the company</b>	Mr. Man Mohan Malik is Brother in law and Mrs. Sangita Malik is Sister in law of Mr. Sanjiv Kumar Kakkar
<b>Number of Board Meetings attended during the year</b>	1 (One)
<b>Other Directorships, Membership/ Chairmanship of Committees of other Boards</b>	Currently Mr. Sanjiv Kumar Kakkar hold Director in the following Companies <ul style="list-style-type: none"> <li>• Doon Valley Foods Private Limited</li> <li>• Appetizers And Snacks Foods Limited</li> <li>• A.P.J. Laboratories Limited</li> <li>• Himalaya Carbonates Pvt Ltd</li> <li>• Himalya Green Apartments Limited</li> </ul>