

**HIMALAYA FOOD INTERNATIONAL LIMITED**

(Formerly, Himalaya International Limited)

**CIN:** L70102DL1992PLC047399

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

**Tel.** +91 11 45108609, **Fax:** +91 1704 225178

**E-mail id:** cs@himalyainternational.com | website: www.himalyainternational.com

Notice is hereby given that an Extraordinary General Meeting of the Members of Himalaya Food International Limited will be held on Monday, 30<sup>th</sup> March, 2020 at 3.00 P.M. at Head office of Company at Village Shubh Khara, Paonta Sahib, Himachal Pardesh-173025 to transact the following business:-

**Special Business:**

**Item No. 1 Issue of Equity Shares on Preferential Allotment Basis**

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

**“RESOLVED THAT** in accordance with the provisions of Section 42 and 62 (1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, for the time being in force & the enabling provisions of the Memorandum and Articles of Association of the Company, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Issue of Capital and Disclosure Requirements) Regulations, 2018 [SEBI (ICDR) Regulations], the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time (the "SEBI Takeover Regulations"), & any other clarifications thereon issued from time to time, Listing Regulations pursuant to the Listing Agreement entered into by the Company with the BSE Limited where the Company's shares are listed, and any other applicable laws/rules/regulations and subject to necessary approval/consent/permission/sanction, if any of appropriate authorities/ bodies/ institutions and subject to such conditions and modifications as may be imposed upon and accepted by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred by the Board), the consent of the Members of the Company be and is hereby accorded to the board to create, offer, issue and allot in one or more tranches an aggregate of 5,82,500 (Five Lac Eighty Two Thousand Five Hundred) Equity Shares of the Company having face value of 10/- (Rupees Ten Only), on Preferential basis to the employee and operational creditors (hereinafter referred to as the "Proposed Allottees") as more particularly mentioned in the explanatory statement setting out material facts, through offer letter such other document /writing, in such form and manner as may be determined by the Board in its absolute discretion.

**RESOLVED FURTHER THAT** The "Relevant Date" pursuant to Regulation 161 of the SEBI (ICDR) Regulations in relation to the above mentioned Preferential Issue of Equity Shares, is 28<sup>th</sup> February 2020, is a date 30 days prior to the date of Extra Ordinary General Meeting.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to decide and approve other terms and conditions of the issue of the equity shares and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem fit, subject however to the compliance with the applicable guidelines, notifications, rules and regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to accept the terms, conditions, modifications and stipulations as the GOI, SEBI or Stock Exchanges or any other regulatory authority may stipulate while granting approval to the Company for issue of the equity shares as aforesaid.

**RESOLVED FURTHER THAT** the Board is hereby authorised to take necessary steps for listing of the equity shares allotted on the Stock Exchanges, where the Company's shares are listed, as per the terms and conditions of the Listing Agreement, and in accordance with such other guidelines, rules and regulations as may be applicable with regard to such listing.

**RESOLVED FURTHER THAT** the Equity Shares so issued shall upon allotment have the same rights of voting as the existing equity shares and be treated for all other purposes *pari-passu* with the existing equity shares of the Company and that the equity shares so allotted during the financial year shall be entitled to the dividend, if any, declared including other corporate benefits, if any, for the financial year in which the allotment has been made and subsequent years.

**RESOLVED FURTHER THAT** the Board, be and is hereby, authorized in its entire discretion to decide and proceed with the issue of the equity shares, including the size and relative component of the same, and for the purpose of giving effect to this issue of equity shares, to issue proposed Preferential offer letter to the proposed allottees and take such steps and to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary, expedient, usual, proper, incidental or desirable and to settle any question, difficulties or doubts that may arise in this regard and in regard to the issue, allotment of the equity shares and utilization of the issue proceeds, to prescribe the forms of applications, enter and execute all such deeds, documents, agreements or other instruments, and to take such actions/directions as they may consider as being necessary or desirable and to obtain any approval, permissions, sanctions which may be necessary or desirable as they may deem fit, without being required to seek any further consent or approval of the shareholders.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose, including without limitation, appointment of consultants, solicitors, merchant bankers, or any other agency/agencies, to agree and accept all such condition(s), modification(s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to such modification(s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard to such issue and allotment and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

## **Item No. 2 Issue of Warrants, Convertible into Equity Shares on Preferential Basis**

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

**“RESOLVED THAT** in accordance with the provisions of Section 42 and 62 and all other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, for the time being in force & the enabling provisions of the Memorandum and Articles of Association of the Company, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Issue of Capital and Disclosure Requirements) Regulations, 2018 [SEBI (ICDR) Regulations] & any other clarifications thereon issued from time to time, Listing Regulations pursuant to the Listing Agreement entered into by the Company with the BSE Limited where the Company’s shares are listed, and any other applicable laws/rules/regulations and subject to the approval/consent/ permission/sanction, if any of appropriate authorities/ bodies/ institutions and subject to such conditions and modifications as may be imposed upon and accepted by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred by the Board), the consent of the Members of the Company be and is hereby accorded to the board to create, offer, issue and allot in one or more tranches up to maximum of 66,00,000 (Sixty Six Lacs) convertible warrants of the Company of the face value of Rs. 10/- (Rupees Ten), on Preferential basis to the Promoters and Public (hereinafter referred to as the “Proposed Allottees/Warrant holder”) as more particularly mentioned in the explanatory statement setting out material facts, through offer letter such other document /writing, in such form and manner as may be determined by the Board in its absolute discretion, with a right to subscribe to equal number of equity shares, on conversion within a period of 18 months, of nominal value of Rs. 10/- (Rupees Ten only) each fully paid up at a price of Rs. 10/- (Rupees Ten), each being not less than the price calculated in accordance with the Guidelines for Preferential Issue, issued by SEBI, provided that the aggregate number of resultant equity shares of the Company to be issued against such warrants shall not exceed 66,00,000 (Sixty Six Lacs fully paid up equity shares of the face value of Rs. 10/- (Rupees Ten only) each.

**RESOLVED FURTHER THAT** an amount equivalent to 25% of the price of the share, i.e. Rs. 2.50, shall be payable at the time of making application for the warrants, which shall be adjusted and appropriated against the price payable by the warrant holders at the time of exercising the option to convert the warrant into equity shares, and that in the event the option for such conversion is not exercised fully within the prescribed time, the remaining warrants shall lapse and the amount so paid on the allotment of the warrants shall stand forfeited.

**RESOLVED FURTHER THAT** the offer, issue and allotment of the aforesaid Warrants to the Proposed Allottees and the Equity Shares resulting from the exercise of the entitlement of the said Warrants, shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

- A. Each warrant shall be convertible into one equity share of Rs.10/- each, of the Company.
- B. The warrants shall be convertible into equity shares in more than one tranches (at the sole option of the warrant holders) at any time within a period of 18 months from the date of allotment of warrants.
- C. The warrant holder(s) shall on or before the date of allotment, pay an amount equivalent to 25% of the total consideration per warrant.
- D. The warrant shall not carry any voting/dividend rights.
- E. The warrant holder(s) shall, on or before the date of allotment of resultant equity shares on conversion, pay the balance 75% i.e. Rs 7.50/- of the consideration towards the subscription to each equity share.
- F. The amount referred to in above (C) above shall be forfeited, if the option to acquire shares is not exercised by the warrant holders, within the stipulated period.
- G. Convertible warrants and the resultant equity shares on conversion shall be subject to a lock-in period to be determined in accordance with the provisions of Chapter VII on Preferential Issue under SEBI (ICDR) Regulations, 2018.
- H. The entire pre- preferential of the proposed allottees shall be under a lock-in period, from the relevant date, i.e February 28, 2020 upto a period of six months from the date of trading approval.
- I. The said Warrants by itself until exercise of conversion option and equity shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company.

**RESOLVED FURTHER THAT** The “Relevant Date” pursuant to Regulation 161 of the SEBI (ICDR) Regulations in relation to the above mentioned Preferential Issue of Equity Shares, is 28<sup>th</sup> February 2020, is a date 30 days prior to the date of Extra Ordinary General Meeting.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot such equity shares as may be required to be issued and allotted upon conversion of the said Warrants and that equity shares shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects, including entitlement for dividend, with the existing equity shares of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to decide and approve other terms and conditions of the issue of the Warrants and/or equity shares and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem fit, subject however to the compliance with the applicable guidelines, notifications, rules and regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to accept the terms, conditions, modifications and stipulations as the GOI, SEBI or Stock Exchanges or any other regulatory authority may stipulate while granting approval to the Company for issue of the Warrants and/or equity shares as aforesaid.

**RESOLVED FURTHER THAT** the Board is hereby authorised to take necessary steps for listing of the equity shares allotted upon conversion of Warrants on Stock Exchanges, where the Company’s shares are listed, as per the terms and conditions of the Listing Agreement, and in accordance with such other guidelines, rules and regulations as may be applicable with regard to such listing.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to issue proposed Preferential offer letter to the proposed allottees and take such steps and to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary,

expedient, usual, proper, incidental or desirable and to settle any question, difficulties or doubts that may arise in this regard and in regard to the issue, allotment of the Warrants and/or equity shares and utilisation of the issue proceeds, to prescribe the forms of applications, enter and execute all such deeds, documents, agreements or other instruments, and to take such actions/directions as they may consider as being necessary or desirable and to obtain any approval, permissions, sanctions which may be necessary or desirable as they may deem fit, without being required to seek any further consent or approval of the shareholders.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred by this resolution to any Director(s) or to any Committee of Directors or employee or officer of the Company, as it may consider appropriate, to give effect to the aforesaid resolution.”

**By Order of the Board  
For, Himalaya Food International Limited**

**Sd/-  
Ms Surabhi Maheshwari  
Company Secretary**

**Place: Delhi  
Date: 07.02.2020**

**NOTES:**

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (the Act) in respect of Special Business to be transacted at the Extra-ordinary General Meeting (the 'EGM' or 'Meeting'), is annexed and forms part of this Notice.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY

The instrument appointing a proxy, in order to be effective, must be deposited at the registered office of the Company, duly filled stamped, completed and signed, not later than 48 hours before the commencement of the meeting. A proxy so appointed shall not have any right to speak at the meeting.

A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate, not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. However, a member holding more than 10 (ten) percent of the total share capital of the Company may appoint single person as proxy and such person shall not act as proxy for any other person or shareholder. A proxy form is enclosed with this notice.

3. Incomplete proxy forms shall be considered to be as invalid and the proxy so appointed shall not be entitled to vote on the resolution(s) in the EGM. A proxy holder needs to show his identity at the time of attending the Meeting. Further, in case if the Company receives multiple proxies for the same holding of a member, the proxy which is dated last shall be considered valid, if it is not dated then all the proxies so send by the member shall considered to be as invalid.

4. Corporate members intending to send their authorized representative to attend the Extra-ordinary General Meeting are requested to send to the Company a Certified true copy of the Board Resolution/ Power of Attorney authorizing their representative(s) to attend and vote on their behalf at the Meeting.

5. Members, Proxies and Authorised Representative(s) are requested to bring the duly filled and signed Attendance Slips (enclosed), complete in all respect along with their copy of Notice at the venue of EGM in order to enable us to register your attendance at the venue of the EGM.

6. In case of joint holders attending the Meeting, only the member whose name appears to be first will be entitled to vote.

7. Only bonafide members of the Company whose names appear on the Register of Members / Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the Meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the EGM.

8. As per the provision of Section 72 of the Act, the facility for making Nomination is available for the members in respect of their shareholding in the Company either in single or with joint names. The members are requested to submit the complete and signed form SH-13 with their Depository Participant (DP) who holds the shares in dematerialized form and those who are holding physical shares shall send the same to the Registrar and Share Transfer Agent – BEETAL Financial & Computer Services Pvt. Ltd. (the 'RTA').

9. Members holding shares in physical form are requested to notify/send the following to the RTA of the Company:

i. Any change in their mailing address;

ii. Particulars of their bank account, pan no. & e-mail ids in case the same have not been sent earlier;

iii. Members who hold shares in physical form in multiple folios in identical names are requested to send the share certificate for consolidation into single folio.

iv. Shareholders are advised to dematerialise their physical securities since requests for effecting transfer of physical securities (except in case of transmission or transposition of securities) shall not be permitted from 1st April, 2019.

Further, please note that Members holding equity shares in electronic form are requested to contact to their DP with whom they are maintaining the demat accounts for updation in address, pan no., e-mail IDs, Bank details, Bank mandate, ECS mandate, etc.

10. All the documents referred to in the accompanying Notice and the Explanatory Statement, are open for inspection at the Registered Office of the Company during the business hours, except on holidays, upto and including the date of EGM and copies there of shall also be made available for inspection in physical or electronic form at the Corporate Office of the Company.

11. A Route Map along with Prominent Landmark for easy location to reach the venue of the EGM is annexed with the Notice of EGM and is also available on the website of the Company.

12. (a) The electronic copy of the Notice of the EGM (along with Proxy Form, Attendance Slip and Route Map to the EGM Venue) is being sent to all the members whose email IDs are registered with the Company/ DPs. For Members, who have not registered their email address, physical copies of the Notice of the EGM (along with Proxy Form, Attendance Slip and Route Map to the EGM Venue) are being sent through permitted mode.

(b) We urge members to support our commitment to environmental protection by choosing to receive Notices, Annual Reports and other documents / communications through electronic mode by updating your email addresses with the Company or DPs.

13. The Notice of EGM (along with Proxy Form, Attendance Slip and Route Map to the EGM Venue) is available at the Company's website [www.himalyainternational.com](http://www.himalyainternational.com) The Notice of the EGM is also available on [www.evoting.cdsl.co.in](http://www.evoting.cdsl.co.in)

14. The Company has dedicated E-mail address [cs@himalyainternational.com](mailto:cs@himalyainternational.com) for members to mail their queries or lodge complaints, if any. We will endeavor to reply to your queries at the earliest.

15. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 including amendment thereto and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide facility to the members to exercise their right to vote on resolutions proposed to be considered at the Extraordinary General Meeting by electronic means and the items of business given in the Notice of the EGM may be transacted through e-voting services. The facility of casting vote through e-voting system from a place other than venue of the EGM ('remote e-voting') will be provided by Central Depository services Limited ('CDSL').

The facility of the remote e-voting through electronic means is as an alternate to all members to enable them to cast their votes electronically instead of casting their vote physically at the Meeting. The facility for voting through Ballot Paper shall also be made available at the EGM and Members who have cast their votes by remote e-voting prior to the EGM may attend EGM but shall not be entitled to cast their votes again.

16. The e-voting period commences at 09:00 a.m. IST on Friday, 27<sup>th</sup> March, 2020 and ends at 5:00 p.m. IST on Sunday 29<sup>th</sup> March, 2020. During this period, members of the Company holding shares either in physical form or in dematerialized form, as on Cut-off date of 23<sup>rd</sup> March, 2020 ('Cut-off date'), may cast their vote by remote e-voting. No remote evoting shall be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled for voting upon expiry of the aforesaid period. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

17. Mr. BS Goyal, Practicing Company Secretary (Membership No. 4204) has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

18. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, count the votes cast at the EGM and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than 3 days after the conclusion of the EGM to the Chairman of the Company. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith. The result declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website [www.himalyainternational.com](http://www.himalyainternational.com) and on the website of CDSL immediately after the result is declared by the Chairman and the same shall be simultaneously communicated to the BSE Limited.

19. The resolution shall be deemed to be passed on the date of EGM, subject to the receipt of sufficient votes.

20. Voting process and instruction regarding e-voting:

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

(i) The voting period begins on Friday, 27<sup>th</sup> March, 2020 from 9:00 A.M (IST) and ends on Sunday 29<sup>th</sup> March, 2020 at 5:00 PM (IST). 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> March, 2020 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](http://www.evotingindia.com).

(iii) Click on Shareholders / Members

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://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"><li>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</li></ul> |

|  |   |
|--|---|
|  | <p>digits of the sequence number in the PAN field.</p> <ul style="list-style-type: none"> <li>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.</li> </ul>                    |
| Dividend Bank Details OR Date of Birth (DOB) | <p>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.</p> <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 (iv)</li> </ul> |

(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 Himalaya Food International 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the changed login 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](http://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](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.

(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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



## **EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 OF THE COMPANIES ACT, 2013**

### **Item No. 1**

The Special Resolution contained in Item no. 1 of the accompanying Notice has been proposed pursuant to the provisions of Sections 42, 62 of the Companies Act, 2013 (“the Act”) and the rules framed there under to create, offer, issue and allot 5,82,500 (Five Lac Eighty Two Thousand Five Hundred) Equity Shares having face value of ` 10/- (Rupees Ten Only) each to employee and operational creditors of the Company to pay off salary and outstanding of some operational creditors the Company, in accordance with Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the ICDR Regulations”), as amended and applicable laws on preferential basis, in relation to the aforesaid Special Resolution are given as under:

- 1. The objects of the preferential issue:** The proposed preferential issue is to employee and Operational Creditors of the Company to pay off salary of some employees and outstanding of operational creditors the Company. The Board is of the view that there is a need to reduce the debt of the Company to service the debt. Hence, the Board recommends the Preferential Issue of the Equity Shares to the promoter, employee and operational creditors.
- 2. Intention of promoters / directors / key managerial personnel to subscribe to the Preferential Allotment:** None of the existing promoters, directors or key managerial personnel intends to subscribe Equity Shares under this Preferential Issue of Equity Shares.
- 3. The total number of shares or other securities to be issued:** The resolution set out in the accompanying notice authorizes the Board to issue up to 5,82,500 (Five Lac Eighty Two Thousand Five Hundred) equity shares on preferential basis.
- 4. Issue Price and Relevant Date:** The price of equity shares to be issued is fixed at Rs.10/- per equity share of Face Value of Rs.10/- each and in accordance with the price determined in terms of Regulation 76 of the ICDR Regulations.

The Relevant Date is 28th February 2020 i.e. 30 days prior to the date of Extra Ordinary General Meeting.

- 5. Basis on which price has been arrived:** The Company is listed on Bombay Stock Exchange Limited (BSE) and the price has been determined on the basis of the quotes available on the Bombay Stock Exchange Limited during the preceding twenty six weeks or preceding two weeks prior to the relevant date.
- 6. Proposed time limit within which the allotment shall be complete:** As required under the SEBI (ICDR) Regulations, 2018, the allotment of Equity Shares is proposed to be completed within a maximum period of 15 days from the date of Extra Ordinary General Meeting. In case the allotment on preferential basis is pending on account of pendency of any approval for such allotment by any regulatory authority including Stock Exchange where the shares of the Company are listed or the Central Government then the allotment shall be completed within 15 days from the date of receipt of such approval as the case may be.
- 7. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:** No allotment(s) has been made on a preferential basis from the beginning of the year to the date of issue of this notice.
- 8. Identity of the Proposed Allottees, Percentage of post-issue capital in the issuer consequent to the preferential allotment:**

| Sr. No | Name                | Category | Pre-Issue Holding | % Total Equity Capital | No. Of Share | Post-Issue Holding | % Total Equity Capital |
|--------|---------------------|----------|-------------------|------------------------|--------------|--------------------|------------------------|
| 1      | Sandeep Garg        | Public   | 0                 | -                      | 15000        | 15000              | 0.02                   |
| 2      | Padmavati Packaging | Public   | 0                 | -                      | 150000       | 150000             | 0.25                   |

|    |                       |        |     |   |        |        |      |
|----|-----------------------|--------|-----|---|--------|--------|------|
| 3  | Pramod Kumar Agarawal | Public | 0   | - | 220000 | 220000 | 0.37 |
| 4  | Swastik Industries    | Public | 0   | - | 50000  | 50000  | 0.08 |
| 5  | Shivam Packers        | Public | 0   | - | 7500   | 7500   | 0.01 |
| 6  | Sangam Packers        | Public | 0   | - | 100000 | 100000 | 0.17 |
| 7  | Budh Ram              | Public | 0   | - | 10000  | 10000  | 0.01 |
| 8  | Keshav Sharma         | Public | 100 | 0 | 10000  | 10100  | 0.01 |
| 9  | Basant Kumar Sharma   | Public | 0   | - | 5000   | 5000   | 0.00 |
| 10 | Shamsher Ali          | Public | 0   | - | 3000   | 3000   | 0.00 |
| 11 | Rajesh Sharma         | Public | 0   | - | 2000   | 2000   | 0.00 |
| 12 | Sonu Kumar Ray        | Public | 0   | - | 2000   | 2000   | 0.00 |
| 13 | Ravi Kumar Arora      | Public | 0   | - | 2000   | 2000   | 0.00 |
| 14 | Sant Ram              | Public | 0   | - | 2000   | 2000   | 0.00 |
| 15 | Manjeet Singh Negi    | Public | 0   | - | 2000   | 2000   | 0.00 |
| 16 | Dan Bahadur Maurya    | Public | 0   | - | 2000   | 2000   | 0.00 |

**9. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them**

| Name & address of proposed Allottees | Category | PAN No.    | Identity of ultimate beneficial owners |
|--------------------------------------|----------|------------|--|
| Padmavati Packaging                  | Public   | BLXPS1316N | Mr. Sanghavi Rupesh Vasantlal          |
| Swastik Industries                   | Public   | CCPPP3775E | Mr. Patel Keyur Shailesh kumar         |
| Shivam Packers                       | Public   | AJSPK8739R | Mr. Surinder Kumar                     |
| Sangam Packers                       | Public   | AAOPD8987D | Ms. Bindiya Duggal                     |

- None of the above proposed allottees are directly or indirectly Directors or KMP of the company.

**10. The Shareholding Pattern of the issuer before and after the preferential issue:**

| Sr. No.                     | Category            | PRE ISSUE CAPITAL  |                   | POST ISSUE CAPITAL |                   |  |
|-----------------------------|---------------------|--------------------|-------------------|--------------------|-------------------|--|
|                             |                     | No. of shares held | % of Shareholding | No. of shares held | % of Shareholding |  |
| <b>A. Promoters holding</b> |                     |                    |                   |                    |                   |  |
| 1                           | <b>Promoters</b>    |                    |                   |                    |                   |  |
|                             | - Indian Promoters  | 2,42,56,890        | 41.91             | 2,42,56,890        | 41.50             |  |
|                             | - Foreign Promoters | 48,68,778          | 8.42              | 48,68,778          | 8.33              |  |

|    |                              |   |                    |               |                    |               |
|----|------------------------------|---|--------------------|---------------|--------------------|---------------|
|    | 2                            | <b>Persons acting in concert</b>  | 0                  | 0             | 0                  | 0             |
|    |                              | <b>Sub - Total</b>  | <b>2,91,25,668</b> | <b>50.33</b>  | <b>2,91,25,668</b> | <b>49.83</b>  |
| B. | <b>Non-Promoters Holding</b> |   |                    |               |                    |               |
|    | 3                            | <b>Institutional Investors</b>  | 0                  | 0             | 0                  | 0             |
|    | a.                           | Mutual Funds and UTI  | 0                  | 0.00          | 0                  | 0.00          |
|    | b.                           | Banks, Financial Institutions, Insurance Companies (Central/State Gov. Institutions/ Non-Government Institutions) | 14,463             | 0.02          | 14,463             | 0.02          |
|    | c.                           | FIIIs   | 0                  | 0             | -                  | 0             |
|    |                              | <b>Sub - Total</b>  | <b>14,463</b>      | <b>0.02</b>   | <b>14,463</b>      | <b>0.02</b>   |
|    | 4                            | <b>Others</b>   |                    |               |                    |               |
|    | a.                           | Private Corporate Bodies  | 0                  | 0.00          | -                  | 0.00          |
|    | b.                           | Indian Public   | 2,21,14,274        | 38.21         | 2,26,96,774        | 38.83         |
|    | c.                           | NRIs/OCBs   | 0                  | 0.00          | -                  | 0.00          |
|    | d.                           | Any other (Please specify)HUF   | 66,18,479          | 11.44         | 66,18,479          | 11.32         |
|    | e.                           | Trust   | 0                  | 0.00          | -                  | 0.00          |
|    | f.                           | Clearing Members  |                    | 0.00          | -                  | 0.00          |
|    |                              | <b>Sub - Total</b>  | <b>2,87,32,753</b> | <b>49.65</b>  | <b>2,93,15,253</b> | <b>50.17</b>  |
|    |                              | <b>GRAND - TOTAL</b>  | <b>5,78,72,884</b> | <b>100.00</b> | <b>5,84,55,384</b> | <b>100.00</b> |

**11. Change in control consequent to the preferential issue:** The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company because of the proposed preferential allotment.

**12. Lock-in Period:** The entire pre-preferential allotment shareholding of the above allottee shall be locked-in as per the Regulations 78(6) of the SEBI (ICDR) Regulations.

**13. Statutory Auditor Certificate:** M/s SATNAM ASSOCIATES Chartered Accountants, Dehradun, the Statutory Auditors of the Company has certified that the preferential issue is being made in accordance with the requirements contained in SEBI (ICDR) Regulations, 2018. A copy of the certificate is kept for inspection at the Registered Office of the Company during the business hours.

**14. Undertaking:** The Company hereby undertakes that:

- i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required.

- ii. If the amount payable, if any, on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) Regulations the above warrants/shares shall continue to be locked-in till the time such amount is paid by the allottees.
- iii. Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.

**15. Shareholder's Consent:** Shareholder's Consent is sought pursuant to 62 of the Companies Act, 2013 and in terms of the listing agreement with Stock Exchanges, and SEBI (ICDR) Regulations, to the issue of the above mentioned Shares, as set out in the Resolution.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its members. The Board recommends the resolution as set out in the accompanying notice for the approval of members as a Special Resolution.

**16. Disclosure under schedule VIII Part G Of ICDR Regulations:** Neither our Company, nor our Directors or Promoters have been identified as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI.

## Item No. 2

The Board of Directors in their meeting held on February 7, 2020 subject to necessary approval(s), has approved the proposal for raising funds and for that to issue and allot 66,00,000 (Sixty Six Lakhs) convertible warrants of Rs. 10 /- aggregating to Rs. 6, 60, 00,000 (Six Crore Sixty Lakh) of the Company to Promoter and Non Promoter on preferential basis. The details of the issue and other particulars as required in terms of the Act and SEBI (ICDR) Regulations, 2018 in relation to the aforesaid Special Resolution are given as under:

1. **The objects of the preferential issue:** The proposed preferential issue is required for the expansion of the business of the Company.
2. **The total number of securities to be issued:** The Board intends to offer, issue and allot 66,00,000 (Sixty Six Lakhs) convertible warrants of Rs. 10 /- aggregating to Rs. 6,60,00,000 (Six Crore Sixty Lakh) on preferential basis in accordance with SEBI (ICDR) Regulations, 2018 and other applicable laws.
3. **Pricing of preferential issue:** The price of each equity share to be issued in lieu of Warrants is fixed at Rs. 10/- (Rupees Ten Only) per share as determined in terms of Regulation 164(1) of Chapter V of the SEBI (ICDR) Regulations on the basis of the Relevant Date. Further, the Company undertakes to re-compute the price of the equity shares, if at all required, in terms of the provisions of these regulations where it is required to do so.
4. **Basis on which price has been arrived at along with report of the registered valuer:** The Company is listed on Bombay Stock Exchange Limited (BSE) and the price has been determined on the basis of the quotes available on the Bombay Stock Exchange Limited during the preceding twenty six weeks or preceding two weeks prior to the relevant date.
5. **Intent of the promoters, directors or key managerial personnel of the issuer to subscribe to the offer:** As mentioned herein above, the Company proposes to make a preferential allotment of 66,00,000 (Sixty Six Lakhs) convertible warrants of Rs. 10 /- aggregating to Rs. 66,00,000 (Six Crore Sixty Lakh) on preferential basis to Promoter and Non Promoter who have intended to subscribe for the said warrants of the Company as per details given below:

Mr. Man Mohan Malik chairman & Managing Director and Key Managerial Person (KMP) of the company being promoter of the company is interested in the proposed resolution.

M/s Doon Valley Foods Pvt. Ltd. is the promoter group Company and is interested in the proposed resolution.

| Sr. No | Name of Allottee | Category | No. of warrants |
|--------|------------------|----------|-----------------|
| 1      | Man Mohan Malik  | Promoter | 12,00,000       |

|    |                           |                |           |
|----|---------------------------|----------------|-----------|
| 2  | Doon Valley Foods (P) Ltd | Promoter Group | 48,00,000 |
| 3. | Deepak Chokhani           | Public         | 6,00,000  |

6. **Relevant date:** The “Relevant Date” in terms of Regulation 161 of the SEBI (ICDR) Regulations for determination of minimum price is 28th February 2020 being the date 30 days prior to the date of Extra Ordinary General Meeting.
7. **The class or classes of persons to whom the allotment is proposed to be made:** The allotment is proposed to be made to the Promoter and Non-promoter Allottees as mentioned at point no. 05
8. **The Shareholding Pattern of the issuer before and after the preferential issue:**

| Sr. No.   | Category   | PRE ISSUE CAPITAL            |                    | POST ISSUE CAPITAL AFTER ISSUE OF EQUITY SHARES |                   | POST ISSUE CAPITAL AFTER ISSUE OF WARRANTS |                   |  |
|-----------|--|------------------------------|--------------------|---|-------------------|--|-------------------|--|
|           |  | No. of shares held           | % of Share holding | No. of shares held                              | % of Shareholding | No. of shares held                         | % of Shareholding |  |
| <b>A.</b> |  | <b>Promoters holding</b>     |                    |   |                   |  |                   |  |
| 1         | <b>Promoters</b>   |                              |                    |   |                   |  |                   |  |
|           | - Indian Promoters   | 2,42,56,890                  | 41.91              | 2,42,56,890                                     | 41.50             | 3,02,56,890                                | 46.51             |  |
|           | - Foreign Promoters  | 48,68,778                    | 8.42               | 48,68,778                                       | 8.38              | 48,68,778                                  | 7.48              |  |
| 2         | <b>Persons acting in concert</b>   | 0                            | 0                  | 0   | 0                 | 0  | 0                 |  |
|           | <b>Sub - Total</b>   | <b>2,91,25,668</b>           | <b>50.33</b>       | <b>2,91,25,668</b>                              | <b>49.83</b>      | <b>3,51,25,668</b>                         | <b>53.99</b>      |  |
| <b>B.</b> |  | <b>Non-Promoters Holding</b> |                    |   |                   |  |                   |  |
| 3         | <b>Institutional Investors</b>   | -                            | -                  | -   | -                 | -  | -                 |  |
| a.        | Mutual Funds and UTI   | 0                            | 0.00               | -   | 0.00              | 0.00                                       | 0                 |  |
| b.        | Banks, Financial Institutions, Insurance Companies (Central/State Gov. Institutions/ | 14,463                       | 0.02               | 14,463  | 0.02              | 14,463                                     | 0.02              |  |

|                      |    |                                |                    |               |                    |               |                    |             |               |
|----------------------|----|--------------------------------|--------------------|---------------|--------------------|---------------|--------------------|-------------|---------------|
|                      |    | Non-Government Institutions)   |                    |               |                    |               |                    |             |               |
|                      | c. | FIIIs                          | 0                  | 0             | -                  | 0             | 0                  | 0           | 0             |
| <b>Sub - Total</b>   |    |                                | <b>14,463</b>      | <b>0.02</b>   | <b>14,463</b>      | <b>0.02</b>   | <b>14,463</b>      | <b>0.02</b> |               |
|                      | 4  | <b>Others</b>                  |                    |               |                    |               |                    |             |               |
|                      | a. | Private Corporate Bodies       | 0                  | 0.00          | -                  | 0.00          | 0.00               |             | 0             |
|                      | b. | Indian Public                  | 2,21,14,274        | 38.21         | 2,26,96,774        | 38.83         | 2,32,96,774        |             | 35.82         |
|                      | c. | NRIs/O CBs                     | 0                  | 0.00          | -                  | 0.00          | 0.00               |             | 0             |
|                      | d. | Any other (Please specify) HUF | 66,18,479          | 11.44         | 66,18,479          | 11.32         | 66,18,479          |             | 10.17         |
|                      | e. | Trust                          | 0                  | 0.00          | -                  | 0.00          | 0.00               |             | 0             |
|                      | f. | Clearing Members               | 0                  | 0.00          | -                  | 0.00          | 0.00               |             | 0             |
| <b>Sub - Total</b>   |    |                                | <b>2,87,32,753</b> | <b>49.65</b>  | <b>2,93,15,253</b> | <b>50.17</b>  | <b>2,99,15,253</b> |             | <b>45.99</b>  |
| <b>GRAND - TOTAL</b> |    |                                | <b>5,78,72,884</b> | <b>100.00</b> | <b>5,84,55,384</b> | <b>100.00</b> | <b>6,50,55,384</b> |             | <b>100.00</b> |

**9. Proposed time limit within which the allotment shall be complete:** As required under the SEBI (ICDR) Regulations, 2018, the allotment of Equity Shares is proposed to be completed within a maximum period of 15 days from the date of Extra Ordinary General Meeting. In case the allotment on preferential basis is pending on account of pendency of any approval for such allotment by any regulatory authority including Stock Exchange where the shares of the Company are listed or the Central Government then the allotment shall be completed within 15 days from the date of receipt of such approval as the case may be.

**10. Identity of the Proposed Allottees, Percentage of post-issue capital in the issuer consequent to the preferential allotment:**

| Sr. No | Name                      | Category       | Pre-Issue Holding | % Total Equity Capital | No. of shares | % Total Equity Capital | No. Of warrants | Post-Issue Holding | % Total Equity Capital |
|--------|---------------------------|----------------|-------------------|------------------------|---------------|------------------------|-----------------|--------------------|------------------------|
| 1      | Man Mohan Malik           | Promoter       | 9,54,915          | 1.65                   | 0             | 1.63                   | 12,00,000       | 21,54,915          | 3.31                   |
| 2      | Doon Valley Foods (P) Ltd | Promoter Group | 23,72,883         | 4.10                   | 0             | 4.06                   | 48,00,000       | 71,72,883          | 11.02                  |

|    |                 |        |          |      |   |      |          |           |      |
|----|-----------------|--------|----------|------|---|------|----------|-----------|------|
| 3. | Deepak Chokhani | Public | 5,10,999 | 0.88 | 0 | 0.87 | 6,00,000 | 11,10,999 | 1.70 |
|----|-----------------|--------|----------|------|---|------|----------|-----------|------|

**11. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them**

| Name of proposed Allottees | Identity of ultimate beneficial owners |   |               |             |
|----------------------------|--|---|---------------|-------------|
| Doon Valley Foods (P) Ltd  | Name of Director:                      | 1) Mr. Manmohan Malik<br>2) Mr. Sanjiv Kakkar |               |             |
|                            | Name of Shareholder                    | Name of Shareholder                           | No. of Shares | % of Shares |
|                            |  | 1. Man Mohan Malik                            | 150765        | 60.63       |
|                            |  | 2. Sanjiv Kakkar                              | 20500         | 8.24        |
|                            |  | 3. Anita Kakkar                               | 24250         | 9.75        |
|                            |  | 4. Sidharth Kakkar                            | 12100         | 4.87        |
|                            |  | 5. Arjun Malik                                | 15000         | 6.03        |
|                            |  | 6. Jyoti Malik                                | 10300         | 4.14        |
|                            |  | 7. Purnima Malik                              | 14750         | 5.94        |
|                            |  | 8. Pinky Chadda                               | 1000          | 0.40        |
|                            | Total                                  | 248665  | 100           |             |

**12. Change in control consequent to the preferential issue:** The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company because of the proposed preferential allotment.

**13. Lock-in Period:** The securities allotted to Proposed Allottees shall be locked in as per Regulation 167 and other applicable provisions of SEBI (ICDR) Regulations

**14. Undertakings:** The Company do hereby undertake that:

1. It shall re-compute the price of the said shares in terms of the provisions of SEBI (ICDR) Regulations where it is required to do so; and
2. If the amount payable on account of the re-computation of the price of the said shares is not paid within the time stipulated in SEBI (ICDR) Regulations, the said Warrants shall continue to be locked-in till the time such amount is paid by the allottee/s.
3. Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.

**15. Statutory Auditor Certificate:** M/s SATNAM ASSOCIATES Chartered Accountants, Dehradun, the Statutory Auditors of the Company has certified that the preferential issue is being made in accordance with the requirements contained in SEBI (ICDR) Regulations, 2018. A copy of the certificate is kept for inspection at the Registered Office of the Company during the business hours.

**16. Number of persons to whom allotments on preferential basis have already been made during the year, in terms of number of securities as well as price:** No allotment(s) has been made on a preferential basis from the beginning of the year to the date of issue of this notice.

**17. Shareholder's Consent:** Shareholder's Consent is sought pursuant to 62 of the Companies Act, 2013 and in terms of the listing agreement with Stock Exchanges, and SEBI (ICDR) Regulations, to the issue of the abovementioned Warrants, as set out in the Resolution.

**18. Disclosure under schedule VIII Part G Of ICDR Regulations:** Neither our Company, nor our Directors or Promoters have been identified as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its members. The Board recommends the resolution as set out in the accompanying notice for the approval of members as a Special Resolution.

The Directors of your Company may be deemed to be concerned or interested to the extent of securities that may be subscribed to by them or their relatives.

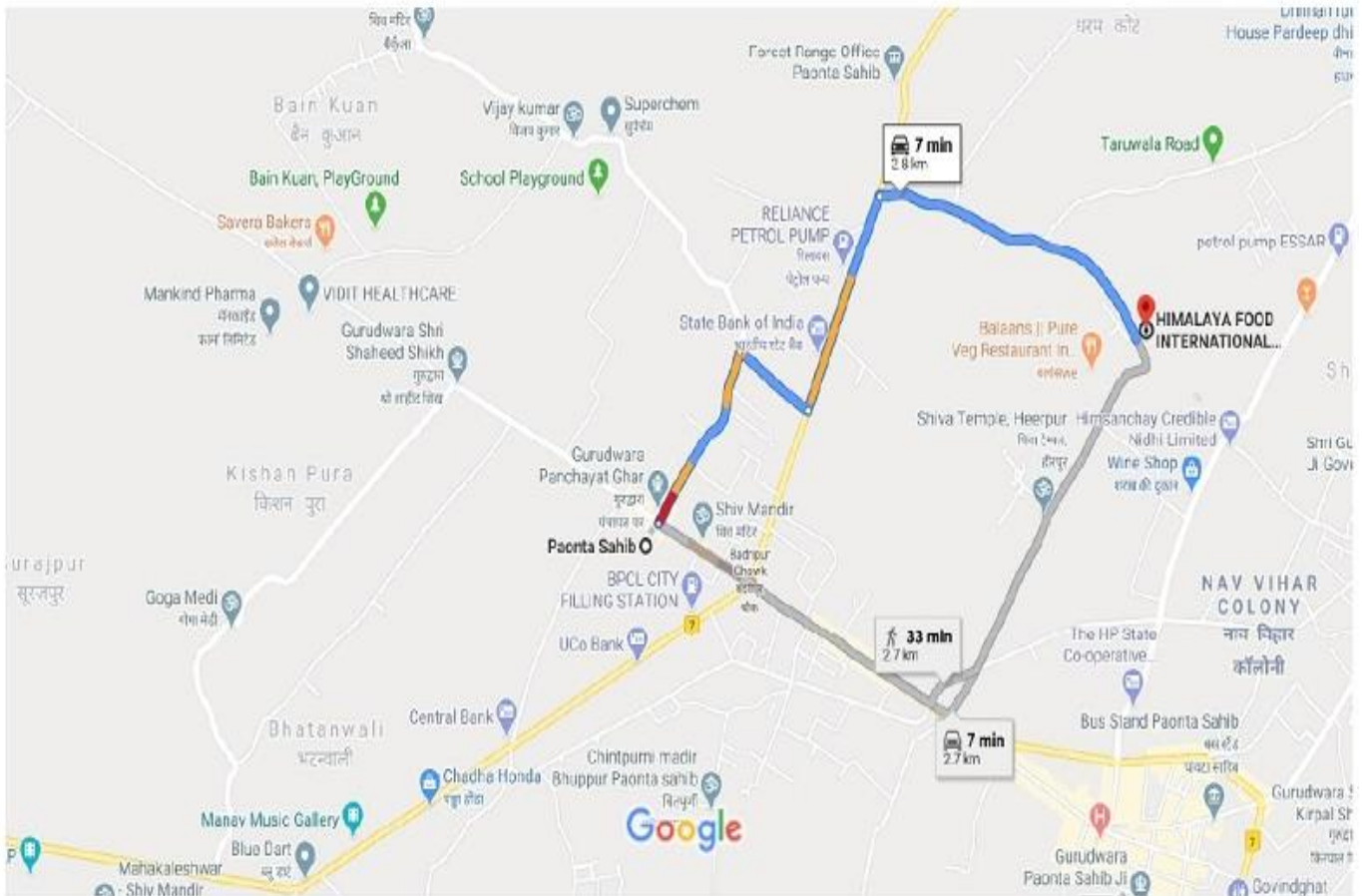
**By Order of the Board  
For, Himalaya Food International Limited**

**Sd/-  
Ms Surabhi Maheshwari  
Company Secretary**

**Place: Delhi  
Date: 07.02.2020**

### ROUTE MAP FOR PLACE OF EGM

Route map to the venue of the EGM of Himalaya Food International Limited to be held on Monday, 30th March, 2020 at 3.00 p.m. at Village Shubh Khera, Paonta Sahib, Himachal Pardesh-173025





**HIMALAYA FOOD INTERNATIONAL LIMITED**

(Formerly, Himalaya International Limited)

**CIN:** L70102DL1992PLC047399

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

**Tel.** +91 11 45108609, **Fax:** +91 1704 225178

**E-mail id:** cs@himalyainternational.com | website: www.himalyainternational.com

**\*ATTENDANCE SLIP\***

DPID/ CLIENT ID : \_\_\_\_\_ Registered Folio No. : \_\_\_\_\_ No of Shares : \_\_\_\_\_  
Name(s) and address of the Shareholders/Proxy in Full:

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I, Certify that I am a Shareholder/ Proxy of the Shareholder of the Company. I/We hereby accord my/our presence at the Extra Ordinary General Meeting of the Company being held on Monday, 30<sup>th</sup> March, 2020 at 3.00 P.M. at Head Office of Company at **Village Shubh Khera, Paonta Sahib, Himachal Pardesh-173025.**

\_\_\_\_\_  
Signature of Shareholder/ Proxy

**NOTE :** Please fill in the Attendance Slip and hand it over at the entrance of the Hall.

**HIMALAYA FOOD INTERNATIONAL LIMITED**

(Formerly, Himalaya International Limited)

**CIN:** L70102DL1992PLC047399

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

**Tel.** +91 11 45108609, **Fax:** +91 1704 225178

**E-mail id:** cs@himalyainternational.com | website: www.himalyainternational.com

**Form 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:    |
| Email Id:              |
| Folio No./Client Id:   |

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

1. Name:\_\_\_\_\_ Address:\_\_\_\_\_ E-MailID:\_\_\_\_\_ Signature:\_\_\_\_\_ or failing him /her
2. Name:\_\_\_\_\_ Address:\_\_\_\_\_ E-MailID:\_\_\_\_\_ Signature:\_\_\_\_\_ or failing him /her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf to be held on Monday, 30th March, 2020 at 3.00 P.M. at Head Office of Company at **Village Shubh Khara, Paonta Sahib, Himachal Pardesh-173025** and at any adjournment thereof in respect of such resolutions as are indicated below:

| Sr. No.                   | Resolution  | For | Against |
|---------------------------|---|-----|---------|
| <b>Special Resolution</b> |   |     |         |
| 1                         | Issue of Equity Shares on Preferential Allotment Basis                  |     |         |
| 2.                        | Issue of Warrants, Convertible into Equity Shares on Preferential Basis |     |         |

Signed this ..... day of..... 20.....

|                           |
|---------------------------|
| Affix<br>revenue<br>stamp |
|---------------------------|

Signature of Shareholder \_\_\_\_\_ Signature of Proxy holder(s) \_\_\_\_\_

**Note:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered / Corporate Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.  
\*\* This is only optional. Please put 'X' in the appropriate Column against the resolutions indicated in the Box. If you leave the 'For' or ' Against ' Column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.