

HIMALYA INTERNATIONAL LIMITED

Regd. Office: E - 555, 1st & 2nd Floor Palam Extension, Sector - 7, Dwarka, New Delhi -110 077

CIN: L70102DL1992PLC047399 / Tel: 011-45108609

Website: <http://www.himalyainternational.com> Email: cs@himalyainternational.com

NOTICE OF EXTRA-ORDINARY GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF HIMALYA INTERNATIONAL LIMITED

To be held on Friday, January 12, 2018 at 03.00 P.M. At HEAD OFFICE: - SHUBH KHERA, PAONTA SAHIB DISTT. SIRMOUR (H.P.) 173025

NOTICE

NOTICE is hereby given that the **Extra Ordinary General Meeting (EGM)** of the Members of Himalya International Limited (HIL) will be held on Friday, the 12th January, 2018 at 03.00 P.M at head office of the company at Shubh Khera, Paonta Sahib, (H.P.) 173025 to transact the following business:-

SPECIAL BUSINESS

ITEM - 1

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution: - To change Company's existing name "**HIMALYA INTERNATIONAL LIMITED**" to "**HIMALAYA FOOD INTERNATIONAL LIMITED**" and Consequent alterations in the Memorandum of Association and Articles of Association of the Company and in this regard to consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to provisions of Sections 4, 13, 14, 15 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and other applicable guidelines or regulations issued by Securities and Exchange Board of India, the provision of the Memorandum of Association and Articles of Association of the Company and, subject to such other applicable laws, rules, regulations and guidelines and subject to the approvals of the Central Government, the Ministry of Corporate Affairs (MCA), the Registrar of Companies and/or any other statutory/ regulatory/ other appropriate authority(ies), as may be necessary, and pursuant to the letter issued by MCA confirming the availability of "**HIMALAYA FOOD INTERNATIONAL LIMITED**" as new name, approval of the Members of the Company be and is hereby accorded for change of the Company's name from "**Himalya International Limited**" to "**HIMALAYA FOOD INTERNATIONAL LIMITED**".

RESOLVED FURTHER THAT the Name Clause being Clause I of the Memorandum of Association be altered accordingly and substituted by the following Clause:

1. The Name of the Company is **HIMALAYA FOOD INTERNATIONAL LIMITED**.

RESOLVED FURTHER THAT in terms of provisions of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to foregoing Resolution, the Board be and is hereby authorized to do and perform or cause to be done and perform all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto including signing and filing all the forms and other documents with any regulatory authorities and to settle and finalize all issues that may arise in this regard as the Board may in its sole and absolute discretion deemed fit and delegate all or any of the powers or authorities herein conferred to any Director(s) or other official(s) of the Company, without further reference to the Members of the Company."

ITEM - 2

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

"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, and other relevant guidelines of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 [SEBI (ICDR) Regulations] & 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 an aggregate of 3500000 (Thirty Five Lacs) warrants of the Company at a price of Rs.30/-(Rupees Thirty only), including premium of Rs. 20/-(Rupees Twenty only), on Preferential basis, 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. 30/-(Rupees Thirty only), including premium of Rs. 20/-(Rupees Twenty only) 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 3500000 (Thirty Five Lacs) fully paid up equity shares of the face value of Rs. 10/-(Rupees Ten only) each, to the following allottees as detailed herein below."

S/No	Name of Allottee	Category	No. of warrants
1	MR. JUGAL KISHORE CHOKHANI PAN AACPC5306P MRS. SANTOSH JUGAL KISHORE CHOKHANI PAN ABLPC0363L Building NO. A/1, Flat NO. 1 S.V Road, Mahesh Nagar Goregaon (West) Mumbai - 400104	Public	5,00,000
2	MR. SNEHAL BHUPENDRA SHAH PAN AAQPS5304K MS. SURABHI SNEHAL SHAH PAN AMVPS7338E 1103 Radha Krishna Residency, Siddharth Nagar Borivali East, Mumbai - 400066	Public	2,00,000
3	MR. JIMIT PARESH SHAH PAN BHMPS1905E B/702 Tilak Nagar Building NO. 75 Mumbai - 400079	Public	50,000
4	DR. VANDANA SONDHI PAN AJZPS3200N 30/8 – A Rajpur Road, Dehradun – 248001 Uttarakhand	Public	9,00,000
5	MR. PANKAJ ARORA PAN AECPA3232N H.NO. 401/1 Ram Nagar Roorkee – 247667 Uttarakhand	Public	8,50,000
6	M/S LRSD SECURITIES PRIVATE LIMITED PAN AACCL7917L Regd. Office : 208& 210, Jain Bhawan, 18/12 WEA, Karol Bagh, New Delhi - 110005	Public/Body Corporate	10,00,000
	Total		35,00,000

RESOLVED FURTHER THAT an amount equivalent to 25% of the price of the share, i.e. Rs.7.50 (Rupees Seven and Fifty Paise Only), 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 issue of warrants as above shall be subject to the following terms and conditions:-

- 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% i.e. Rs.7.50 (Rupees Seven and Fifty Paise Only), 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.22.50 (Rupees Twenty Two and Fifty Paise Only) 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. 3500000 (Thirty Five Lacs) 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 (Issue of capital and Disclosure Requirements) Regulations 2009, as amended up to date.
- H. The entire pre- preferential of the proposed allottees shall be under a lock-in period, from the relevant date, i.e. 08th December, 2017, upto a period of six months from the date of trading approval.

I. The warrants convertible into equity shares at a later date shall be made fully paid-up at the time of their allotment.

RESOLVED FURTHER THAT the pricing of the Equity Shares to be allotted on conversion of the above said warrants, is calculated in accordance with the SEBI (ICDR) Regulations, on the 'Relevant Date'

RESOLVED FURTHER THAT the "Relevant Date" in relation to the issue of warrants convertible into equity shares, in accordance with the SEBI (ICDR) Regulations, would be 08th December, 2017, being the date 30 days prior to the date of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby instructed to get the warrants convertible into equity shares allotted pursuant to this resolution and the resolution be acted upon within a period of 15 days from the date of passing this resolution or within 15 days of obtaining applicable approval of the competent authority wherever applicable, if any.

RESOLVED FURTHER THAT the Company shall ensure that whilst any warrants remaining exercisable, it will at all times, keep available and reserved such part of its authorized but un-issued share capital as would enable all outstanding warrants to be satisfied in full.

RESOLVED FURTHER THAT the Equity Shares so issued on conversion of warrants 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 warrants and resultant equity shares on conversion, including the size and relative component of the same, and for the purpose of giving effect to this issue of equity shares and warrants, 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.

**By Order of the Board of Directors
For Himalya International Ltd.**

**Date: 12th December 2017
Place: Paonta Sahib (H.P.)**

**Sd/-
Vijay Garg
Company Secretary**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member.
2. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
3. Members/Proxies should bring the enclosed attendance slip duly filled in, for attending the meeting, along with the Notice of EGM.
4. Shareholders who hold shares in dematerialized form are requested to bring their client ID and DP ID numbers for easy identification of attendance at the meeting. Members are requested to notify their email ID.
5. Members are requested to notify the change in their addresses and bank account details, if any.

6. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting are requested to send duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Meeting.
7. 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
8. As part of the Green Initiative in Corporate Governance, the Ministry of Corporate Affairs (MCA), Government of India, through its Circular Nos. 17/2011 and 18/2011, dated April 21 and 29, 2011 respectively, has allowed companies to send official documents to their shareholders electronically.
9. Members are requested to
 - a. Note that copies of Notice of EGM will be distributed in the meeting along with Ballot Paper;
 - b. Quote the Folio/Client ID & DP ID Nos. in all correspondence;
 - c. Note that no gifts/ coupons will be distributed at the Extra – Ordinary General Meeting, in compliance with the Secretarial Standard on General Meetings.
10. The Notice of EGM of the Company is also available on the company's website www.himalyainternational.com
11. In terms of the provisions of Section 108 of the Companies Act, 2013 read with relevant rules thereto, the business at General Meetings may be transacted through electronic voting (e-voting) and the company is providing e-voting facility to members.

Kindly note that the members can opt for only one mode of voting i.e., either e-voting or exercising the right in the meeting. Once the vote on a resolution is cast by member; he shall not be allowed to change it subsequently.
12. Members desiring to exercise their vote by e-voting are requested to carefully read the enclosed instructions which inter-alia provide the process and manner for e-voting, login ID, generating Password and time schedule, including the time period during which the votes may be cast, etc.
13. In order to scrutinize the e-voting process in a fair and transparent manner and to carry out the required activities, the Board of Directors has appointed **M/s B. S. Goyal & CO., Company Secretaries**, and New Delhi as the scrutinizer for the meeting.

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, Himlaya International Limited is offering e-voting facility to its members in respect of businesses to be transacted at the **Extra – Ordinary General Meeting** scheduled to be held on **Friday, the 12th Day of January 2018, at 03:00 PM**. The Company has engaged the services of **Central Depository Services (India) Limited (CDSL)** to provide E- voting facilities. The Notice of the EGM and its communication is also available at the company's website at www.himalyainternational.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 **<9th January 2018 at 9:00 A.M >** and ends on **<11th January 2018 at 5:00 P.M>**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **<5th January 2018 >** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.

- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:-

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.
	<ul style="list-style-type: none"> In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
	<ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Shareholders holding shares in physical form are requested to provide the requisite information as per format given below by post or e-mail to:-

BEETAL Financial & Computer Services Pvt Ltd.

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

Ph. 011-29961281-283 Fax 011-29961284 / Email: beetalrta@gmail.com,

**By Order of the Board of Directors
For Himalya International Ltd.**

Date: 12th December 2017

Place: Paonta Sahib (H.P.)

**Sd/-
Vijay Garg
Company Secretary**

**ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

ITEM NO. 1

Himalya International Limited has been the exporter to US market since 1996. It is approved by USFDA & USDA for imports of its various products in USA. The Company is largest producer of Mushrooms in India.

Company also has large facilities created for the products mentioned below:

Mushrooms: Fresh, Frozen & Canned

Potato Products: Frozen French Fries and specialty products like Potato skins, Hash Browns, Tater Rounds, Wedges, Burger Patties and Nuggets: Frozen, made from Vegetables, Lentils, Paneer & Mushrooms Appetizers: Frozen & Coated Mushrooms, Zucchini, Beans, Onions & French Toast etc. etc.

Dairy Products: Cheese, Yogurts & Ice Creams, Canned Products: Soups, Curries

The company which has largely remained exporter till now plans the entry in Indian Market.

The Company has decided to change the name so as to be in tune with its new avatar as a Food Company and entering the domestic Indian market besides retaining exports. The word International is being substituted by Food to signify the company's line of core activity.

ITEM NO. 2

For the purpose of expansion of the business, the Company proposes to issue 3500000 (Thirty Five Lacs) warrants convertible into equity shares, at a price of Rs. 30/- (Rupees Thirty only), including premium of Rs.20/- (Rupees Twenty only)] on preferential basis to the Promoters Group and Publicas detailed below in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

S/No	Name of Allottee	Category	No. of warrants
1	MR. JUGAL KISHORE CHOKHANI PAN AACPC5306P MRS. SANTOSH JUGAL KISHORE CHOKHANI PAN ABLPC0363L Building NO. A/1, Flat NO. 1 S.V Road, Mahesh Nagar Goregaon (West) Mumbai - 400104	Public	5,00,000
2	MR. SNEHAL BHUPENDRA SHAH PAN AAQPS5304K MS. SURABHI SNEHAL SHAH PAN AMVPS7338E 1103 Radha Krishna Residency, Siddharth Nagar Borivali East, Mumbai - 400066	Public	2,00,000
3	MR. JIMIT PARESH SHAH PAN BHMPS1905E B/702 Tilak Nagar Building NO. 75 Mumbai - 400079	Public	50,000
4	DR. VANDANA SONDHI PAN AJZPS3200N 30/8 – A Rajpur Road, Dehradun – 248001 Uttarakhand	Public	9,00,000
5	MR. PANKAJ ARORA PAN AECPA3232N H.NO. 401/1 Ram Nagar Roorkee – 247667 Uttarakhand	Public	8,50,000
6	M/S LRSD SECURITIES PRIVATE LIMITED PAN AACCL7917L Regd. Office : 208& 210, Jain Bhawan, 18/12 WEA, Karol Bagh, New Delhi - 110005	Public/Body Corporate	10,00,000
	Total		35,00,000

The following disclosure is made by the Company in terms of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009:

- (a) The objects of the preferential issue: The proposed preferential issue is required for the expansion of the business of the Company.
- (b) The intention of the Allottees to subscribe to the offer: As mentioned herein above, the Company proposes to make a preferential allotment of 3500000 (Thirty Five Lacs) Warrants of Rs.10/- each at a price of Rs. 30/- per warrant for cash (including a premium of Rs.20/-), convertible into equity shares to Public, who have intended to subscribe for the said warrants of the Company.
- (c) **The Shareholding Pattern of the issuer before and after the preferential issue:**

Himalya International Limited Shareholding Pattern as on 08/12/2017

S.No.	Particular	Prior to issue		After issue of warrants	
		Number of Shares	% To Total	Number of Shares	% To Total
1	A) Promoter and Promoter Group				
	Indian Promoters:				
	Individual/HUF	19,137,232	33.07	19,137,232	31.18
	Bodies Corporate	5,003,124	8.65	5,003,124	8.15
	Foreign Promoter				
	Himalya International Inc.	4,868,778	8.41	4,868,778	7.93
	Total Shareholding (A)	29,009,134	50.13	29,009,134	47.27
	(B) Public Shareholding				
1	Institutions:				
	Foreign Institutional Investor	0	0.00	0	0.00
2	Non-Institutions:				0
	Bodies Corporate	6,223,769	10.75	7,223,769	11.77
	Individuals	20,136,540	34.79	22,636,540	36.88
	Clearing Members	612,026	1.06	612,026	1.00
	NRI	688,836	1.19	688,836	1.12
	HUF	1,202,579	2.08	1,202,579	1.96
	Sub Total (B)	28,863,750	49.87	32,363,750	52.73
	Total (A+B)	57,872,884	100.00	61,372,884	100.00

- (d) **Proposed time limit within which the allotment shall be complete:** Allotment of warrants is proposed to be made within 15 days from the date of passing of this resolution at this Extra-Ordinary General Meeting of the shareholders, subject to obtaining of in-principle approval of the Stock Exchanges, where the equity shares of the Company are listed, in terms of the Listing Agreement.
- (e) **Identity of the Proposed Allottees, Percentage of post-issue capital and change in control, if any, in the issuer consequent to the preferential allotment:**

S/No	Name of Allottee	Category	No. of warrants
1	MR. JUGAL KISHORE CHOKHANI PAN AACPC5306P MRS. SANTOSH JUGAL KISHORE CHOKHANI PAN ABLPC0363L Building NO. A/1, Flat NO. 1 S.V Road, Mahesh Nagar Goregaon (West) Mumbai - 400104	Public	5,00,000
2	MR. SNEHAL BHUPENDRA SHAH PAN AAQPS5304K MS. SURABHI SNEHAL SHAH PAN AMVPS7338E 1103 Radha Krishna Residency, Siddharth Nagar Borivali East, Mumbai - 400066	Public	2,00,000
3	MR. JIMIT PARESH SHAH PAN BHMPS1905E B/702 Tilak Nagar Building NO. 75 Mumbai - 400079	Public	50,000

4	DR. VANDANA SONDHI PAN AJZPS3200N30/8 – A Rajpur Road, Dehradun – 248001 Uttarakhand	Public	9,00,000
5	MR. PANKAJ ARORA PAN AECPA3232N H.NO. 401/1 Ram Nagar Roorkee – 247667 Uttarakhand	Public	8,50,000
6	M/S LRSD SECURITIES PRIVATE LIMITED PAN AACCL7917L Regd. Office : 208& 210, Jain Bhawan, 18/12 WEA, Karol Bagh, New Delhi - 110005	Public/Body Corporate	10,00,000
	Total		35,00,000

The nature of concern/interest, financial or otherwise, if any in respect of the item:

S. No	Name	Category	Pre-Issue Holding	% Total Equity Capital	Post-Issue Holding	% Total Equity Capital
1	MR. JUGAL KISHORE CHOKHANI MRS. SANTOSH JUGAL KISHORE CHOKHANI	Public	0	0	500000	0.81
2	MR. SNEHAL BHUPENDRA SHAH MS. SURABHI SNEHAL SHAH	Public	0	0	200000	0.33
3	MR. JIMIT PARESH SHAH	Public	0	0	50000	0.08
4	DR. VANDANA SONDHI	Public	0	0	900000	1.47
5	MR. PANKAJ ARORA	Public	0	0	850000	1.38
6	M/S LRSD SECURITIES PRIVATE LIMITED	Public/ Body Corporate	0	0	1000000	1.63

- (f) **Lock-in Period:** In terms of SEBI (ICDR) Regulations, 2009, the said Warrants and the resultant equity shares on conversion of warrants proposed to be issued to Promoter and Public on preferential basis shall be subject to lock-in for a period of three (3) years and 1 (One) year respectively.

The equity shares already held by the proposed allottees shall be under a lock-in period, from the relevant date, i.e. 08th December, 2017, upto a period of six months from the date of trading approval of equity shares.

- (g) **Issue price and relevant date:** The issue price of Rs. 30/- (Rupees Thirty only) per equity share has been calculated in accordance with the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 and for the purpose of the above guidelines the Relevant Date is 08th December, 2017.

Considering the Relevant Date 08th December, 2017, for this proposed Resolution in terms of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009, the minimum price works out to Rs. 30/- per equity share, determined as follows:

- a. Average of the weekly high and low of the closing prices of the equity shares of the Company quoted on the Bombay Stock Exchange Ltd., during the twenty six weeks preceding the Relevant Date: **Rs.27.91**.

OR

- b. Average of the weekly high and low of the closing prices of the equity shares of the Company quoted on the Bombay Stock Exchange Ltd., during two weeks preceding the Relevant Date: **Rs. 27.51**.

The Company is proposing to make a preferential allotment at Rs. 30/- per equity share, which is higher of the amount mentioned at (a) and (b) above.

Consequential changes in voting rights and change in management: There will be no change in voting rights & change in the management of the company pursuant to this preferential allotment.

- (h) **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.
- (i) **Statutory Auditor Certificate:** A copy of the certificate of the Statutory Auditor Certificate as per SEBI (ICDR) Regulations shall be placed before the Shareholders at this Extra-ordinary General Meeting.

- (j) **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.

- (k) **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 Warrants, as set out in the Resolution.

Thus the Board recommends the above resolution for your approval 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 of Directors
For Himalya International Ltd.**

**Date: 12th December 2017
Place: Paonta Sahib (H.P.)**

**Sd/-
Vijay Garg
Company Secretary**

HIMALYA INTERNATIONAL LIMITED

CIN: L70102DL1992PLC047399

Regd. Office: E-555, 2nd Floor, Palam Extension, Sector-7, Dwarka, New Delhi - 110077

Phone: 91-011-45108609, 91-1704- 223494, **Fax:** 225178 **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: E-mail ID: Folio / DP ID - Client ID No.:

I / We being the member(s) of _____ shares of Himalya International Limited hereby appoint:

1. Name: _____ Address: _____
 E-Mail ID: _____ Signature: _____ or failing.
2. Name: _____ Address: _____
 E-Mail ID: _____ Signature: _____ or failing
3. Name: _____ Address: _____
 E-Mail ID: _____ Signature: _____ or failing.

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf to be held on **Friday, January 12, 2018 at 03.00 P.M at Village Shubh Khara, Paonta Sahib Distt. Sirmour (H.P.) 173025** and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	For	Against
Ordinary Resolution			
1	To Approval for change of Name from Himalya International Ltd. To Himalaya Food Company Limited.		
2.	To Issue Up To 3500000 (Thirty Five Lacs) Warrants On A Preferential Basis @ Rs. 30/- each To Public / Other Investor (Other Than Promoter)		

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

.....
 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. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the EGM.
3. It is optional to put a (√) in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he / she thinks appropriate.

HIMALYA INTERNATIONAL LIMITED

CIN: L70102DL1992PLC047399

Regd. Office: E-555, 2nd Floor, Palam Extension, Sector-7, Dwarka, New Delhi - 110077

Phone: 91-011-45108609, 91-1704- 223494, Fax: 225178 Website: www.himalyainternational.com

ATTENDANCE SLIP

Registered Folio No. / DP ID No. / Client ID No.

Name and address of the Member(s)

Joint Holder 1

Joint Holder 2

Number of Shares held:

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the Annual General Meeting of the Company at At **Head Office: - Village Shubh Khera, Paonta Sahib Distt. Sirmour (H.P.) 173025 Friday, January 12, 2018 at 03.00 P.M.**

.....
Name of the member / proxy

.....
Signature of member / proxy

Note:

1. A member or his duly appointed Proxy wishing to attend the Meeting must complete this Attendance Slip and hand it over at the entrance.
2. Name of the Proxy in Block letters..... (in case the Proxy attends the meeting)
3. Members are requested to bring their copies of the Annual Report to the Meeting.

.....**PLEASE CUT HERE**.....

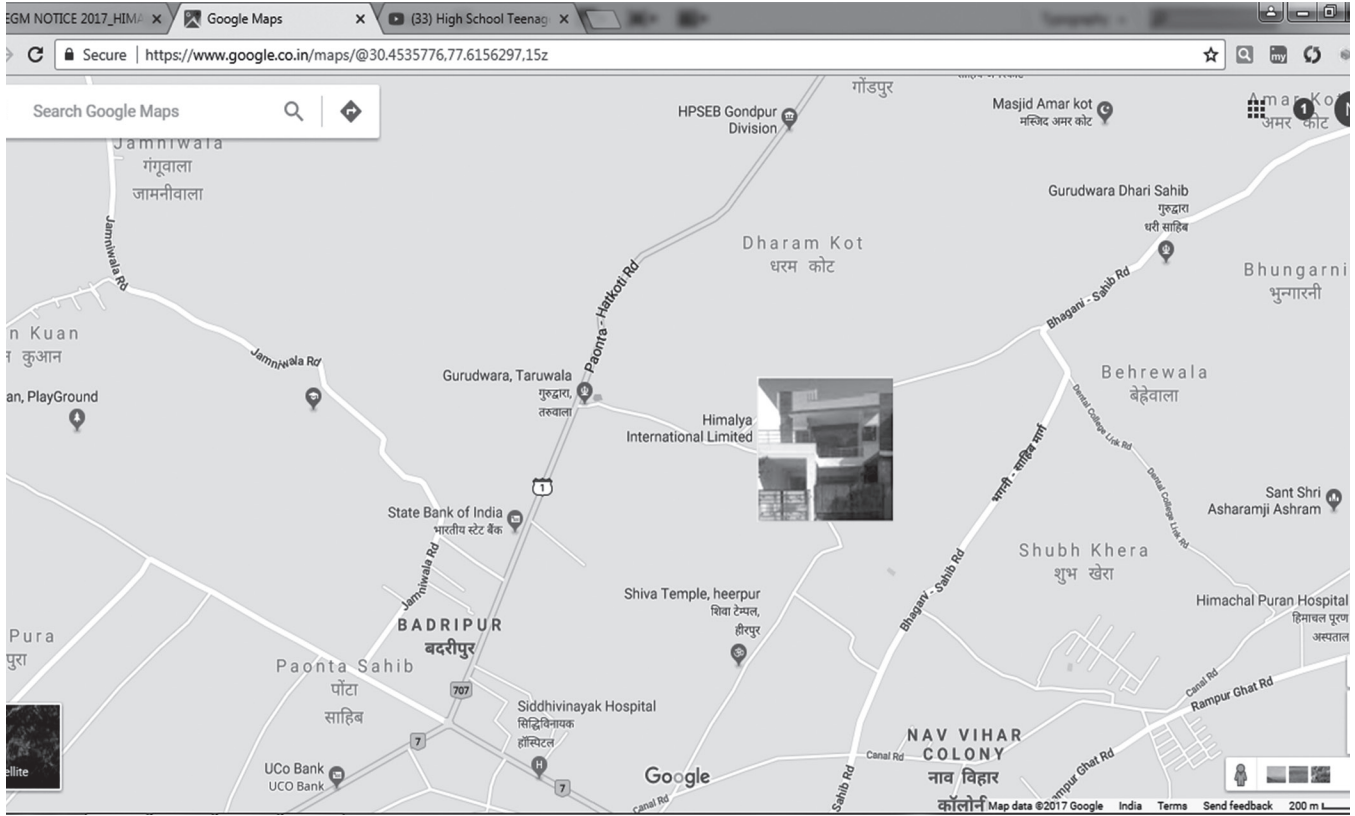
PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING HALL.

Electronic Voting Particulars

Electronic Voting Sequence No.	User ID	*Sequence Number

*Applicable to those members who have not updated their PAN with the Company / Depository Participant

ROUTE MAP FOR PLACE OF EGM



To,

If Undelivered (Please return to):

Company Secretary
Himalya International Ltd.
E-555, 2nd Floor, Palam Extension,
Sector-7, Dwarka-110077 New Delhi