

NOTICE

I hereby given that the 31st Annual General Meeting of the members of the Company will be held on Thursday, the 29th Day of September 2022, at 5:30 PM through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM') to transact the following business: -

Ordinary Business:

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the year ended 31st March, 2022 and the Reports of the Board of Directors and Auditors there on.
2. To appoint a director in place of Mr. Sanjiv Kumar Kakkar (DIN: 02434426), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.
3. To ratify the resolutions passed in the previous AGM dated 29.09.2022 For the preferential issue of Shares and Warrants to be issued to promoters and others, where in the disclosures of ultimate beneficiary of the allotment of shares to the Private Limited company namely – M/s NEPZ Pack Industries Private Limited and M/s Stable Packaging Pvt Ltd. Was not made as per the SEBI ICDR.

RESOLVED THAT as per SEBI guidelines need the ultimate beneficiary disclosure in respect of preferential allotment t the company is hereby decided to approve and ratify the U.B.O disclosure, subject to the shareholder approval, for the followings allottees namely – M/s NEPZ Pack Industries Private Limited and M/s Stable Packaging Pvt Ltd.

FURTHER RESOLVED THAT any of the directors or compliance officer of the company be and is hereby authorised to provide documents to government authorities like SEBI, ROC etc.

Ultimate Beneficiary Disclosure

Name of the Company	Number of the Shares	Ultimate beneficiary Owner
M/s. NEPZ Pack Industries Private Limited	1,84,616	Mr. Jaikant Gupta Ms. Shweta Gupta
M/s Stable Packaging Pvt Ltd	3,07,693	Mr. Pankaj Gupta Mr. Sushil Gupta

Special Business:

4. 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 pursuant to the provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI (ICDR) Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended up to date ("Listing Regulations"), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the "Takeover Regulations") as in force and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India ("SEBI") and/or the stock exchanges where the shares of the Company are listed and enabling provisions of the memorandum and articles of association of the Company and subject to requisite approvals, consents, permissions and/ or sanctions of regulatory and other appropriate authorities, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/ or sanctions (including but

not limited to approval from the Competition Commission of India) and which may be agreed to, by the board of directors of the Company ("Board", which term shall be deemed to include any committee constituted by the Board to exercise its powers including the powers conferred hereunder or any person authorised by the Board or its committee for such purpose), and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent and approval of the members of the Company be and is hereby granted to Board to create, offer, issue and allot at an appropriate time, in one or more tranches on a preferential basis, 24,61,539 (Twenty four Lacs Sixty One Thousand Five Hundred Thirty Nine) fully paid up equity shares of face value Rs. 10/- each ("Equity Shares") at a price of Rs. 21.20/- per share or at a price as per SEBI ICDR at a premium of Rs.11.20/- per share aggregating to Rs./-(Rupees Five Crore Twenty-one Lakh Eighty Four Thousand Six Hundred Twenty-Seven) and fresh issue of 18,46,154 partially paid up warrants by adjusting the balance amount of Rs 1,89,04,451 ; balance due after allotment of 24,61,539 fully paid shares to M/s. Doon Valley Foods Private Limited on preferential basis at Rs 21.20 per warrant as per the price computed under SEBI guidelines in pursuant to Section 42 and Section 62 of Companies Act 2013 and SEBI (Issue of Capital and Disclosure Requirements) Regulations 2009. The balance due amount of Rs 1,89,04,451 is being adjusted against 18,46,154 warrants and constitutes 48.30% of the full amount. The balance amount of Rs 2,02,34,014 against warrants allotted at Rs 21.20 is payable in 18 months from the date of allotment, to Promoter (M/s. Doon Valley Food Private Limited, ("Proposed Allottee"), in lieu of overdues as on 31st March 2022 Rs 7,10,89,078 & duly verified & certified by the statutory Auditors provided that the minimum price of equity shares so issued shall not be less than the price arrived at, In accordance with Chapter V of the SEBI (ICDR) Regulations for preferential issue on such terms and conditions, as are stipulated in the explanatory statement attached and as Board may deemed fit 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 30th August 2022, is a date 30 days prior to the date of Annual 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.

5. Increase in Authorised Share Capital of the Company and consequential amendment in Memorandum of Association of the Company To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution: “

“RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 75,00,00,000/- (In Rupees Seventy-Five Crores only) divided into 7,50,00,000 (In Seven Crores Fifty Lac only) equity shares of Rs. 10/- (In Rupees ten only) each to Rs. 1,00,00,00,000 /- (In One Hundred Crores only) divided into 10,00,00,000 (In Ten Crores words only) equity shares of Rs. 10/- (In ten Rupees only) each by the creation of additional 2,50,00,000 (Twenty Crores Fifty Lacs only) equity shares of Rs. 10/- (In ten Rupees only) each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place and stead the following:-

“V. The Authorised Capital of the Company is Rs. 1,00,00,00,000/- divided into 10,00,00,000 equity shares of Rs. 10/- each with power to increase and/or reduce the capital of the Company as provided in the Articles of Association of the Company.

“RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

Place: Delhi
Date: 13.08.2022

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

ManMohanMalik
Managing Director

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the General Circular No. 20/2020 dated May 05, 2020 read with General Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, General Circular No. 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs ('MCA Circulars') and Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 12th May, 2020 and Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated 15th January 2021 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), physical attendance of the Members to the AGM venue is not permitted and AGM be convened through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC only.
2. In accordance with the said circulars of MCA, SEBI and applicable provisions of the Companies Act, 2013 (Act) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the 31st AGM of the Company is being conducted through VC. Central Depository Services (India) Limited (CDSL) will be providing facility for voting through remote e-voting, for participation in the AGM through VC and e-voting during the AGM. The procedure for voting through remote e-voting, e-voting during AGM and participating in AGM through VC is explained at Notes below and is also available on the website of the Company at www.himalayafoodcompany.com.
3. The deemed venue for the 31st AGM shall be the Registered Office of the Company.
4. Statement pursuant to Section 102 of the Companies Act 2013 (Act), setting out the material facts concerning special businesses set out above is enclosed along with the details under Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of the Secretarial Standard -2] in respect of directors proposed to be appointed / re-appointed at the Annual General Meeting is annexed hereto.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting. Hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. Pursuant to the provisions of Section 91 of the Companies Act 2013, the register of members and share transfer books of the Company will remain closed from Friday, September 23, 2022 to Thursday, September 29, 2022 (both days inclusive).
7. Corporate members may refer to "Note for Non – Individual Shareholders and Custodians" appearing at the end of this notice and follow the instructions mentioned for voting and participation at the AGM.
8. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act shall be electronically available for inspection by the Members during the AGM upon login at CDSL e-voting system at www.evotingindia.com.
9. Dispatch of Annual Report and Notice of AGM through electronic mode:

In accordance with, the above referred circulars, owing to the difficulties involved in dispatching of physical copies of the Annual Report comprising Financial Statements, Board's Report, Auditor's Reports and other documents required to be attached therewith, the Annual Report for 2021- 22 and the Notice of this AGM are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or the Depository Participant(s).
10. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of the names will be entitled to vote.
11. The attendance of the Members attending the 31st AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

12. Relevant documents referred in the accompanying Notice and Director's Report will be available for electronic inspection, without any fee by the Members from the date of Circulation of this Notice up to the date of AGM i.e. 29th September 2022. Members seeking to inspect such documents can send an email to cs@himalayafoodcompany.com.
13. Members whose e-mail address are not registered are requested to register their e-mail address for receipt of Notice of 31st AGM, Annual Report and login details for joining the 31st AGM through VC facility including e-voting, by providing Name, folio number/ DPID&ClientID (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), client master or copy of consolidated Account statement (in case of demat holding) or copy of share certificate (in case of physical holding), self-attested scanned copy of Aadhar Card or any other document as proof of address to Company: cs@himalayafoodcompany.com or to/RTA at: beetalrta@gmail.com.
14. The Notice of AGM and Annual Report for the financial year 2021-22, is available on the website of the Company at www.himalayafoodcompany.com and also on the websites of the Stock Exchanges: at www.bseindia.com. Notice of AGM is also available on the website of CDSL at www.evotingindia.com.
15. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed entities can be transferred only in dematerialized form with effect from April 1, 2019, except in case of transmission or transposition of securities. In view of this, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact BEETAL Financial & Computer Services Pvt Ltd., Registrar and Share Transfer Agents of the Company ("BEETAL") or the Company for any assistance in this regard.
16. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number, mandates, nominations, power of attorney, bank details viz., name of the bank, branch details, bank account number, MICR Code, IFSC Code etc., to their Depository Participants ("DPs") in case the shares are held in electronic form and BEETAL in case the shares are held in physical form.
17. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the Company has provided a facility to its members to cast their vote electronically, through the e-voting services provided by Central Depository Services (India) Limited ("CDSL") on all the resolutions set forth in this Notice. Members who have cast their votes by remote e-voting prior to the AGM may also participate in the AGM through VC but shall not be entitled to cast their vote on such resolutions again. The manner and process of e-voting remotely by members is provided in the instructions for e-voting which forms part of this Notice.
18. Any person who becomes a member of the Company after sending the Notice and holding shares as on the cut-off date may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if a member is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
19. The Board of Directors has appointed Mr. Rahul Sharma (ACS No. 49967, CP No. 18610), Company Secretary in Practice as the Scrutinizer to scrutinize the remote e-voting process and voting during the AGM, in a fair and transparent manner.
20. The Scrutinizer shall immediately, after the conclusion of e-voting at the AGM, first count the votes cast during the AGM, thereafter, unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
21. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.himalayafoodcompany.com and on the website of CDSL www.evotingindia.com immediately. The results will also be communicated to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

22. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i) The remote e-voting period will commence on Monday, September 26, 2022 (IST 09:00 a.m.) and will end on Wednesday, September 28, 2022 (IST 05:00 p.m.). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cutoff date i.e., Thursday, September 22, 2022, may cast their vote by remote e-voting electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e., Thursday, September 22, 2022.
- ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
(holding securities in demat mode) login through their Depository Participants	After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

iv) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

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

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat
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"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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 (3).

- v) After entering these details appropriately, click on “SUBMIT” tab.
- vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- viii) Click on the EVSN of the Company for which you wish to vote.
- ix) 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.
- x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xi) 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.
- xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xiv) If a demat account holder has forgotten the 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.
- xv) **Facility for Non – Individual Shareholders and Custodians –For Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@himalayafoodcompany.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 3 (three) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@himalayafoodcompany.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 (three) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@himalayafoodcompany.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr.RakeshDalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

Place: Delhi
Date: 13/08/2022

By order of the Board of Directors
Himalaya Food International Limited

Sd/-
ManMohanMalik
Managing Director

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

The Board explored various options to liquidate debt especially to overdue creditors & unsecured lenders and proposed to issue shares / warrants against the overdue credit amounts of certain Vendors & unsecured lenders by way of issue of Equity shares and warrants convertible into equity shares on preferential basis, for the purpose as detailed below.

The board of directors of the Company ("Board") in their meeting held on September 02, 2022 subject to necessary approval(s), have approved the proposal for converting overdues of creditors by way of issue of 24,61,539 (Twenty four Lacs Sixty one Thousand five Hundred Thirty Nine) Equity shares having face value of Rs. 10/- each at a price of Rs. 21.20/- per share at a premium of Rs. 11.20/- per share aggregating to Rs. 5,21,84,627/- (Rupees Five Crore Twenty One Lakh Eighty Four Thousand Six Hundred Twenty Seven only) and upto 18,46,154 partially paid up warrant adjusting the balance amount of Rs 1,89,04,451 ; balance due after allotment of 24,61,539 fully paid shares to M/s. Doon Valley Foods Private Limited on preferential basis at Rs 21.20 per warrant as per the price computed under SEBI guidelines in pursuant to Section 42 and Section 62 of Companies Act 2013 and SEBI (Issue of Capital and Disclosure Requirements) Regulations 2009. The balance due amount of Rs 1,89,04,451 is being adjusted against 18,46,154 warrants and constitutes 48.30% of the full amount. The balance amount of Rs 2,02,34,014 against warrants allotted at Rs 21.20 is payable in 18 months from the date of allotment.

In terms of Section 62(1)(c) read with section 42 of the Companies Act, 2013 and Rules made thereunder (the 'Act'), and in accordance with the provisions of Chapter V "Preferential Issue" of the SEBI (ICDR) Regulations as amended, and on the terms and conditions and formalities as stipulated in the Act and the SEBI (ICDR) Regulations, the Preferential Issue requires approval of the Members by way of a special resolution. The Board therefore, seeks approval of the Members as set out in the notice, by way of a special resolution.

The following disclosures for the issue of equity shares and warrants on preferential basis are made in accordance with the provisions of Section 62 and The Companies (Prospectus and Allotment of Securities) Rules, 2014 and SEBI (ICDR) Regulations:

- 1. The objects of the preferential issue:** The Company shall reduce the debt and eliminate pressure for payments by the long overdue operational creditors & unsecured lenders for smooth operations and shall be focussed to clear OTS payment to secured lenders and to legal dues.

- 2. The total number of shares or other securities to be issued:**

issue of 24,61,539 (Twenty four Lacs Sixty one Thousand five Hundred Thirty Nine) Equity shares having face value of Rs. 10/- each at a price of Rs. 21.20/- per share at a premium of Rs. 11.20/- per share aggregating to Rs. 5,21,84,627/- (Rupees Five Crore Twenty One Lakh Eighty Four Thousand Six Hundred Twenty Seven only) and upto 18,46,154 partially paid up warrant adjusting the balance amount of Rs 1,89,04,451 ; balance due after allotment of 24,61,539 fully paid shares to M/s. Doon Valley Foods Private Limited on preferential basis at Rs 21.20 per warrant as per the price computed under SEBI guidelines in pursuant to Section 42 and Section 62 of Companies Act 2013 and SEBI (Issue of Capital and Disclosure Requirements) Regulations 2009. The balance due amount of Rs 1,89,04,451 is being adjusted against 18,46,154 warrants and constitutes 48.30% of the full amount. to Doon Valley Foods Pvt Ltd, Promoter of the Company ("proposed allottee") in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations.

- 3. The price or price band at which the allotment is proposed:**

The issue price is Rs. 21.20/- per share and Equity warrants provided that the minimum price of equity shares so issued shall not be less than the price arrived at, in accordance with Chapter V of the SEBI (ICDR) Regulations.

- 4. Basis on which price has been arrived:**

The equity shares of Company are listed on Stock Exchange viz. BSE Limited and National Stock Exchange of India Limited and are frequently traded in accordance with the SEBI (ICDR) Regulations.

In terms of the applicable provisions of SEBI (ICDR) Regulations the price at which equity shares shall be allotted shall not be less than higher of the following:

- Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the Twenty Six (26) weeks preceding the Relevant Date; or
- Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the Two (2) weeks preceding the Relevant Date.

The higher minimum issue price arrived at after calculating in the aforesaid manner has been considered as minimum issue price for the issue of Equity Shares and warrants.

- 5. The relevant date on the basis of which price has been arrived at:**

The Relevant Date is 30th August 2022 i.e. 30 days prior to the date of Annual General Meeting.

- 6. 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.

- 7. 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		No. Of Share	Post Issue of Equity Shares		No. Of Warrants	Post Conversion of Equity Warrants	
			No. of Shares	%		No. of Shares	%		No. of Shares	%
1.	Doon valley Foods Private Limited	Promoter Group	24,93,700	4.31	24,61,539	49,55,239	7.92	18,46,154	68,01,393	10.56

8. Intention of promoters / directors / key managerial personnel to subscribe to the Preferential Allotment:
M/s Doon Valley Foods Pvt. Ltd., Promoter, is intending to participate/subscribe to the proposed issue and no other directors or key managerial personnel of the Company are subscribing to this offer.

9. Proposed time limit within which the allotment shall be complete:

Under Regulation 170 of the SEBI (ICDR) Regulations, Preferential Allotment of the Equity Shares is required to be completed within a period of 15 (fifteen) days from the date of passing of the special resolution of the shareholders of the Company or within the statutory time limits prescribed by the regulatory authorities subject to all the necessary approvals being in place. If any approval or permissions by any regulatory or statutory authority or the Central Government for allotment is pending, the period of 15 (fifteen) days shall commence from the date of such approval or permission being obtained.

10. 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
Doon Valley Foods Private LimitedC/oHimalya International Limited, Village Shubhkhera Paonta Sahib Sirmaur HP 173025IN	Promoter	AACCD1490J	1. Man Mohan Malik 2. Sanjiv Kakkar

11. Change in control, if any in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Equity Shares & Equity Warrants and including the conversion thereof into Equity Shares of the Company.

12. Lock-In Period:

The Equity Shares issued and Equity Shares being allotted pursuant to exercise of such warrants shall be subject to a Lock-in for such period as specified under Regulation 167 of the SEBI (ICDR) Regulations.

13. The Shareholding Pattern of the Company before and after the allotment of securities under 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	%	No. of shares held	%	No. of shares held	%
A.	Promoters holding						
1	Promoters						
	- Indian Promoters	2,43,77,707	42.12	2,72,70,016	43.61	2,91,16,170	45.22
	- Foreign Promoters	48,68,778	8.42	48,68,778	7.79	48,68,778	7.56
2	Persons acting in concert	0	0	0	0	0	0
	Sub - Total	2,92,46,485	50.54	3,21,38,794	51.4	3,39,84,948	52.78
B.	Non-Promoters Holding						
3	Institutional Investors	-	-	-	-	-	-

	a.	Mutual Funds and UTI	0	0.00	-	0.00	0.00	0
	b.	Banks, Financial Institutions, Insurance Companies (Central /State Gov. Institutions/ Non-Government Institutions)	0	0	0	0	0	0
	c.	FII's	0	0	-	0	0	0
Sub - Total			0	0	0	0	0	0
4		Others						
	a.	Private Corporate Bodies	30,80,590	5.32	30,80,590	4.92	3080590	4.78
	b.	Indian Public	2,32,65,147	40.21	2,50,37,459	40.04	2,50,37,459	38.88
	c.	NRIs/OC Bs	7,99,751	1.38	7,99,751	1.27	799751	1.24
	d.	Any other (Please specify) HUF	13,62,430	2.35	13,62,430	2.18	13,62,430	2.17
	e.	Trust	0	0.00	0	0.00	0.00	0
	f.	Clearing Members	1,18,481	0.2	1,18,481	0.19	118481	0.18
Sub - Total			2,86,26,399	49.46	3,03,98,711	48.6	3,03,98,711	47.26
GRAND - TOTAL			5,78,72,884	100	6,25,37,505	100	6,43,83,659	100

14. Requirements as to re-computation of price:

Since the Equity Shares of the Company have been listed on the stock exchanges for a period of more than twenty six weeks prior to the Relevant Date, the Company is neither required to re-compute the price of the equity shares nor to submit undertakings specified under relevant provisions of SEBI (ICDR) Regulations.

15. Listing:

The Company will make an application to the Stock Exchanges at which the existing shares are already listed, for listing of the equity shares being issued and equity shares that will be issued on conversion of Equity Warrants. Such Equity Shares, once allotted, shall rank paripassu with the existing equity shares of the Company in all respects, including dividend.

16. Statutory Auditor Certificate:

M/s Sharma Kumar & Associates Chartered Accountants, Delhi, 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.

17. Other Disclosures/Undertaking: The Company hereby undertakes that:

- i. 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.
- ii. The Proposed Allottee has not sold any equity shares during the six months preceding the Relevant Date.

18. Shareholder's Consent:

The approval of the Members by way of Special Resolution is required in term of the applicable provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations and accordingly the approval of the Members of the Company is being sought.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolutions as set out Item No. 5 & 6 in the accompanying notice for your approval.

None of the Directors or any Key Managerial Personnel(s) of the Company or their respective relatives, other than Mr. Man Mohan Malik, Chairman & Managing Director are concerned or interested financially or otherwise, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

4. EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ANNEXED TO THE NOTICE DATED JANUARY 11, 2021.

The present Authorised Share Capital of the Company is Rs. 75,00,00,000 (Rupees Seventy-Five crore) comprising of 7,50,00,000(In Seven Crores Fifty Lac only)) Equity Shares of Rs.10/- each. Considering the increased fund requirements of the Company,

the Board at its Meeting held on 02nd September, 2022, had accorded its approval for increasing the Authorised Share Capital from Rs. hereby accorded to increase the Authorized Share Capital of the Company from Rs. 75,00,00,000/- (In Rupees Seventy-Five Crores only) divided into 7,50,00,000(In Seven Crores Fifty Lac only) equity shares of Rs. 10/- (In Rupees ten only) each to Rs. 1,000,000,000 /- (In One Hundred Crores only) divided into 10,00,00,000 (In Ten Crores words only) equity shares of Rs. 10/- (In ten Rupees only) each by the creation of additional 2,50,00,000(Twenty Crores Fifty Lacs only) equity shares of Rs. 10/- (In ten Rupees only) each ranking pari passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital. The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of members at a general meeting. A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in the note no. 8 to this Notice. None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution. The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as an Ordinary Resolution.

Place: Delhi
Date:13.08.2022

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

Man Mohan Malik
Managing Director

Annexure-A

Additional information on directors recommended for re-appointment in the forthcoming Annual General Meeting in pursuance of Regulation 26 (4) and 36 (3) of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India asunder:

Name of the Director	Mr. Sanjiv Kumar Kakkar	Mr. Surendra Kumar Kaushik
Date of Birth & Age	November 17, 1957 65 Years	January 08, 1947 75 Years
DIN	02434426	05286196
Qualification	He is Merchant Navy Engineer	He is Bachelor of Science in Agriculture
Terms and Conditions of appointment/reappointment	Executive Director, liable to retire by rotation.	Non-Executive Independent Director, not liable to retire by rotation.
Experience & Expertise	30 year experience in marketing. He is promoter director of the company. He looks the US Marketing of the company.	Mr. Kaushik, have very rich experience of more than 37 years in the Banking field. He retired as Chief GAD at Head Office PNB, New Delhi, and thereafter has been a Non-Executive Director of the Company. Mr. Kaushik was also have years of experience in the field of inspection of various industrial units as Chief Inspector General Administration.
Date of first appointment on the Board	28/10/2017	22/01/2018
Shareholding in the company	3016500	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Mr. Sanjiv Kumar Kakkar is Brother-in-law of Mrs. Sangita Malik	NIL
Number of Board Meetings attended during the year	4(Four)	4(Four)
Other Directorships, Membership/ Chairmanship of Committees of other Boards	Currently Mr. Sanjiv Kumar Kakkar hold Directorship in the following Companies <ul style="list-style-type: none"> Doon Valley Foods Private Limited A.P.J Laboratories limited Himalaya Carbonates Pvt Ltd 	Currently Mr. Surendra Kumar Kaushik hold Directorship in the following Companies <ul style="list-style-type: none"> Financial Inclusion Network Bizcord