



NOTICE OF POSTAL BALLOT

{Pursuant to section 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and administration) Rules, 2014}

Dear Member(s),

NOTICE is hereby given that to the members of **Himalaya Food International Limited** (CIN: L70102DL1992PLC047399) ("the Company") pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ("Act") and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "Postal Ballot Rules") read with the General Circular no. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020 read with other relevant circulars, including General Circular No. 10/2021 dated June 23, 2021, General Circular no.20/2021 dated December 8, 2021 and General Circular no.3/2022 dated May 5, 2022 and General Circular No. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs, in view of the COVID-19 pandemic (hereinafter collectively referred to as "MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), the said resolutions are proposed to be passed through Postal Ballot by way of voting through electronic means ("remote e-voting") only.

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said resolutions setting out the material facts and the reasons/ rationale thereof are annexed to this Postal Ballot Notice ('Notice') for your consideration and forms part of this Notice.

In compliance with the requirements of the above MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope is not being dispatched to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of Central Depository Services (India) Limited ('CDSL') for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are enumerated in the postal ballot notice. The Notice is also available on the website of the Company.

Pursuant to Rule 22(5) of the Rules, the Board has appointed M/s. RBS & Co., Practicing Company Secretaries represented by Mr. Rahul Sharma, Partner (CP No: 18610) as the Scrutinizer for scrutinizing the Postal Ballot / E-voting process in a fair and transparent manner.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later


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Contact@HimalayaFoodCompany.com

www.HimalayaFoodCompany.com

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Tel.: +91-11-45108609

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Plants
Vadnagar, Mehsana
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than 5.00 p.m. (IST) on Tuesday, July 11, 2023. The remote e-voting facility will be disabled by CDSL immediately thereafter. The results shall be declared on or before Thursday, July 13, 2023, and communicated to the Stock Exchange, Depositories and RTA. The results will also be displayed on the Company's website.

The last date of the E-voting shall be the date on which the resolutions shall be deemed to have been passed, if approved by the requisite majority.

PROPOSED RESOLUTIONS

ITEM NO. 1:

Appointment of Mr. Surendra Kumar Kaushik (DIN: 05286196) as an Independent Director of the Company

To consider and if thought fit to pass, with or without modification, the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16(1)(b) and all other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Surendra Kumar Kaushik (DIN: 05286196) who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors w.e.f April 19, 2023 in terms of Section 161 of the Act and Regulation 17 of Listing Regulations and who has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Listing Regulations and who is eligible for appointment under the relevant provisions of the Act, be and is hereby appointed as a Non-Executive Independent Director of the Company, notwithstanding that he has attained the age of 75 years, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years w.e.f April 19, 2023 upto April 18, 2028.

RESOLVED FURTHER THAT the Board of Directors be and are hereby jointly/severally authorized to execute all such agreements, documents, instruments and writings as deemed necessary and to file requisite forms or applications with statutory / regulatory authorities, with power to alter and vary the terms and conditions of the said appointment and settle all questions, difficulties or doubts that may arise in this regard, as they may in their sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate including making necessary entries in the Register of Directors of the Company and to delegate all or any of its powers herein conferred to any Committee(s) / Director(s) to give effect to this resolution."


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ITEM NO. 2:

Appointment of Mr. Man Mohan Malik (DIN: 00696077) as a Managing Director of the Company

To consider and if thought fit to pass, with or without modification, the following resolution as **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to provision of Section 196, 197, 198 and 203 and other applicable provisions of the Companies Act, 2013 (including any statutory amendment(s) or modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013 (the “Act”) including rules framed thereunder and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board, consent of the members be and is hereby accorded to appoint Mr. Man Mohan Malik (DIN: 00696077), who has signified his consent to be appointed as Managing Director of the Company, to hold the office for a period of 5 (Five) years effective from May 30, 2023 to May 29, 2028, notwithstanding that he will attain the age of 70 years on September 25, 2023 on such terms and conditions and remuneration as set out in the appointment letter/agreement, to be entered into between the Company and Mr. Man Mohan Malik (DIN: 00696077), material terms of which are set out in the Explanatory Statement annexed hereto, with liberty to the Board to alter and vary the terms and conditions of the said appointment letter/agreement in such manner as may be agreed between the Board and Mr. Man Mohan Malik (DIN: 00696077).

RESOLVED FURTHER THAT in the absence or inadequacy of profits in any financial year during the tenure of Mr. Man Mohan Malik (DIN: 00696077) as Managing Director of the Company, he shall be paid the remuneration in accordance with the limits prescribed under the Act read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of the Directors of the Company (hereinafter referred to as “Board” which term shall deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution) be and is hereby authorised to sign and execute deeds, application, documents and writing that may be required on behalf of the Company and to do all necessary acts, deeds, matter and things, which may be necessary, proper and expedient to give effect to the above resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution.”

For **Himalaya Food International Limited**

Sd/-

Manpreet Kaur
Company Secretary

Date: May 30, 2023
Place: Paonta Sahib

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Notes:

1. The Explanatory Statement pursuant to Section 102,110 and other applicable provisions of the Companies 2013 (the “Act”) read with the Rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto.
2. The Board of Directors in its meeting held on Tuesday, May 30, 2023 have appointed M/s. RBS & Co., Practicing Company Secretaries represented by Mr. Rahul Sharma, Partner (CP No: 18610) as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner who has also given his consent for the same.
3. In accordance with the provisions of Companies Act, 2013, read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, the postal ballot notice is being sent by email to those members who have registered their email addresses with their Depository Participants (in case of shares are held in demat form) or with the Company's Registrar and Share Transfer Agent (in case of shares are held in physical form) as on Friday, June 02, 2023 (“Cut-off date”).
4. In compliance with Regulation 44 of the Listing Obligations and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically. The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) for the purpose of providing e-voting facility to all its members.
5. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the “Cut-off date”. Only those Members whose names are recorded in the Register of members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only. This Notice is also available on the Company’s website <https://himalayafoodCompany.com/> and also on the website of stock exchange i.e. www.bseindia.com and on the website at CDSL at www.evotingindia.com
6. If your e-mail address is not registered with the Company/Depositories, please follow the **process provided in the Notes to receive this Postal Ballot Notice**. The Scrutinizer will submit the results of the remote e-voting along with his report to the Chairman of the Company or any person authorized by him upon completion of the scrutiny of the votes cast through remote-voting. The results of the Postal Ballot will be announced on or before Thursday, July 13, 2023. The said results along with the Scrutinizer’s Report would be uploaded on the website of the Company <https://himalayafoodCompany.com/> and also would be communicated to the Stock Exchange at www.bseindia.com and Central Depository Services (India) Limited

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("CDSL") at www.evotingindia.com. The Company will also display the results of the Postal Ballot at its Registered Office as well as the Corporate Office.

7. The Resolutions, if passed by requisite majority, will be deemed to have been passed on the last day of voting i.e., Tuesday, July 11, 2023.

8. **The instructions for Shareholders for remote e-voting are as under:**

- a. The remote e-voting period commences from 09:00 a.m. (IST) on **Monday, June 12, 2023** and ends at 5.00 p.m. (IST) on **Tuesday, July 11, 2023**. During this period, the Members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-Off Date of Friday, June 02, 2023, may cast their vote electronically. The e-voting module shall be disabled by CDSL thereafter. Once the vote on the resolution is cast by member, he/she shall not be allowed to change it subsequently or cast the vote again.
- b. 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 aforesaid SEBI Circular, login method for remote e-voting for Individual shareholders holding securities in mode with CDSL / NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<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 users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the Company. On clicking the evoting 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 are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

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	<p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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. 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.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<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.</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</p>


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	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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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.

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

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) Login method for Remote e-Voting 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.


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- 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>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.</p>
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> <p>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.</p>

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) 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

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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.

- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant Company Name < HIMALAYA FOOD INTERNATIONAL LIMITED> on which you choose to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) 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.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - 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.


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- 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is mandatory that, 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 mandatory 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@himalyainternational.com (designated email address by Company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 at toll free no. 1800 22 55 33


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

ITEM NO. 1

APPOINTMENT OF MR. SURENDRA KUMAR KAUSHIK (DIN: 05286196) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

Based on the recommendations of the Nomination and Remuneration Committee, the Board, on April 19, 2023, in terms of Section 161 of the Act, appointed Mr. Surendra Kumar Kaushik (DIN: 05286196) as an Additional (Non-executive and Independent) Director of the Company. The Nomination and Remuneration Committee ('NRC'), after taking into account the performance evaluation of Mr. Surendra Kumar Kaushik during his first term and considering his knowledge, acumen, expertise, experience, and substantial contribution, has recommended to the Board, his reappointment for a second and final term. The Board of Directors based on the recommendations of the NRC and subject to the approval of the Members, in accordance with the provisions of Section 149 read with Schedule IV to the Act, appointed Mr. Surendra Kumar Kaushik (DIN: 05286196) as an Independent Director of the Company, notwithstanding that he has attained the age of 75 years, not liable to retire by rotation, for a period of five years commencing from April 19, 2023 to April 18, 2028. The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing his candidature for the office of Director. The Company has also received from Mr. Surendra Kumar Kaushik (DIN: 05286196):

- (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014,
- (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act and
- (iii) a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

Further, Mr. Surendra Kumar Kaushik (DIN: 05286196) has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Surendra Kumar Kaushik (DIN: 05286196) has also confirmed that he is not debarred from holding the office of a Director by virtue of any Order passed by SEBI or any such authority. Mr. Surendra Kumar Kaushik (DIN: 05286196) has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). The profile and specific areas of expertise of Mr. Surendra Kumar Kaushik (DIN: 05286196) as required pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings are provided as an annexure to the Notice. In the opinion of the Board, Mr. Surendra Kumar Kaushik (DIN: 05286196) is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and the SEBI Listing Regulations for his appointment as an Independent (Non-Executive) Director of the Company and is independent of the Management.


Himalaya Food International Ltd.

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The terms and conditions of appointment of Mr. Surendra Kumar Kaushik (DIN: 05286196) as an Independent Director, would be made available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at cs@himalyainternational.com.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Surendra Kumar Kaushik, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 1 of the Notice. The Board recommends the resolution set forth at Item No. 1 for the approval of the Members.

ITEM NO: 2:

APPOINTMENT OF MR. MAN MOHAN MALIK (DIN: 00696077) AS A MANAGING DIRECTOR OF THE COMPANY

Based on the recommendation of the Nomination and Remuneration Committee, the Board considered and approved appointment of Mr. Man Mohan Malik (DIN: 00696077) as Managing Director for a period of five (05) years, with effect from May 30, 2023 to May 29, 2028 notwithstanding that he will attain the age of 70 years on September 25, 2023, subject to approval of the members.

The Nomination and Remuneration Committee had reviewed the proposed appointment and after evaluation of his eligibility, skills, experience, qualifications, etc., decided that he satisfied the fit and proper criteria in terms of the Companies Act, 201 and recommended his appointment as the Managing Director of the Company with effect from May 30, 2023 for five (05) years. The Company had received consent letter from Mr. Man Mohan Malik (DIN: 00696077) to act as Managing Director of the Company and also has confirmed that he satisfies the conditions provided under Part I of Schedule V to the Companies Act, 2013. Brief profile of Mr. Man Mohan Malik including details of Directorship and Committee positions held by him in other companies are provided separately in this Notice, as required pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings.

His appointment shall be subject to following terms and conditions:

1. Basic Salary – Rs. 2,50,000/- per month
2. Perquisites and Allowances:
 - a) Annuity funds as per the rules of the Company to the extent these either singly or put together are not taxable under the Income Tax Act, 1961
 - b) Gratuity payable at rate not exceeding half month salary for each completed year of service
 - c) Leave encashment as per rules of the Company
 - d) Medical reimbursement for self and family as per actual including medical insurance
 - e) Leave travel concession for self and family twice a year
 - f) Furnished accommodation with gas, water, electricity, security etc,

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- g) Club fees subject to maximum of two clubs, This will not include admission and life membership fees
- h) Personal accident insurance for self
- i) Other benefits:
 - o Provision for car for office use on Company's business
 - o Telephone facility including mobile and wifi internet service. The Company shall bill personal long distance calls on telephone.
 - o The perquisite shall be valued on cost to the Company basis.

Mr. Man Mohan Malik (DIN: 00696077) will attain the age of 70 years on September 25, 2023. Hence, the Board recommends the appointment of Mr. Man Mohan Malik (DIN: 00696077) as Managing Director by the shareholders of the Company by passing the special resolution.

None of the Directors, Key Managerial Personnel and their relatives except Mr. Man Mohan Malik (DIN: [00696077](#)) and Mrs. Sangita Malik (DIN: [02428506](#)), are in any way, concerned or interested (financially or otherwise) in the proposed resolution as set forth at Item No. 2 for the approval of the Members.

For **Himalaya Food International Limited**

Sd/-

Manpreet Kaur
Company Secretary

Date: May 30, 2023
Place: Paonta Sahib


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ANNEXURE TO THE NOTICE

Details of Directors seeking appointment/re-appointment pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings

S.No.	Particulars	Details of Director	
1.	Name of the Director	Mr. Surendra Kumar Kaushik	Mr. Man Mohan Malik
2.	Date of Birth	28/01/1947	25/09/1953
3.	Qualifications	He is Bachelor of Science in Agriculture.	He has done Bachelor of Science in Physics in 1972 & L.L.B. in 1978.
4.	Nationality	Indian	Indian
5.	Experience	Mr. Surendra Kumar Kaushik has very rich experience in the Banking field. He is retired as Chief GAD at Head Office PNB, New Delhi and thereafter has been a Non-Executive Director of the Company. Mr. Kaushik also has years of experience in the field of inspection of various industrial units as Chief Inspector General Administration.	With just a Penny in his pocket in 1979, Mr. Malik started Himalaya with a small Greenfield project in a developing region of India. Even though his education had previously revolved around Physics and Law, he quickly became a self-taught business leader. Mr. Malik believes that failure, hardship, and adversity are all experiences one must endure to succeed in any aspect of one's life. He is committed to the entity of Himalaya that he created almost 40 years ago and insists on taking a hands-on approach towards all aspects of its affairs. He demonstrates a passion for the welfare of his employees, farmers and the surrounding community, and consistently innovates new practices to cherish

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			our planet by reducing the carbon footprint of Himalaya.
6.	Terms and conditions of appointment or reappointment	Non-Executive Independent Director, not liable to retire by rotation.	As set out in the Explanatory Statement
7.	Last drawn remuneration	Nil	Rs.2,50,000 per month
8.	Remuneration proposed to be paid	He may be paid sitting fees for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.	As set out in the Explanatory Statement
9.	Date of first appointment on the Board	Appointment as an Additional (Non-Executive, Independent) Director on April 19, 2023 <i>(First term as Independent Director from 22/01/2018 to 21/01/2023)</i>	30/01/1992
10.	No. of share held as on the date of Notice	Nil	9,54,915
11.	Relationship with Directors, Managers & KMP	Not related to any Director or KMP of the Company.	Mr. Man Mohan Malik is the spouse of Mrs. Sangita Malik and brother-in-law of Mr. Sanjiv Kumar Kakkar.
12.	Number of Board Meetings attended during F.Y. 2022-2023	03	05
13.	Directorships of other Boards	Currently Mr. Surendra Kumar Kaushik hold Directorship in the following Companies: <ul style="list-style-type: none"> Financial Inclusion Network Bizcord 	Currently Mr. Man Mohan Malik hold Directorship in the following Companies: <ul style="list-style-type: none"> Doon Valley Foods Private Limited Appetizers and Snacks Foods Limited A.P.J. Laboratories Limited Himalaya Carbonates Pvt Ltd


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			<ul style="list-style-type: none">Himalaya Green Apartments Limited
14.	Chairman/ Member of the Committees of Boards of other Companies.	NIL	NIL



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