



May 27, 2019

Listing Department,
BSE Limited,
P. J. Towers, Dalal Street,
Mumbai - 400001

Scrip Code: 526899
Symbol: HFIL

Dear Sir/ Madam,

Submission of Annual Secretarial Compliance Report
for year ended 31st March, 2019

In compliance of Regulation 24A of SEBI (LODR) Regulations, 2015, Company has appointed M/s Himanshu Sharma & Associates, Practicing Company Secretaries, as Secretarial Auditor of the Company for the financial year ended on 31 March, 2019. They have carried out the secretarial audit and submitted Annual Secretarial Compliance Report. We are enclosing the copy of the same for your record please.

Thanking you,
Yours truly,

For Himalaya Food International Ltd.

Surabhi Maheshwari
Company Secretary & Compliance Officer

End: As Above


Himalaya Food International Ltd.

CIN : L70102DL1992PLC047399 Formerly known as Himalya International Ltd.

Contact@HimalayaFoodCompany.com

www.HimalayaFoodCompany.com

Registered Office :

118, 1st Floor, 12 Gagandeep Building
Rajendra Place New Delhi-110008

Tel.: +91-11-45108609

Shubhkhera, Paonta Sahib,
Himachal Pradesh - 173 025

Tel.: +91-1704-223494, Fax:225178

Plants

Vadnagar, Mehsana
Gujarat - 384 355
Telefax.: +91-2761-305030

HIMANSHU SHARMA & ASSOCIATES

GF- 466, krishna Street, Kotla Mubarakpur,
New Delhi - 110003; Mob: - 9650115121

SECRETARIAL COMPLIANCE REPORT OF HIMALAYA FOOD INTERNATIONAL LIMITED FOR THE YEAR ENDED MARCH 31, 2019

We M/s Himanshu Sharma & Associates, Practicing Company Secretaries have examined:

- (a) All the documents and records made available to us and explanation provided by Himalaya Food International Limited ("the listed entity"),
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31st March 2019 in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(not applicable)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(not applicable)**;



- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(not applicable)**;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993.

And circulars/ guidelines issued there under;

and based on the above examination, I, hereby report that, during the Review Period:

The Composition of Board and its Committee are proper as per SEBI (DIP) guideline 2016. I further report that the Board of Directors of the Company constituted with Executive, Non-Executive Director and Independent Directors. The Quarterly unaudited result was not published in the news paper due to severe financial crisis faced by the company by the reason of several external factors. Company has maintained its Website and it is continue in process.

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below:-

Sr.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
NIL	NIL	NIL	NIL

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under in so far as it appears from my examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter,	Observations/ remarks of the Practicing Company Secretary
---------	-----------------	----------------------	---	---



			debarment, etc.	Secretary, if any.
1.	BSE	Regulation 17(1) of SEBI (LODR) Regulations, 2015	10,85,600	Fine paid to BSE
2.	BSE	Regulation 18(1) of SEBI (LODR) Regulations, 2015	4,34,240	Fine paid to BSE

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... <i>(The years are to be mentioned)</i>	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NIL	NIL	NIL	NIL	NIL

Place: Delhi

Date: 25th May, 2019

Signature:



Himanshu Sharma

FCS No.: 9529

C P No.: 11553