



NOTICE

NOTICE is hereby given that the 20th Annual General Meeting of the members of the Company will be held on Friday, 30th Day of September 2011, at Sunder Farm Road No. 2, Farm No. 41, Ghitorni, New Delhi -110030, at 3.00 P.M. to transact the following business: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2011, Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Sh. Sanjiv Kumar Kakkar , who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Smt. Sangita malik, who retires by rotation and being eligible, offers himself for re-appointment.
4. To Consider and if Thought fit to pass with or without modification the following resolution as an **Ordinary Resolution:**

Ordinary Resolution :

“RESOLVED THAT M/s. Anujeet Dandona & Company, Chartered Accountants, be and are hereby appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at remuneration as may be decided by the Board of Directors of the Company.”

SPECIAL BUSINESS:

Item No. 01

1. To consider and if thought fit to pass, with or without modification(s), the following resolution as special resolution:

“RESOLVED THAT pursuant to the provisions of sections 198, 269 read with schedule XIII and all other applicable provisions if any of the companies Act,1956(including any statutory modification(s) or enactment(s) there of for the time being in force)and subject such sanctions and approvals as may be necessary, approval be and is hereby accorded to the reversion of remuneration of Mr. Man Mohan MALIK , Chairman and Managing Director of the company. The revised terms and conditions are as given below:

A Salary: Rs. 8,50,000/- per month

B Bonus at the rate if the 2.5% of the net profit of the company

C Perquisites and Allowances

- (i) Company's contribution towards Provident fund, Superannuation Fund or
- (ii) Annuity Fund as per of the rules the company to the extent these either singly or put together are not taxable under the Income tax, 1961.
- (iii) Gratuity payable at rate not exceeding half months salary for each completed year of service.
- (iv) Leave encashment as per rules of the company
- (v) Medical reimbursement for self and family as per rules of the company
- (vi) Leave travel concession for self and family as per rules of the company
- (vii) Furnished accommodation with gas , water, electricity, security etc.
- (viii) Clubs fees subject to a maximum of two clubs. This will not include admission and life membership fee.



- (ix) Personal accident insurance for self
- (x) Other benefits

- (a) Provision for car for office use on company's business.
- (b) Telephone facility at residence. The company shall bill personal long distance calls on telephone.
- (c) Note: The perquisite shall be valued on cost to the company basis.

In case of absence or inadequacies of profit for any financial year, the chairman and the managing director shall be paid remuneration as per section II of schedule XIII of the companies Act, 1956 (including any statutory modifications(s) or re-enactment (s), for the time being in force) as may be applicable from time to time.

RESOLVED FURTHER that the Board of Directors of the company be and is hereby authorized to alter or vary the terms and conditions of the said revision of remuneration, so long as it does not exceed the limit specified under schedule XIII of the companies Act, 1956, or any modification or re-enactment thereof for the time being in force and also to do all such acts, deeds and things as may be considered necessary or expedient to give effect to this resolution.

2. To consider and if thought fit to pass. With or without modification(s), the following resolution as special resolution:

"RESOLVED THAT pursuant to the provisions of Section 198, 269 read with schedule XIII and all other applicable provisions if any of the companies Act, 1956 (including any statutory modification(s) or enactment thereof for the time being in force) and subject to such sanctions and approvals as may be necessary, approval be and hereby accorded to the revision of remuneration of Mr. Sanjiv Kakkar, Managing Director of the company. The revised terms and conditions are as given below:

- D. Salary: Rs. 850000/- per month
- E. Bonus at the rate of 2.5% of the net profit of the company
- F. perquisites and Allowances:
 - (i) Company's contribution towards Provident Fund, Superannuation Fund or
 - (ii) Annuity Fund 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.
 - (iii) Gratuity payable at a rate not exceeding half months salary for each completed year of service.
 - (iv) Leave encashment as per rules of the company.
 - (v) Medical reimbursement for self and family as per rules of the company.
 - (vi) Leave travel concession for self and family as per rules of the company.
 - (vii) Furnished accommodation with gas, water, electricity, security etc.
 - (viii) Club fees subject to a maximum of two clubs. This will not include admission and life membership fee.
 - (ix) Personal accident insurance for self.
 - (x) Other Benefits:

In case of absence or inadequacies of profits for any financial year, the Chairman and Managing Director shall be paid remuneration as per section II of schedule XIII of the Companies Act, 1956 (including any statutory modification (s) or re-enactment (s), for the time being in force) as may be applicable from time to time.

RESOLVED FURTHER that the Board of Directors of the company be and is hereby authorized to alter or vary the terms and conditions of the said revision of remuneration, so long as it does not exceed the limit specified under schedule XIII of the companies Act, 1956 or any modification or re-enactment thereof for the time being in force and also to do all such acts, deeds and things as may be considered necessary or expedient to give effect to this resolution.

Item No. 02

"Resolved that pursuant to Section 81 (A) and other applicable provisions, if any of the companies Act, 1956 (ACT) (including any statutory modification or re-enactment thereof for the time being in force) And in accordance with the Articles of Association of the Company, the Listing Agreement entered by The Company with the Stock Exchange(s), the Guidelines for preferential issue contained in the securities and Exchange Board of India (Disclosure & Investor Protection) Guidelines, 2000 (as Amended from time



to time) ,the applicable laws, rules, regulations, guidelines, clarifications, and approval including those by Reserve Bank of India (RBI) wherever applicable, and any other statutory/ Regulatory authorities and subject to such approvals/consents/sanctions as may be required in Accordance with applicable laws, rules, regulations and guidelines and subject to such conditions as the authorities may impose at the time of granting their approvals/consents/permissions/sanctions and which may be agreed to by the Board of Directors of the Company (the Board which expression shall include any committee there of constituted by the Board), consent of the members of the company be and is hereby accorded to the Board to issue and allot, in one or more tranches and upon such terms and conditions as may be deemed appropriate by the Board, by way of allotment by private placement upto 20,00,000 (Two million) warrants convertible into One Equity share of Rs. 10/Each at a price of Rs 25.00 per share (inclusive of premium of Rs. 15.00 per share, as determined in accordance with SEBI (issue of Capital and Disclosure Requirements) Regulations, 2009 on preferential basis by private placement) at any time before the End of 18 month from the date of allotment of the said warrants, to the promoters and strategic investors on such Terms and conditions, as the Board may deem appropriate in its absolute discretion.”

RESOLVED FURTHER that the new equity shares to be allotted on conversion of warrants referred to herein above shall be subject to the Memorandum & Articles of Association of the Company and shall rank pari-passu in all respects including the entitlement to pro-rata dividend which may be declared or paid there on from the date of allotment for the financial year which the same are allotted.

RESOLVED FURTHER that for the purpose of giving effect to the above resolutions, the Board of Directors of the Company shall take all decisions as may necessary in connection with any such issues, offer and allotment and equity shares on conversion of warrants and utilization of issue proceeds, as it may, in its absolute discretion deem fit and any such action, decision of the Board shall be binding on all members of the Company.”

RESOLVED FURTHER THAT issue of warrants, if any as above, shall be subject to the following term and condition:

Further resolved that the Board be and is hereby authorized to issue and allot such number of Equity shares as may be required to be issued and allotted upon conversion of any securities or as may be necessary in accordance with the terms of offering all such shared ranking pari- passu with the existing Equity Shares of the Company in all respects, expecting the right as to dividend as may be provided under the terms of the issue and in the offering documents.

Further resolved that for the purpose of giving effects, issue and allotment of Equity Shares or Securities, as aforesaid the Board be and is authorized on behalf of the company to do all such acts, deeds, matters and things as it may at its absolute discretion deem necessary, desirable or expedient including deciding on the issue price, issue opening and closing dates, and to settle any question, difficulties or doubts that may arise in regards t any such offer, issue and allotment as it may in its absolute discretion deem fit.

**Annexure to the Notice****1. EXPLANATORY STATEMENT PERSUANTY TO SECTION 173(2) OF THE COMPANIES ACT 1956****Object of the issue :-**

(a) In order to raise matching equity for the on-going expansion programmed / new project, to enhance companies marketing edge, to built product as brand product domestic as well as internationally , to build product and to undertake diversified development activities , it is incumbent to raise fresh capital in the near future . Your Board of Directors has, therefore, decided to issue warrants up to Two Millions to promoters. The warrants would be allotted in accordance with the provisions of SEBI (issue of Capital and Disclosure Requirements) Regulations, 2009.

Relevant Date and price:-

(b) The relevant date for the purpose of pricing of the issue of shares resulting for the warrants in accordance with ICDR regulation being 30 working days prior to 30th Sep 2011 i.e. 30th August 2011 (I.e. 30 days prior to the date on which the meeting of general body of share holders is to be held to this term of section 81(1A) of the Companies Act 1956, to consider the purpose issue). This price comes to Rs.24.58 each and your Directors recommended to issue it at a price of Rs. 25.00 (including premium of Rs. 15.00) each warrants.

Proposed time limit within which the allotment shall be completed:

(c) Within 15 days from the date of passing of the resolution at the AGM of the shareholders or within 15 days from the date of receipt of statutory approval

Intension of promoter:

(d) Intension of promoters to subscribe the warrants is to be converted into equity shares within the period i.e. 18 months from the date of issue. The warrants were issued to existing promoters and there will be no change in management.

(e) The offer, issue and allotment of the aforesaid warrants shall be made as such time or time as the Board may on its absolute discretion decides.

(f) The warrant holder(s) shall, on or before the date of allotment, pay an amount equivalent to 25% of the total consideration of the Warrants.

(g) The warrant holder(s) shall on the date of exercise of the conversion option pay the balance 75% of the total conversion toward the subscription to each equity shares.

(h) The currency of warrants shall not exceed 18 month from the date of their issue.

(i) The warrants shall be locked in for a period as per guidelines of SEBI/ICDR Regulation provided that the lock-in on equity shares acquired by conversion of warrants shall be reduced to the extent the warrants have been locked in.

(j) The numbers of warrant and the price per warrant shall be appropriately adjusted, subject to the companies Act 1956 applicable Guidelines, for corporate actions such as bonus issue, right issue ,stock split merger demerger ,transfer of undertaking ,sale of division or any such capital or corporate restructuring ,if any in future .

(h) The equity share as may be required to be issue and allotted upon conversion of warrants shall be subject to the Memorandum and Articles of Association of the company. The shares will be allotted in demat form only.

(I) The Board be and is hereby authorized to delegate all or any of the powers here in conferred by this resolution to any director or directors or to any committee of directors of the company to give effect to the aforesaid resolution.



(j) To give effect to this, the board be and is here by authorized to do all such acts., deeds and things as the Board may, in its absolute discretion consider necessary, expedient, usual, proper or incidental including without limitation, appointment of consultants, solicitors, Merchant bankers, or any other agencies as may be necessary, and to seek listing of the equity shares representing the same in any Indian Stock Exchanges with power on behalf of the company to settle any question, remove any difficulty of doubt that may arise from time to time in relation to the offer, issue and allotment of the Warrants and Shares arising on exercise of the option relation to the Warrants and to take such actions or give such directions as may be necessary of desirable and to obtain any approvals, permission, sanctions which may be necessary or desirable, as they may deem fit.

List of Allottee (Promoters)

Name	Category	Address	Holding prior to issue Existing shares	%holding prior to issue	Number of warrants	Holding after the issue	% holding Post Issue
Mr. Mohan Malik	Promoters/Director	Mailk Niwas, Vill- Ambwala, Paonta Sahib, Distt. Sirmour (H.P.)	1139100	2.26	1200000	2339100	4.46
Mr. Sanjiv Kumar	Promoters/Director	9, Dayna Lane, Lawrence Ville, NJ-08648	96000	0.19	800000	896000	1.71
		Total	1235100		2000000	3235100	

Statement showing Shareholding pattern as on 30.06.2011

S.No	Category	Prior to issue		After issue of warrants	
		No. of Shares	Percentage	No. of Shares	Percentage
A	Promoter Group				
1	Director relatives	8960800	17.77	10960800	20.90
2	Director	2373100	4.71	2373100	4.53
3	Fin.Inst Bank, Body Corp./ Promoters	3637100	7.21	3637100	6.94
	Sub Total (A)	14971000	29.69	16971000	32.37
B	Public Share Holding				
1	Bodies Corporate	7721883	15.31	7721883	14.73
2	Fin.Inst Bank, Investor	1001500	1.99	1001500	1.91
3	Foreign. Inst. Investors	2400000	4.76	2400000	4.58
4	Overseas Bodies Corporate	5845206	11.59	5845206	11.15
	Sub Total (B)	16968589	33.65	16968589	32.36
C	Non Institutional				
1	Resident Individuals	17529423	34.76	17529423	33.43
2	Employees	143850	0.29	143850	0.27
3	Clg. Members (Demat Transit)	50472	0.10	50472	0.10
4	NRIs	768772	1.52	768772	1.47
	Sub Total (C)	18492517	36.67	18492517	35.27
	Total (A+B+C)	50432106	100.00	52432106	100.00



HIMALYA INTERNATIONAL LIMITED



The above shareholding pattern has been arrived on the assumption that the entire warrants proposed to be issued to the promoters, as detailed above, would be converted into equity shares as per scheme of offer. The warrant holders shall be entitled to apply for the and be allotted, in one or more trench, one equity share of the face value of Rs. 10/- each of the company per warrant any time after the allotment of warrants but on or before the expiry of 18 months from the date of allotment of such warrants.

By order of the Board of Directors
For HIMALYA INTERNATIONAL LTD.

Place: Paonta Sahib
Date: 29.08.2011

Man Mohan Malik
Chairman & Managing Director



NOTES:

1. Explanatory Statement pursuant to Section 173 of the Companies Act, 1956 in respect of the business under item no. 5 setout above are annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. Members/Proxies should bring the enclosed attendance slip duly filled in, for attending the meeting, along with the Annual Report.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 25th September 2011 to 30th September 2011, both days inclusive.
5. Members who hold shares in dematerialized form are requested to bring their Client ID (Demat A/C No.) and DP ID numbers for easy identification of attendance at the meeting.
6. Members are requested to notify the change in their address, if any.
7. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during the office hours on all working days between 11 a.m. and 1.00 p.m. up to the date of this Annual General Meeting.
8. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting are requested to send duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Meeting.
9. Members are requested to note that all correspondence relating to share transfer should be addressed to its Registrars and Transfer Agents,

M/s. Beetal Computer & Financial Services Pvt. Ltd.,
Beetal House, 3rd Floor, 99, Madangir,
BH - Local Shopping Centre,
New Delhi - 110 062

By order of the Board of Directors
For HIMALYA INTERNATIONAL LTD.

Place: Paonta Sahib
Date: 29.08.2011

Man Mohan Malik
Chairman & Managing Director

**DIRECTORS' REPORT**

Dear Shareholders,

We are pleased to present the Twentieth Annual Report of the Company together with Audited Financial Statements and Auditor's Report for the Financial Year ended as on 31st March 2011. The Financial Highlights for the year under review are given below:

Financial Results

	2010-11	(Rs. in Lacs) 2009-10
Total Income	8316.28	7262.06
Profit before Interest, Depreciation & Tax	2873.32	2431.04
Interest	876.78	443.82
Depreciation	308.20	287.76
Profit before Tax	1688.34	1699.46

Performance

During the year under review, the total income of your Company was Rs. 8316.28 Lacs as compared to Rs. 7262.06 lacs in the previous year thereby registered a growth of 14.51%. The net profit before tax of the company for the current financial year is of Rs. 1688.34 lacs as compared to Rs. 1699.46 lacs in the previous year. There is a fall of 0.66% in operational profits as compared to the last financial year.

Dividend

In view of expansion plans of the Company at Gujarat, your Directors did not recommend any dividend.

Business Operations Overview & Future Outlook

The Company's primary business is manufacture of Mushroom, Canning and ready to eat and trading of nutritional supplement etc. The expansion plans are:-

1. Production at Gujarat plant has commenced on dt 29.06.2011. it is situated at Survey No 215/P, Vadnagar-Navapura-Red Laxmipura Road, Nr Dharoi Distributery Canal, Sultanpura (Vad) -384355. Dist. Mehsana. Gujarat. Total cost incurred on project till 31.03.2011 is Rs 138 Crore.
2. Company has made JV for sales of its product with Simplot a US based company.

Fixed Deposits

The Company has not accepted any deposits during the financial year under review.

Directors' Responsibility Statement

Pursuant to Section 217 (2AA) of the Companies Act, 1956, the Directors confirm:

- i) That in the preparation of the Annual Accounts for the Financial Year ended 31st March, 2011, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- ii) That the Directors had selected such accounting policies and applied them consistently reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review;
- iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and



iv) that the Directors have prepared the Annual Accounts for the Financial Year ended 31st March, 2011 on a 'going concern' basis.

Particulars of Energy, Technology and Foreign exchange

A-Energy conservation – The Company makes continuous efforts to explore new technologies And techniques to make the infrastructure more energy efficient.

Moreover, the operations of the Company are not energy intensive. Company has changed its oil fired boilers to agro waste.

B-Technology absorption –

Company uses Indian technical manpower to Operate Indian and imported infrastructure.

C- Foreign Exchange earnings and out go:

Earnings in Foreign Exchange	: Rs. 3288.64
• Expenditure in Foreign Exchange	: Rs. 6064.51

Particulars of Employee Stock Option Scheme

Status of the 12,00,000 ESOP approved by the shareholders in the AGM held on 23rd November, 2005.

Option granted	: 5,85,500 options granted on 26/12/2007
a. The pricing	: Rs. 10.00 per option.
b. Options vested	: For employees 100 % option vested during the year 2007- 08 for employees older than one year.
c. Options exercised in the Financial Year2007-08	: 5,85,500 options.
d. Allotement of Bonus Shares arising out of ESOP	: Nil.
e. The total no. of shares arising as a result of exercise of option	: 5,85,500 equity shares .
f. Variation of terms of options	: Nil.
g. Money realized by exercise of options	: Rs. 58,55,000/-
h. Equity Shares allotted under ESOP	: 5,85,500 equity shares.
Option granted	: 6,14,500 options granted on 02/05/2008
a. The pricing	: Rs. 10.00 per option.
b. Options vested	: For employees 100 % option vested during the year 2008- 09 for employees older than one year.
c. Options exercised in the Financial Year2008-09	: 6,14,500 options.
d. Allotement of Bonus Shares arising out of ESOP	: Nil.
e. The total no. of shares arising as a result of exercise of option	: 6,14,500 equity shares .
f. Variation of terms of options	: Nil.
g. Money realized by exercise of options	: Rs. 61,45,000/-
h. Equity Shares allotted under ESOP including	: 6,14,500 equity shares.

**Disclosure under Clause 12.1 of SEBI (ESOS & ESPS) Guidelines for the ESOS of the Company as under :**

- | | |
|--|----------------------|
| a. Option granted | : 15,00,000 options. |
| b. The pricing | : Rs. 11/-. |
| c. Options vested | : Nil. |
| d. Options exercised | : Nil. |
| e. The total number of shares arising as a result of exercise of option | : N.A. |
| f. Options lapsed | : N.A. |
| g. Variation of terms of options | : N.A. |
| h. Money realized by exercise of options | : N.A. |
| i. Total number of options in force | : N.A. |
| j. Employee wise details of options granted to | : N.A. |
| k. Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of option calculated in accordance with Accounting Standard (IAS)33 | : N.A. |
| L. Where the company has calculated the employee Compensation cost using the intrinsic value of the Stock options, the difference between the employee Compensation cost to computed and the employee Compensation cost that shall have been recognized If it had used the fair value of the options, shall be Disclosed. The impact of this difference on profits And on EPS of the company shall also be disclosed | : N.A. |
| m. Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock | : N.A. |
| n. A description of the method and significant assumptions used during the year to estimate the fair values of options, including the following Weighted – average information | : N.A. |
| (i) Risk- free interest rate, | |
| (ii) Expected life , | |
| (iii) Expected volatility , | |
| (iv) Expected dividends , and | |
| (v) The price of the underlying share in market at the time of option grant. | |

Personnel and Particulars of Employees

The industrial relations with the workers and staff of the company remained cordial throughout the year. There was unity of purpose among all levels of employees, continuously striving for improvement in work practices and productivity. Training and development of employees continue to be an area of prime importance. Pursuant to Section 217(2A) read with the Companies (Particulars of Employees) Rules, 1975, as amended a statement containing list of employees and drawing remuneration exceeding Rs. 24.00 Lacs annum or Rs. 2.00 Lacs per month is given herein below.



S.No	Name	Designation	Remuneration Received (Rs. In lacs)	Qualification	Exp	Age	Date of Commence-Ment	Particulars of Last Employment
1.	Mr. Man Mohan Malik	Chairman and Managing Director	Rs. 38.77	LLB	32 years	57	1992	Industrialist

Auditors

M/s Anujeet Dandona & Co., Chartered Accountants, Statutory Auditors of the Company, retire at the conclusion of the ensuing Annual General Meeting, being eligible offer themselves for re-appointment. The Company has received a certificate from them that their re-appointment if made would be within prescribed limits under Section 224(1B) of the Companies Act, 1956.

Auditors' Report

The Auditors Observations and relevant Notes on Accounts referred to in the Auditors' Report are self explanatory and therefore do not call for any further explanation u/s 217(3) of the Companies Act' 1956.

Listing of Shares

The Equity Shares of the Company continued to be listed at the Bombay Stock Exchange. The Company is complying with the guidelines for listing of shares at National Stock Exchange.

Management Discussion and Analysis

A detailed chapter on "Management Discussion & Analysis" (MDA) pursuant to Clause 49 of the Listing Agreement is annexed to the Annual Report and forms integral part of Directors' Report.

Corporate Governance Report

We strive to attain high standards of corporate governance while interacting with all our stakeholders. The Company has duly complied with revised Clause 49 - Corporate Governance Code as stipulated in the listing agreement with Stock Exchanges. A separate section on Corporate Governance along with Certificate from M/s. Anujeet Dandona & Co., Chartered Accountants, confirming level of Compliance is annexed and forms part of the Directors' Report.

Subsidiary

The Company has a 100% subsidiary in US in the name of Himalya International Inc., 901 Cranston Drive Wood Land, California USA for exploring its cheese business in Company.

Acknowledgement

Your Directors greatly appreciate the dedication and commitment of employees at all levels who have contributed towards the effective functioning of the Company. We also wish to convey gratitude to company's Bankers, Financial Institutions, Government Authorities, Clients, Vendors, and Investors for their support and encouragement during the year and look forward for their continued support in the future.

Place: Paonta Sahib
Dated: 29.08.2011

For and on Behalf of the Board

(Man Mohan Malik)
Chairman & Managing Director



MANAGEMENT DISCUSSIONS AND ANALYSIS

Industry Structure and Developments

Company Business

The Company's primary business is manufacture of Mushroom, Canning and ready to eat and trading of nutritional supplement etc.

Discussions on Financial Performance With Respect to Operational Performance

During the year under review, the total income of your Company was Rs. 8316.28 Lacs as compared to Rs. 7262.06 Lacs in the previous year thereby registered a growth of 14.51%. The net profit (PAT) of the company for the current financial year is of Rs. 1688.34 lacs as compared to Rs. 1699.46 lacs in the previous year. There is an impressive reduce of 0.66% in operational profits as compared to the last financial year.

Human Resources

During the year 2010-11 your company's Human Resources has undergone large-scale initiatives in the form of total revamping and restructuring. The increase in human resource is due establishment of new plant at Gujarat.

Category	As on 31.03.2011	As on 31.03.2010
Skilled Employees	400	140
Non-Skilled Employees	900	700
TOTAL	1300	840

Outlook

The Company is expecting a growth and better performance in the company operation in the forthcoming financial year as the company has made joint venture for sale of its frozen items with Simplot (a 1923 US based company of J.R. Simplot) and supply of food items to all retail chains like Bharti Walmart, Big Bazar, Reliance Dairy Foods Limited, Spancer, Sub Way, Jubilant Foods.

Internal Control System and Their Adequacy

Broadly the internal controls and systems are broken up into following areas:

- | Financial Systems and Reporting
- | Management Reporting
- | HR Systems and Reporting
- | Sales Systems and Reporting
- | Capital Asset Systems and Reporting
- | Operational Fulfillment Systems and Reporting
- | General Administrative Systems and Reporting
- | Knowledge Management Systems

For the size of the business, most of the systems are considered adequate. Due to the severe resource crunch in the company, it has been unable to implement its plans of automotive systems. For making better control in financial system and reporting company has implemented SAP.



Risk and Concerns

The Company is operating its business in the Growth Oriented environment with innovations, changes and varying levels of resources available to food processing industry.

The most of company turnover comes from export and the company had large customer base in export markets.

The management of the Company is exploring new markets also. During the year company has achieved a turnover of Rs. 50 crore from domestic market.

Cautionary Statement

“Management Discussion and Analysis” report contains forward looking statements, which may be identified by the use of the words in that direction, or connoting the same. All the statements that address expectations or projections about the future, including but not limited to statements about the Company's strategy for growth, product development, market position, expenditure and financial results are forward looking statements.

The Company's actual results, performance or achievements could thus differ materially from those projected in such forward looking statements. The Company assumes no responsibility to public, to amend, modify or revise any forward looking statements on the basis of subsequent developments, information or events.

REPORT ON CORPORATE GOVERNANCE

I. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Corporate Governance assumes a great deal of importance in the business life of the Company. The Company's philosophy on corporate governance is based on the belief that timely disclosures, transparent accounting policies, and a strong and independent Board go a long way in preserving shareholders trust while maximizing long-term shareholders value. It has been a constant endeavor on the part of the Company to follow good Corporate Governance by following the principles of transparency, accountability and integrity in functioning, so as to constantly enhance value for all stakeholders and fulfill the social obligation entrusted upon the corporate sector.

II. BOARD OF DIRECTORS

(A) Composition of Board

The Present Board of Directors of our Company comprises Directors consisting of Two Non-Executive and 4 Executive Directors.

(B) Non Executive Director's Compensation and Disclosures

The Non Executive Directors of the Company are paid sitting fees as fixed by the Board of Directors within limits prescribed under the Companies Act, 1956. Besides sitting fee non-executive directors are not paid any remuneration.

(C) Other provisions as to Board and Committee

The details of the other directorship of the Board and their attendance at the Board meetings held during the year, i.e. between April 1, 2010 to March 31, 2011 is given in the following table:



HIMALYA INTERNATIONAL LIMITED



Name	Category	Board meeting Attended during the Year	Attendance at last AGM	No. of Directorship In other Companies \$	No. of Committee position held** Chairman/Member
Mr. Man Mohan Malik	Promoter- Executive Director	9	Yes	-	3
Mrs. Sangeeta Malik	Promoter- Executive Director	9	Yes	-	1
Sh. Sanjiv Kakkar,	Promoter- Executive Independent Director	2	No	-	1
Mrs. Anita Kakkar	Executive Director	1	No	-	-
Sh. Sunil Khera	Non- Executive Independent Director	9	Yes	-	3
Mr. Chander Prakash Chabra	Non- Executive Independent Director	0	No	-	2

r Includes only chairmanship/membership of Audit Committee, Shareholders / Investors Grievance Committee.

\$ Exclusive of the Directorship in Private Limited Companies, Non-Corporate Institutions, foreign Companies and Section 25 Companies.

The Board periodically reviews Compliance reports of all laws applicable to the Company and has put in place procedure to review steps taken by the Company to rectify the instances of non-compliances, if any.

(D) Number of Board Meetings held and dates:

During the financial year 2010-2011 the Board of Directors met nine (9) times. The dates of the meetings are 11th April, 2010, 30th May 2010, 24th July 2010, 2nd Sept 2010, 7th Sept 2010, 31st Oct. 2010, 9th Dec. 2010, 31st Jan 2011, 28th March 2011.

(E) Information supplied to the Board:

The Board has complete access to all information with the Company. The information is provided to the Board and the agenda papers for the meetings are circulated in advance of each meeting. The information supplied to the Board includes:

- Business/Operating Plans,
- Quarterly, Half yearly and yearly results of the Company
- Minutes of the Meetings of audit Committees and other Committees of the Board.
- Fixation of date of EGM and Annual General Meetings.
- Growth of expansion plans.

The Board periodically reviews compliance of all laws applicable to the Company as well as steps taken by the Company to rectify instances of non-compliances if any.

**(F) Code of conduct:**

In terms of the new provisions of Clause 49 of the listing agreement and contemporary practices of good corporate governance a code of conduct for all the Board members and senior management personnel has been approved by the Board of Directors vide their meeting held on 9th December, 2010 and the same has been posted on the web-site of the Company. All the Board members and senior management personnel have affirmed compliance with the code of conduct during the year 2010-11.

III. AUDIT COMMITTEE:**(A) Qualified & Independent Audit Committee:**

The Company complies with the provisions of Section 292A of the Companies Act, 1956 as well as requirement under the listing agreement pertaining to Audit Committee. It is functioning as under:

- a) To oversee the Company's Financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- b) To review with management, external and internal auditors, the adequacy of internal control system.
- c) To review the company's financial and risk management policies

(B) Meetings of Audit Committee

During the year Four meetings were held and the Composition of the Audit Committee and number of meetings attended by the members are given below:

Sl. No	Name of Member(s) of Audit Committee	Category	No. of Meetings	
			Held	Attended
1.	Shri Man Mohan Malik	Chairman	5	5
2.	Shri Sunil Khera	Member	5	5
3.	Smt Sangita Malik	Member	5	5

(C) Powers of the Audit Committee

The Audit Committee has powers including:

- 1) To investigate any activity within its terms of reference.
- 2) To seek information from any employee
- 3) To obtain outside legal or other professional advice.
- 4) To secure attendance of outsiders with relevant expertise, if it considers necessary.

(D) Role of Audit Committee:

-Oversight of the company's financial reporting process and disclosure of its financial information to ensure that financial statement is correct, sufficient and credible.

-Recommendation to the Board of Directors, the appointment, re-appointment and if required, the replacement or removal of the statutory auditor and fixation of audit fees.

-Approval of payment to statutory auditors for any other services rendered by the statutory auditors.

-Reviewing with the management, the annual financial statements before submissions to board for approval, with particular reference to

-Matters required to be included in the Directors Responsibility Statement to be included in the Board's report in terms of Clause (2AA) of section 217 of the Companies Act, 1956.

-Changes, if any, in accounting policies and practices and reasons for the same.



- Major accounting entries involving estimates based on the exercise of judgment by management.
- Significant adjustments made in the financial statements arising out of audit findings.
- Compliance with listing and other legal requirements relating to financial statements
- Disclosure of related party transactions.
- Qualifications in draft audit report.
- Reviewing with management, the quarterly financial statements before submission to the board for approval.
- Reviewing with management, performance of statutory and internal auditors, adequacy of internal control systems.
- Reviewing the adequacy of internal audit function, if any including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of the internal audit.
- Discussion with internal auditors any significant findings and follow up thereon.
- Discussion with the statutory auditors before the audit commences, of the scope and nature of audit and as well as have post audit discussion to ascertain any area of concern.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.

(E) Review of information by the Audit Committee

The audit Committee review the reports of the Internal Auditors, meets Statutory and Internal Auditors as and when required & discuss their findings, observations, suggestions, internal control system, scope of audit and other related matters.

IV. SUBSIDIARY COMPANIES

- (i) The Company has a 100% owned subsidiary company in the name of Himalya International Inc. for looking its food business.

V. DISCLOSURES

(A) Related Party Transaction

- i. Statements containing transactions with related party has been submitted periodically before the Audit Committee.
- ii. There are no materially significant related party transactions with the Company's promoters, Directors, the management, the relatives, which may have potential conflict with the interest of the Company at large. Suitable disclosures as required by Accounting Standard (AS - 18) on transaction with related parties have been shown in note no. 10 of schedule S in notes on accounts of the Annual Accounts for the year.

(B) Disclosure of Accounting Treatment

During the year, there has been no change in the accounting treatment of Accounting Standard applicable to the Company.

(C) Risk Management

In terms of new provision of Clause 49 & contemporary practices of good corporate governance, Company has developed the policies & procedures to assess the risk associated with the Company and minimization thereof and periodically informed the Board of Directors for their review to ensure that the executive management, controls the risk in accordance with the defined policies and procedures adopted by the Company.

Remuneration Committee (Non-Mandatory)

At present the Remuneration Committee of the Company comprises of the following members who are Executive and Independent Directors of the Company:



1. Shri Man Mohan Malik, Chairman
2. Shri Sanjiv Kakkar, Member
3. Shri Sunil Khera, Member
4. Shri Chandar Prakash Chhabra

During the year there are one such Remuneration Committee Meeting of the Company has been held by the Company on 11th April 2010.

ii. Non-Executive Directors

- a. The Non-Executive Directors are entitled to sitting fee only for attending Board/Committee meetings. A sitting Fee of Rs. 2500/- per meeting is paid for attending Board/Committee meeting.
- b. During the year under review, the Company has not paid any remuneration to any Non-Executive Directors.
- c. There has been no pecuniary relationships or transactions of the non-executive directors vis-à-vis the Company during the year.
- d. The Company has paid sitting fee aggregating Rs. 25,000 /- to all the Non Executive Directors which is within the limits as prescribed under the Companies Act 1956. No other payments were made to such directors.

Number of Shares held by Non-Executive Director 40,000/-

(E) Management

Management Discussion and Analysis has been provided separately as a part of this annual report.

Shareholders'/ Investors' Grievance Committee:

The Shareholders'/ Investors' Grievance Committee presently comprises of three Directors viz. Shri Man Mohan Malik, Shri Sunil Khera, Sh Chander Prakash Chhabra

The Company received 2 (two) complaint from investor during the financial year 2010-2011, which were promptly and satisfactorily resolved.

During the year there is 25 share holder committee meetings.

VI. CEO/CFO CERTIFICATION

The Managing Director & Director (Finance) have certified to the Board of Directors of the Company that:

- (a) They have reviewed financial statement and cash flow statement for the year ended 31st March 2011 and to the best of their knowledge and belief:
 - (i) These statements do not contain any material untrue statement or omit any material fact or contain that might be misleading.
 - (ii) These statements together present a true and fair view of the Company affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to best of their knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's code of conduct.
- © They accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and they have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal control, if any of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.



(d) They have indicated to the Auditors and Audit Committee:

- (i) Significant changes in internal control over financial reporting during the year.
- (ii) Significant changes in accounting policies during the year and that same has been disclosed in the notes to financial statements, and
- (iii) Instances of significant fraud of which they have become aware and the involvement therein, if any of the management or an employee having a significant role in the Company's internal control system over financial reporting.

VII. REPORT ON CORPORATE GOVERNANCE

The quarterly compliance report has been submitted to the stock exchanges where the companies' equity shares are listed in the requisite format and duly signed by the compliance officer.

VIII. COMPLIANCE

The other information for the benefit of the shareholders is as under:

(i) General Body Meetings:

Details of Location, Date and Time of Annual General Meetings held during last three years are given below:

Particulars	Time	Dated on which held	Venue
19 th A.G.M	4.00 P.M	30 th September 2010	Gokul Gardens Banquets (P) Ltd., Sector -7, Near Flyover, Dwarka, New Delhi -110075
18 th A.G.M	4.00 P.M	30 th October 2009	Centre for Cultural Resources and Training, 15A, Sector-7, Dwarka, New Delhi- 110 075
17 th A.G.M.	4.30 P.M	25 th August 2008	Centre for Cultural Resources and Training, 15A, Sector-7, Dwarka, New Delhi- 110 075

The shareholders through postal ballot passed no ordinary or special resolutions during the F.Y.2010-2011. At the ensuing Annual General Meeting there is no special Resolution proposed to be passed through the postal ballot.

During the year under review one Extra Ordinary General Meeting is conducted at its head office of the company at Village Shubh, Paonta Sahib (H.P) - 173025 on dt 2nd December, 2010 to pass a special resolution

To allow issue of 5 million Warrants and QIP equal to Rs. 30 crore according to the guideline as provided under Chapter XIII A of the SEBI, (Issue of Capital and Disclosure Requirements) Regulation, 2009.

But the resolution could not be passed due to non receipt of statutory approvals from BSE.

(ii) Means of Communications

- Quarterly/Yearly results are published in prominent newspapers.
- Company issues press releases from time to time.
- Information of the Company are available on website of the company:
www.himalyainternational.com

A detailed Management Discussion and Analysis as per requirement of Clause 49 of the Listing agreement is forming part of Annual report.



(iii) General shareholder information Annual General Meeting

Day & Date : 30th September, 2011

Time : 03.00 P.M.

Venue : Sunder Farm Road No. 2, Farm No. 41, Ghitorni, New Delhi- 110030.

Financial Calendar (Tentative):

- Next Annual General Meeting : September 2012
- Un-audited results for the quarter ended June 2011 : End July 2011
- Un-audited results for the quarter/half year ended September 2011 : End October 2011
- Unaudited results for the quarter ended December 2011 : End January 2011
- Un-audited results for the Quarter ended March 2012 : End April 2012
- Audited Results for the Year ending March 2012 : June/August 2012

Date of Book Closure:

From 25th day of September 2011 to 30th day of September 2011 (both days inclusive) for the purpose of Annual General Meeting.

Dividend Payment date:

In view of expansion plans of the Company at Gujarat and Rajasthan, your Directors did not recommend any dividend.

Name of the Stock Exchanges on which the equity shares of the Company are listed:

Bombay Stock Exchange

Stock Code:

The Stock Exchange, Mumbai : 526899

Listing Fee:

Listing fee has been paid to The Bombay Stock Exchanges upto the financial year 2010-2011.

ISIN no allotted to the depositories namely, NSDL and CDSL is INE552B01010.

Market Price Data:

Monthly high and low of the equity shares of the Company in The Stock Exchange, Mumbai (BSE) for the F.Y. 2010-11 are stated herein below:



Month	Bombay Stock Exchange (BSE)	
	High(Rs.)	Low(Rs.)
	April 2010	47.45
May 2010	43.00	35.25
June 2010	41.00	36.05
July 2010	41.80	36.60
August 2010	39.75	32.90
September 2010	39.15	33.40
October 2010	35.20	27.05
November 2010	34.95	25.55
December 2010	33.70	25.00
January 2011	27.95	22.05
February 2011	24.65	19.35
March 2011	27.30	22.00

Distribution Schedule of shareholding as on 31.03.2011:

Share Holding of Nominal Value of Rs.	Number of Shareholders	% To Total	No. of Shares	Amount in Rs.	% To Total
Up To 5000	13,552	77.41	28,39,999	2,83,99,999	5.6313
5001 to 10000	2,038	11.64	17,98,676	1,79,86,760	3.5665
10001 to 20000	856	4.89	13,88,971	1,38,89,710	2.7541
20001 To 30000	315	1.80	8,39,702	83,97,020	1.6650
30000 To 40000	155	0.89	5,59,600	55,96,000	1.1096
40001 To 50000	163	0.93	7,82,931	78,29,310	1.5524
50001 To 100000	191	1.09	14,53,691	1,45,36,910	2.8825
100001 To and Above	236	1.35	4,07,68,536	40,76,85,360	80.8385
Total	17,506	100.00	5,04,32,106	50,43,21,060	100.0000

Share Holding Pattern as on 31.03.2011

S.No.	Particular	Number of Shares	% To Total
1	A) Promoter and Promoter Group		
	Indian Promoters:		
	Individual/HUF	13,75,000	2.73
	Bodies Corporate	22,62,100	4.49
	Directors & their relatives	1,13,33,900	22.47
	Total Shareholding (A)	1,49,71,000	29.69
	(B) Public Shareholding		
1	Institutions:		
	Foreign Institutional Investor	24,00,000	4.76
2	Non-Institutions:		
	Bodies Corporate	79,72,014	15.81
	Individuals	1,62,64,639	32.25
	Clearing Members	75,671	0.15
	Employees	1,43,850	0.29
	Trusts	10,00,000	1.98
	NRI	7,78,941	1.54
	HUF	9,80,785	1.94
	OCB	58,45,206	11.59
	Sub Total (B)	3,54,61,106	70.31
	Total (A+B)	5,04,32,106	100.00



Registrar & Share Transfer Agents:

M/s. Beetal Computer & Financial Services Pvt. Ltd
Beetal House, 3rd Floor, 99, Madangir,
BH - Local Shopping Centre
Near Dada Harsukhdas Mandir,
New Delhi - 110 062,

System of Share Transfer/ de-materialisation/ re-materialisation etc.: The aforementioned RTA has its own infrastructure commensurate with the work undertaken and is manned by skilled and trained staff.

De-materialisation of shares and liquidity:

Company's shares are now in Compulsory Demat category. Over 57.54 % of the shares have been dematerialized. The Equity Shares are listed on major Stock Exchanges in India.

Outstanding GDRs/ADRs, and Convertible Bonds, Conversion date and likely impact on equity: Nil

Plant Locations: The Factory Premises of the company is situated at :-

1. Village Shubh Khera, Paonta Sahib, District-Sirmour, Himachal Pradesh.
2. Site: Survey No.215/A/1, Vadnagar-Navapura-Redlaxmipura Road, Sultanpura-384355
Ta-Vadnagar, Dist: Mehsana, Gujarat

Address for correspondence:

Company's Registered Office

Company Secretary
Himalya International Limited
E 555, 1st & 2nd Floor,
Palam Extension, Sector-7,
Dwarka, New Delhi - 110 077
TeleFax : 011-45108609.

E-mail: ajay@himalyainternational.com, Web-site: www.himalyainternational.com

Head Office

Vill- Shubh Khera, Paonta Sahib, Distt. Sirmour (H.P.)
Tele : 01704-223494, 645207 to 15 Fax : 01704-225178

Declaration:

This is to confirm that all the Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct and adopted by the Board.

Place: Paonta Sahib
Dated: 29.08.2011

For and on Behalf of the Board

(Man Mohan Malik)
Chairman & Managing Director



CERTIFICATE ON CORPORATE GOVERNANCE

TO THE MEMBERS OF HIMALYA INTERNATIONAL LIMITED

We have examined the compliance of conditions of Corporate Governance by Himalya International Limited for the year ended March 31, 2011 as stipulated in clause 49 of the listing agreement of the said Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with, in all material respect with conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

As informed we state that, in respect of investor grievances received during the year ended 31st March 2011, no investor grievances is unattended/ pending for period exceeding one month against the Company as per the records maintained by the company which are presented to Shareholders/ Investors Grievances Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For ANUJEET DANDONA & Co.
Firm Registration No.006118C
Chartered Accountants

(ANUJEET SINGH)
Proprietor FCA.
MNo.73662
Dated: 23.08.2011
Place: Dehradun



AUDITORS REPORT

To
The Members,
Himalya International Limited,
New Delhi.

1. We have audited the attached Balance Sheet of Himalya International Limited as at 31st March 2011 and the Manufacturing and Profit and Loss Account and Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to above, we report that :
 - (i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (ii) In our opinion, proper books of accounts as required by law have been kept by the company so far as appears from our examination of those books.
 - (iii) The Balance Sheet and the Manufacturing and Profit and Loss Account and Cash Flow statement dealt with by this report are in agreement with the books of account, of the company.
 - (iv) In our opinion, the Balance Sheet and Manufacturing Profit and Loss Account and Cash Flow statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
 - (v) On the basis of written representations received from the directors, as on 31st March 2011 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March 2011 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
 - (vi) Subject to above and read together with other notes appearing in schedule 18, the said statement of accounts, in our opinion and to the best of our information and according to the explanations given to us, give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India
 - (a) In the case of the Balance Sheet, of the state of affairs of the company as at 31st March 2011.
 - (b) In the case of the Profit and Loss Account, of the profit for the year ended on that date, and
 - (c) In the case of cash flow statement, of the cash flows of the year ended on that date.

For ANUJEET DANDONA & Co.
Firm Registration No.006118C
Chartered Accountants

(ANUJEET SINGH)
Proprietor FCA.
MNo.73662
Dated: 23.08.2011
Place: Dehradun



Referred to in paragraph 3 of our report of even date

- (I) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
(b) All the assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
(c) During the year the company has not sold off any part of fixed assets.
- (ii) (a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
(b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
(c) The company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material.

- (iii) (a) The company has granted loans to other companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956 as under:

	Balance as on 31.03.2011	Maximum Amount Due
APJ Laboratories Ltd.	Rs.20144536/-	Rs.20144536/-
Himalya Carbonates (P) Ltd	Rs Nil	Rs 1,91,000/-

- (I) The terms of the loans are not prejudicial to the interest of the company.
(ii) The repayment of principle and interest, wherever applicable, is as per terms and conditions.
(iii) Not applicable in terms of observation at (iii) (a) supra.
- (b) Further, The company has not taken loans from other companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Further Disclosure is not required.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
- (v) (a) According to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into registers maintained under section 301 of the Companies Act, 1956, have been so entered.
(b) In our opinion and according to the information and explanation given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding in value of Rs. 5 lacs, in respect of any party during the year, have been made, keeping in view surrounding circumstances, and quantum of transaction, at prices which are reasonable having regard to the prices prevailing in the market at the relevant time for similar transactions.
- (vi) In our opinion and according to the information and explanations given to us, the company has not accepted any loans/ deposits from public falling within the provisions of sections 58 A and 58 AA of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975 with regard to the deposits accepted from the public.
- (vii) In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
- (viii) The Central Government Rules for the maintenance of cost records under section 209 (1) (d) of the Companies Act, 1956 are not applicable to the Company.
- (ix) (a) The company is not regular in depositing with appropriate authorities undisputed statutory dues including income tax, sales tax, and other statutory dues applicable to it.



- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax/ sales tax/ excise duty which were in arrears, as at 31/03/10 for a period of more than six months from the date they became payable.
- (x) The Company has no accumulated losses at the end of the financial year and It has not incurred cash losses in the current year and immediately preceding financial year.
- (xi) Based on our audit procedures and according to the information and explanations given to us, in our opinion the company has not defaulted in repayment of dues to a financial institution.
- (xii) The clause is not applicable to the company since the company has not granted any loans and advances on the basis of security by way of pledge of shares/ debentures and other securities.
- (xiii) In our opinion, the company is not a chit fund or a nidhi mutual benefit fund/ society. Therefore, the provisions of the clause 4 (xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- (xiv) In our opinion, the company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4 (xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- (xv) In our opinion, the clause is not applicable to the company since the company has not given guarantees for loans taken by others from banks or financial institutions.
- (xvi) In our opinion, the term loans have been applied for the purpose for which they were raised.
- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that the no funds raised on short-term basis have been used for long-term investment. No long term funds have been used to finance short-term assets except Permanent working capital.
- (xviii) According to the information and explanations given to us, the company had made the Preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act i.e. as under.
- | Name of the Parties | No. of Shares |
|---------------------|---------------|
| Purnima Malik | 525000 |
| Arjun Malik | 525000 |
| Sidharth Kakkar | 525000 |
| Anandita Kakkar | 525000 |
| Jyoti Malik | 525000 |
- (xix) According to the information and explanations given to us, during the period covered by our audit report, the company has not issued any debentures.
- (xx) The company has not raised any money by public issue during the year.
- (xxi) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

For ANUJEET DANDONA & Co.
Firm Registration No.006118C
Chartered Accountants

(ANUJEET SINGH)
Proprietor FCA.
MNo.73662

Dated: 23.08.2011
Place: Dehradun



HIMALYA INTERNATIONAL LIMITED



BALANCE SHEET AS AT 31 MARCH, 2011

PARTICULARS	SCH.	As at 31.03.2011		As at 31.03.2010	
		AMOUNT		AMOUNT	
		Rs. in '000		Rs. in '000	
SOURCES OF FUNDS:					
SHAREHOLDER'S FUNDS					
Share Capital	1	504321		405821	
Share Warrants Application Money	1	<u>0</u>	504321	<u>42850</u>	448671
Reserves & Surplus	2		981346		720762
LOAN FUNDS					
Secured	3		935869		395758
DEFERRED TAX LIABILITY					
(please refer note no.12 of schedule 18)			9203		2348
TOTAL			<u>2430740</u>		<u>1567539</u>
APPLICATION OF FUNDS:					
FIXED ASSETS					
Gross Block	4	840516		824235	
Less : Depreciation	4	<u>245972</u>		<u>215152</u>	
Net Block as on 31.03.2011		594544		609083	
Capital Work In Progress		<u>1381016</u>	1975560	<u>475219</u>	1084302
(Including Capital Advances)					
CURRENT ASSETS LOAN & ADVANCES					
Inventories	5	219705		212896	
Sundry Debtors	6	217296		228485	
Cash & Bank Balances	7	1415		3697	
Other Current Assets	8	95849		24746	
Security Deposit	9	11826		7701	
Subsidy & Other Receivables	10	43450		48817	
			<u>589341</u>	<u>524341</u>	
Less : Current Liabilities & Provisions					
Current Liabilities	11	113804		30537	
Provisions	11	20357		10567	
NET CURRENT ASSETS			455180		483237
TOTAL			<u>2430740</u>		<u>1567539</u>

Notes to Accounts

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The schedules referred to above and notes to accounts form an integral part of the Financial Statements
As per our report of even date

FOR ANUJEET DANDONA & CO.
Firm Registration No.006118C
Chartered Accountants

For & on behalf of the Board

(ANUJEET SINGH)
Proprietor FCA
Membership No.73662

MAN MOHAN MALIK
CHAIRMAN & MANAGING
DIRECTOR

Place : Dehradun
Dated : 23.08.2011

SANGITA MALIK
DIRECTOR

DGM FINANCE

**HIMALYA INTERNATIONAL LIMITED****PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31.03.2011**

PARTICULARS	SCH.	As at 31.03.2011 AMOUNT Rs. in '000	As at 31.03.2010 AMOUNT Rs. in '000
INCOME			
Sales & other income	12	831628	726206
Increase/Decrease in Stock	13	11415	34372
Total		843043	760578
EXPENDITURE :			
Manufacturing Exp.	14	363815	310501
Repair & Maintenance	15	7286	5976
Administrative & Selling Expenses	16	184609	200902
Preliminary expenses written off		0	94
Interest and Other Financial Expenses	17	87678	44382
Depreciation	4	30820	28776
Total		674208	590631
Profit Before Taxation		168834	169947
Provision for Taxation:			
- MAT		8370	7884
- Deferred Tax		6856	9532
Profit After Tax		153609	152531
Brought Forward from Previous Year		467091	314560
Amount available for appropriation		620700	467091
APPROPRIATION			
Transferred to General Reserves		<u>620700</u>	<u>467091</u>
Earnings per share (please refer note no.17 of schedule 18)			
Basic (Rs.)		3.19	4.77
Diluted (Rs.)		3.19	3.65
Face value Per share (Rs.)		10	10

Notes to Accounts

18

The schedules referred to above and notes to accounts form an integral part of the Financial Statements

As per our report of even date

FOR ANUJEET DANDONA & CO.

Firm Registration No.006118C

Chartered Accountants

For & on behalf of the Board

(ANUJEET SINGH)

Proprietor FCA

Membership No.73862

MAN MOHAN MALIK**CHAIRMAN & MANAGING DIRECTOR**

Place : Dehradun

Dated : 23.08.2011

SANGITA MALIK**DIRECTOR****DGM FINANCE**



HIMALYA INTERNATIONAL LIMITED



PARTICULARS	As at 31.03.2011 AMOUNT Rs. in '000	As at 31.03.2010 AMOUNT Rs. in '000
SCHEDULE-1 SHARE CAPITAL		
AUTHORISED 7,50,00,000 Equity Shares of Rs. 10/- each (March 31st 2010: 7,50,00,000 equity shares of Rs. 10/- each)	<u>750000</u>	<u>750000</u>
Equity Share Capital Issued, Subscribed & Paid Up capital 5,04,32,106 Equity Shares of Rs. 10/- each (March 31st 2010: 4,05,82,106 equity shares of Rs. 10/- each)	504321	405821
Share Warrants Application Money (March 31st 2010: Application Money for 8,50,000 Share warrants @ Rs. 23.50)	0	19975
(March 31st 2010: Application Money for 50,00,000 Share warrants @ Rs.4.575)	0	22875
TOTAL	<u>504321</u>	<u>448671</u>
SCHEDULE-2 RESERVE & SURPLUS		
Capital Fund	104	104
Capital Reserve	29227	29227
Surplus in Profit and Loss Account	620700	467091
Share Premium Account	331315	224340
TOTAL	<u>981346</u>	<u>720762</u>
Note : Capital Reserve include Capital Subsidy given by MOFPI & HP State Govt.		
SCHEDULE-3 LOAN FUND		
SECURED :		
Debentures Nil (March 31. 2010: 40,000 12% Fully Convertible Debentures of Rs. 23.50 each)	0	94000
Loan and Advances from Banks * Cash/Export Credit facilities	264791	230970
Term loans from Banks	669710	68285
Interest accrued and due on Term Loans	0	0
Other loans and advances Interest accrued and due on Term Loans (Secured by equitable mortgage on certain movable properties)	1368	2503
TOTAL	<u>935869</u>	<u>395758</u>

- Fund base limits of EPC and CC hypothecation, from SBI, are secured by way of, first charge on present and future stock of raw materials, stock in process, finished goods, stores, spares and domestic receivables and pari-pasu charge on fixed assets of the company, both present and future alongwith personal guarantees of the Directors and Promoters.
- Bills Documentry credit limit from SBI overseas Branch, New Delhi, is secured by way of first charge export bills and pari-pasu charge on fixed assets of the company, both present and future alongwith personal guarantees of the Directors and Promoters.
- Term Loan from SBI Overseas Branch is secured by way of pari passu charge on equitable mortgage of free hold land & Building at village Subhkhera, Paonta Sahib and Equitable Mortgage of Leasehold Land at Gondpur Industrial Area, and fixed assets purchased out of the loan amount and second pari-pasu charge on free hold land & Building and plant & Machinery at Village Sultanpur, Vadnagar, Distt. Mehsana, Gujarat alongwith personal guarantees of the Directors and Promoters.
- Term Loan from Corporation Bank M-41, Cannought Circus Branch, New Delhi and Exim Bank Chandigarh is secured by way of first charge on free hold land & Building and plant & Machinery at Village Sultanpur, Vadnagar, Distt. Mehsana, Gujarat and second pari-pasu charge on free hold land at Subhkhera, Paonta Sahib and Equitable Mortgage of Leasehold Land at Gondpur Industrial Area, and other fixed assets alongwith personal guarantees of the Directors and Promoters.



SCHEDULE '4'
FIXED ASSETS

PARTICULARS	GROSS BLOCK				DEPRECIATION/AMORTISATION			NET BLOCK		
	AS ON 01.04.10	ADDITIONS DURING THE PERIOD	SALES/ADJ. DURING THE PERIOD	TOTAL AS ON 31.03.2011	UPTO 01.04.10	PROVIDED FOR THE PERIOD	ADJUST- MENT	TOTAL	TOTAL AS ON 31.03.2011	TOTAL AS ON 31.03.2010
Land	116436	0	0	116436	0	0	0	0	116436	116436
Building	193657	0	0	193657	36290	6400	0	45690	147967	154367
Plant & Machinery	485249	4756	0	490005	167660	21504	0	189164	300841	317589
Furniture and Fixture	6731	414	0	7145	1447	441	0	1889	5256	5284
Vehicles	9039	7454	0	16493	2278	1133	0	3412	13082	6761
- Cars	13123	3656	0	16780	4476	1342	0	5817	10862	8648
- Trucks										
TOTAL	824236	12624	0	846860	215152	30620	0	245972	594544	609084
Previous year	785828	38407	0	824235	186375	26776	0	215161	608084	588453



HIMALYA INTERNATIONAL LIMITED



PARTICULARS	As at 31.03.2011 AMOUNT Rs. in '000	As at 31.03.2010 AMOUNT Rs. in '000
SCHEDULE-5		
INVENTORIES (as taken and certified by management)		
(At lower of Cost or Net Realisable value)		
Raw Material	8344	13818
Goods in Process	43723	43672
Finished Goods	140936	126859
Goods in transit	16537	19250
Consumables	10165	9297
TOTAL	219705	212896
SCHEDULE-6		
SUNDRY DEBTORS		
(Unsecured and considered good)		
Debts Outstanding for a period exceeding six months	10199	5043
Others Debts	207097	223442
TOTAL	217296	228485
SCHEDULE-7		
CASH & BANK BALANCES		
Cash In Hand	6	36
Cash at Bank		
(In current a/c with scheduled banks)	1398	3651
(In current a/c with Non scheduled banks)	11	10
TOTAL	1415	3697
SCHEDULE-8		
OTHER CURRENT ASSETS		
(Unsecured and considered good)		
Advance to Suppliers	62925	8880
Advance to Staff & other	4580	4789
Debts due by a Private Company in which any director is Director or a member - APJ Laboratories Ltd	20145	10829
Debts due by companies under same management - Himalya Carbonates (P) Ltd	0	191
Withholding and other taxes receivable	115	57
Mat Credit Entitlement	7884	0
Total	95649	24746
SCHEDULE-9		
SECURITY DEPOSITS		
(Unsecured and considered good)		
(a) (i) With government authorities	2378	2378
(ii) Margin money with banks	2092	1782
(iii) Rental deposits	355	20
(iv) Others	1	21
(b) (i) Income Tax (deposit)	7000	3500
Total	11826	7701



PARTICULARS	As at 31.03.2011		As at 31.03.2010	
	AMOUNT Rs. In '000		AMOUNT Rs. In '000	
SCHEDULE-10				
SUBSIDY AND OTHER RECEIVABLES (Unsecured and considered good)				
Subsidy/Incentive Receivable		35662		38827
Capital Subsidy (MOFPI)		3168		3168
Capital Subsidy Cheese Plant (MOFPI)		3750		3750
VAT Receivables		870		1071
Total		43450		46817
SCHEDULE-11				
CURRENT LIABILITIES AND PROVISIONS				
CURRENT LIABILITIES				
Sundry Creditors		104856		22363
Security Deposits from Debtors		400		300
Expenses payable		8548		7875
Total (A)		113804		30538
PROVISIONS				
Gratuity Payable		3616		2308
Leave encashment payable		488		376
Provision for MAT (net)		16254		7884
Total (B)		20357		10567
SCHEDULE-12				
SALES & OTHER INCOME				
Sales- Export		328864		374439
Sales- Domestic		500011		304320
Minimum Guarantee against processing charges		2753		1861
Profit on Exchange Fluctuation		0		34639
Incentive due		0		10947
TOTAL		831628		726206
SCHEDULE-13				
INCREASE/DECREASE IN STOCK				
OPENING STOCK				
Goods in Process	43672		22722	
Finished Goods	126859		91651	
Finished Goods-in Transit	19250	189781	41036	155400
CLOSING STOCK				
Goods in Process	43723		43672	
Finished Goods	140936		126859	
Finished Goods-in Transit	16537	201196	19250	189781
INCREASE / (DECREASE) IN STOCK		11415		34372



HIMALYA INTERNATIONAL LIMITED



PARTICULARS	As at 31.03.2011	As at 31.03.2010
	AMOUNT Rs. In '000	AMOUNT Rs. In '000
SCHEDULE-14		
MANUFACTURING & OTHER EXP.		
Raw Material & Consumables Consumed	262429	215476
Labour & Labour welfare	27856	26763
Power & Fuel	41232	39104
Freight Inward	1540	1017
Packing Expenses	21455	20436
Others	9303	7705
TOTAL	363816	310501
RAW MATERIAL & CONSUMABLES CONSUMED		
Opening Stock	23115	14353
Purchases	257823	224238
Less : Closing Stock	18509	23115
Cost of Goods Consumed	262429	216476
SCHEDULE-15		
REPAIR & MAINTENANCE		
Repair & Maintenance-Building	1020	818
Repair & Maintenance-Plant & Machinery	5588	4675
Repair & Maintenance-Others	678	483
TOTAL	7286	5976
SCHEDULE-16		
GENERAL, ADMINISTRATIVE AND SELLING EXPENSES		
Salary and Bonus	26406	22085
Staff welfare	1841	1670
Employers Contribution		820
- Provident Fund	1020	334
- ESI	420	612
- Gratuity	1308	633
Electricity	632	3811
Rent, Rates and Taxes	4277	514
Insurance	690	8849
Travelling and Conveyance	6919	30301
Freight outward	32145	18054
Advertisement	19629	1414
Legal and professional Expenses	2025	78551
Selling Expenses	59927	33254
Misc Expenses	27370	
TOTAL	184609	200902
SCHEDULE 17		
FINANCIAL EXPENSES		
a Interest paid:		28918
i) To Banks	34050	12316
ii) To Others	690	3148
b Bank Charges	1529	
c Loss on Exchange Fluctuation	51408	
TOTAL	87678	44382

**Schedule 18****Nature of Operations**

1. Himalya International Ltd., incorporated in New Delhi, India, is a food processing company engaged in growing of mushrooms, IQF ready to eat items and trading in nutritional supplement. It is exporting its products to USA and also selling them domestically.

2. **Statement of Significant Accounting Policies:**

a **Basis of preparation**

The financial statements have been prepared to comply in all material respects with the Accounting Standards notified by Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared under The historical cost convention on an accrual basis except in case of assets for which provision for impairment is made and revaluation is carried out. The accounting policies have been consistently applied by the Company with those used in the previous year.

b **Use of estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

c **Changes in Accounting Policies**

There is no change in accounting policy during the year under audit vis.a.vis the previous financial year.

d **Fixed Assets**

Fixed assets are stated at cost (or revalued amounts, as the case may be), less accumulated depreciation and impairment losses if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of fixed assets which takes substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

e **Depreciation**

Depreciation is provided using the Straight Line Method as per the useful lives of the assets estimated by the management, or at the rates prescribed under schedule XIV to the Companies Act, 1956.

Particulars	Rate (SLM)	Schedule XIV Rate (SLM)
Buildings		
- Admin Building	1.63%	1.63%
- Factory Building	3.34%	3.34%
Plant and Machinery	4.75%	4.75%
Computers (included in plant & machinery)	16.21%	16.21%
Furniture and Fittings	6.33%	6.33%
Vehicles:		
- Cars	9.50%	9.50%
- Trucks	11.31%	11.31%

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- f **Government grants and subsidies**

Grants and subsidies from the government are recognized when there is reasonable assurance that the grant/subsidy will be received and all attached conditions will be complied with. When the grant or subsidy relates to an expense item, it is recognized as income over the periods necessary to match them on a systematic basis to the costs, which it is intended to compensate. Where the grant or subsidy relates to an asset its value is deducted from the gross value of the asset concerned in arriving at the carrying amount of the related asset. Government grants of the nature of promoters' contribution are credited to capital reserve and treated as a part of shareholders' funds.

- g **Investments**

There are no investment made by the company



- h Inventories**
Inventories are valued as follows:
- | | |
|--|--|
| Raw materials, components, stores and spares | Lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on a weighted average basis. |
| Work-in-progress and finished goods | Lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost of finished goods includes excise duty. Cost is determined on a weighted average basis. |
- Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.
- i Revenue recognition**
Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.
- j Sale of Goods**
Revenue is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer. Sales is booked net of Sales Tax and VAT.
- k Interest**
Revenue is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.
- l Dividends**
Revenue is recognised when the shareholders' right to receive payment is established by the balance sheet date. Dividend from subsidiaries, if any, is recognised even if same are declared after balance sheet date but pertains to period on or before the date of balance sheet as per the requirement of schedule VI to the Companies Act, 1956.
- m Royalties**
Revenue is recognized on an accrual basis in accordance with the terms of the relevant agreement.
- n Deferred Revenue Expenditure**
Costs incurred in raising funds are amortised equally over the period for which the funds are acquired. Where such period is not practically determinable they are amortised equally over a period of 5 years.
- o Foreign currency translation**
Foreign currency transactions
- (i) Initial Recognition**
Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction. Expenses are recorded as per monthly average of the exchange rate.

**(ii) Conversion**

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that when the values were determined. Expenses in foreign currency are reported using monthly average of the rate.

(iii) Exchange Differences

Exchange differences arising on a monetary item that, in substance, form part of company's net investment in a non-integral foreign operation is accumulated in a foreign currency translation reserve in the financial statements until the disposal of the net investment, at which time they are recognised as income or as expenses.

Exchange differences arising on the settlement of monetary items not covered above, or on reporting such monetary items of company at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise.

(iv) Forward Exchange Contracts not intended for trading or speculation purposes

The premium or discount arising at the inception of forward exchange contracts is amortised as expense or income over the life of the contract. Exchange differences on such contracts are recognised in the statement of profit and loss in the year in which the exchange rates change.

Any profit or loss arising on cancellation or renewal of forward exchange contract is recognised as income or as expense for the year. However, exchange difference in respect of accounting period commencing on or after 7th December, 2006 arising on the forward exchange contract undertaken to hedge the long term foreign currency monetary item, in so far as asset, are added to or deducted from the cost of asset and in other cases, are accumulated in "Foreign Currency Monetary Item Translation Difference Account" and amortised over the balance period of such long term asset / liability but not beyond 31st March, 2011.

(v) Forward Exchange Contracts for trading or speculation purposes

A gain or loss on such forward exchange contracts is computed by multiplying the foreign currency amount of the forward exchange contract by the difference between the forward rate available at the reporting date for the remaining maturity of the contract and the contracted forward rate (or the forward rate last used to measure a gain or loss on that contract for an earlier year). The gain or loss so computed is recognised in the statement of profit and loss for the period. The premium or discount on the forward exchange contract is not recognised separately.

(vi) Translation of Integral and Non-integral foreign operation

The financial statements of an integral foreign operation are translated as if the transactions of the foreign operation have been those of the company itself. In translating the financial statements of a non-integral foreign operation for incorporation in financial statements, the assets and liabilities, both monetary and non-monetary, of the non-integral foreign operation are translated at the closing rate; income and expense items of the non-integral foreign operation are translated at exchange rates at the dates of the transactions; and all resulting exchange differences are accumulated in a foreign currency translation reserve until the disposal of the net investment.

On the disposal of a non-integral foreign operation, the cumulative amount of the exchange differences which have been deferred and which relate to that operation are recognised as income or as expenses in the same period in which the gain or loss on disposal is recognised.



When there is a change in the classification of a foreign operation, the translation procedures applicable to the revised classification are applied from the date of the change in the classification.

p Retirement and other employee benefits

- i. Retirement benefit in the form of Provident Fund is a defined contribution scheme and the contributions are charged to the Profit and Loss Account of the year when the contributions to the respective funds are due. There are no other obligations other than the contribution payable to the respective funds.
- ii. Gratuity liability is a defined benefit obligations and are provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year.
- iii. No provision is made for unencashable short term compensated absences.
- iv. Actuarial gains/losses are immediately taken to profit and loss account and are not deferred.

q Income taxes

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India [and tax laws prevailing in the respective tax jurisdictions where the Company operates]. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxes on income levied by same governing taxation laws. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

At each balance sheet date the Company re-assesses unrecognised deferred tax assets. It recognises unrecognised deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realised. The carrying amount of deferred tax assets are reviewed at each balance sheet date. The company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realised. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

MAT credit is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. In the year in which the Minimum Alternative tax (MAT) credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in guidance Note issued by the Institute of chartered accountants of India, the said asset is created by way of a credit to the profit and loss account and shown as MAT Credit Entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

r Employee Stock Compensation Cost

Measurement and disclosure of the employee share-based payment plans is done in accordance with the Guidance Note on Accounting for Employee Share-based Payments, issued by the Institute of Chartered Accountants of India. The Company measures compensation cost relating to employee stock options using the intrinsic value method. Compensation expense is amortized over the vesting period of the option on a straight line basis.

s Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding



during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period are adjusted for events of bonus issue; bonus element in a rights issue to existing shareholders; share split; and reverse share split (consolidation of shares).

t Provisions

A provision is recognized when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

u Derivative Instruments

As per the ICAI Announcement, accounting for derivative contracts, other than those covered under AS-11, are marked to market on a portfolio basis, and the net loss after considering the offsetting effect on the underlying hedge item is charged to the income statement. Net gains are ignored.

v Impairment

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, The Company has measured its 'value in use' on the basis of undiscounted cash flows of next five years projections estimated based on current prices.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

w Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

x Cash Flow Statement

Cash flow statement has been prepared in accordance with the indirect method prescribed in Accounting Standard-3 issued under the Companies (Accounting Standard) Rules 2006 and as required by the Securities and Exchange Board of India.

y Leases

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the Profit and Loss account on a straight-line basis over the lease term.

	Amt Rs. '000	Amt Rs. '000
3 Directors' Remuneration	2011	2011
(included under head salary)		
Salaries to Managing Director	3877.00	2934
Salaries to Whole Time Director	569.00	520
Contribution to Provident fund	85.96	85.96

Note:- As the liabilities for gratuity and leave encashment are provided on an actuarial basis for the Company as a whole, the amounts pertaining to the directors are not included above.



HIMALYA INTERNATIONAL LIMITED



4 Auditor's Remuneration
(included under head administrative expenses)

	Amt Rs. '000 2011	Amt Rs. '000 2010
Professional Fee		
-Audit Fees		
-Tax Audit Fees	500	200
Reimbursement of Expenses	100	100
	15.08	9.04

5 Related Party Disclosures

a Name of Related Parties

Key Management Personnel and their relatives

Mr. M.M. Malik
Mrs. Sangeeta Malik
Mr. Sanjeev Kakkar
Arjun Malik
Jyoti Malik
Purnima Malik
Sidhartha
Kakkar
Anandita Kakkar

Enterprises over which key management
personnel/

Shareholders / relatives have significant influence

Doon Valley Foods Pvt. Ltd.
Himalya Carbonate Pvt. Ltd.
APJ Laboratories Ltd

b Related Party Disclosures

Nature of transaction

Managerial Remuneration

Mr. M.M. Malik

Mrs. Sangeeta Malik

	2011 Amt Rs. '000	2010 Amt Rs. '000
	3877	2934
	569	520

	2011		2010	
	Amt Rs. '000 Transaction Value	Amt Rs. '000 O/S Balance	Amt Rs. '000 Transaction Value	Amt Rs. '000 O/S Balance
Loans & Advances				
APJ Laboratories Ltd	10350	20145	10924	10829
Himalya Carbonates (P) Ltd	191	0	43605	191
Sundry creditors				
Doon Valley Foods Pvt Ltd.	46922	2671	53173	4959
Purchases Value				
APJ Laboratories Ltd				
Doon Valley Foods Pvt Ltd.		646.79		1421.95
		16924.66		5171.885
Refund of loan and advances				
Himalya Carbonates (P) Ltd		191.00		0

Issue of equity shares of Rs. 10 each against share warrants

	2011 No. of shares	2010 No. of shares
Arjun Malik	50000	750000
Jyoti Malik	800000	0
Anandita Kakkar	0	800000
Sidharth Kakkar	0	800000
Purnima Malik	0	170000
Man Mohan Malik	0	490000
Sangeeta Malik	0	490000
Purnima Malik	0	490000
Himalya Carbonates (Pvt) Ltd.	0	685000

Issue of equity shares of Rs. 10 each against 12% FCD

	2011	2010
Arjun Malik	525000	0
Jyoti Malik	525000	0
Anandita Kakkar	525000	0
Sidharth Kakkar	525000	0
Purnima Malik	525000	0



HIMALYA INTERNATIONAL LIMITED



Amount received against conversion of shares warrants	2011		2010	
	Amt Rs. '000 Transaction Value	Amt Rs. '000 O/S Balance	Amt Rs. '000 Transaction Value	Amt Rs. '000 O/S Balance
Man Mohan Malik	0	0	3573	0
Sangeeta Malik	0	0	10297	0
Purnima Malik	0	0	27217	0
Himalya Carbonates (Pvt) Ltd.	0	0	14395	0
Arjun Malik	0	0	16920	1175
Jyoti Malik	0	0	16920	18800
Anandita Kakkar	0	0	16920	0
Sidharth Kakkar	0	0	16920	0
Payment of Interest on 12% FCD				
Arjun Malik	0	0	2256	0
Jyoti Malik	0	0	2256	0
Anandita Kakkar	0	0	2256	0
Sidharth Kakkar	0	0	2256	0
Purnima Malik	0	0	2256	0
6 Capital Commitments			2011	2010
			Rs.000	Rs.000
Estimated amount of contracts remaining to be executed on capital account and not provided for.			0	0
7 Contingent Liabilities not provided for				
Claims against the Company not acknowledged as debts			0	0
Guarantees and Counter guarantees given by the Company			1120	1070
Letter of credit			13860	0
Income Tax of Rs.1513.34 lacs in respect of Assessment Year 2003-04,2006-07,2007-08, and 2008-09 in respect of which the company has gone on appeal. Based on judicial pronouncements, the Company's claim is likely to be accepted by appellate authorities				
AY 2003-04		6751		0
AY 2006-07		5493		5493
AY 2007-08		49488		54488
AY 2008-09		89602	151334	0
Excise duty on DTA sales pending in Tribunal Delhi			943	943
Stamp duty case from HP Govt.			565	565
			167822	62559

8 Employee Stock Option Plans

There are no stock option plans applicable to the company during the said financial year.

9 Disclosures as required under accounting standard 15 (revised) is given below:

Brief Description: A general discription on the type of defined benefit plans are as follows:-

a Earned Leave Benefit (EL)

Accrual-1 leave per 20 working days

Accumulation up to 30 days allowed

EL accumulated in excess of 15 days is allowed for encashment while in service provided the EL encashed is not less than 5 days.



b Sick Leave (SL)

Accrual-7 days per year

Encashment while in service is not allowed

Encashment on retirement is permitted and entire accumulation is allowed for encashment

c Gratuity:

Gratuity liability is a defined benefit obligations and are provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year.

Key Parameters

	2011	2010
Discount rate	8%	8%
Expected rate of return on assets	0	0
Healthcare cost increase rate	0	0
Rate Of Increase in Compensation levels	10%	10%

The estimates of future Salary increases, considered in actuarial valuation, takes into account the inflation, seniority, promotion and other relevant factors-such as supply & demand in employment market.

d Long Service Emblem

On completing of each milestone of service from the date of joining and also at the time of retirement, employees will be given a gift depending on the milestone of service completed.

e Post Retirement Medical Benefits

There is no post retirement medical benefit in the company.

f Retirement Benefits

At the time of superannuation, employees are entitled for reimbursement of expenses towards travel, transportation of personal effects from their place of retirement to the new location up to certain limits depending on the designation of the employee at the time and one month's salary as settling allowance.

The following contributions to Defined Contributions plans are treated as expenses during the year

Defined Contribution Plan	Expenses recognised during 2010-11	Contribution for key management personnel
Employer's contribution to provident fund	1020.023	0.00
(Previous year)	(819.99)	(85.96)
Employee State Insurance	419.665	0
(Previous year)	(333.63)	0.00



HIMALYA INTERNATIONAL LIMITED



The amount recognised in the balance sheet for post employment benefit plans are as under

Particulars	Gratuity (UnFunded)	Post Retirement Medical Benefit	Other Retirement Benefits
Present value of unfunded Obligation (Previous year)	3615.667 (2307.66)	0.00 0.00	0.00 0.00

10 Derivative Instruments and hedged Foreign Currency Exposures

Particulars of Derivatives	2011		2010		Purpose
	Rs.	US\$	Rs.	US\$	
Forward contract outstanding as at Balance Sheet date					
Sell Forward contracts	401534.05	9013.11	53300.00	1142.00	Hedge of expected future sales

Conversion rate applied 1 USD= Rs. 44.55 (Previous rate Rs.46.6725)

11 Particulars of Unhedged foreign Currency Exposure as at the Balance Sheet date

Particulars	2011		2010	
	Rs.	US\$	Rs.	US\$
Import Creditors	60626.65	1360.87	0	0
Secured loan (Exim Bank)	295000	6433.34	0	0
Secured loan (Corporation Bank)	250000	5405.99	0	0

12 Deferred Payment Liabilities

Particulars	2011 Rs.000	2010 Rs.000
Deferred Current Assets (Liabilities) as per B/s	(2347)	7184
Deferred Tax Liability	30820	28776
Depreciation as per Companies Act	51251	57017
Depreciation as per Income Tax Act	20431	28241
Difference	6945	9599
Deferred Tax Liability		
Deferred Tax Assets on 43B Items		
PF (Employers Share) not deposited as on 31.03.2011	162.192	141.347
ESI (Employers Share) not deposited as on 31.03.2011	97.635	57.29
Total	259.827	198.637
Deferred Tax Assets	88	68
	6856	9532
Net Deferred Tax Liability	(9203)	(2347)

13 Details of dues to Micro and Small Enterprises as per MSMED Act, 2006

The classification of the suppliers under MSMED Act, 2006 is made on the basis of information made available to the company. The company has neither paid any interest in the terms of section 16 of the above said act nor any interest remains unpaid and no payments were made beyond the "appointed date" to such enterprises during the year ended 31.03.2011. amount outstanding to these enterprises to the year ended 31.03.2011 is Rs. Nil (previous year Rs. Nil)

14 The Company has exercised the option as per the Companies Accounting Standard Rules, 2009. As per the option, exchange differences related to long term foreign currency monetary items, so far as they relate to the acquisition of a depreciable capital assets, are capitalized and depreciated over the useful life of the assets and in other cases, are transferred to Foreign Currency Monetary Item Translation Difference Account and amortized over the balance period of such long term assets/liabilities but not beyond accounting period ending on or before 31st March 2011. The unamortized balance in this account is Rs. Nil (Previous year Rs. NIL)



HIMALYA INTERNATIONAL LIMITED



16 Segment Disclosure

a Primary Segment Disclosure

Particulars	Fresh Mushroom		Processed food		Trading		Total	
	2011	2010	2011	2010	2011	2010	2011	2010
Revenue								
Turnover	396377	197296	430355	478342	2143	3121	828875	678759
Other Income			24385	12808			24385	12808
Result	126841	55243	41779	114392	214	312	168834	169947
Un Allocated Corporate Expenses							0	0
Operating Profit							168834	169947
Interest Expenses							0	0
Interest Income							0	0
Income Taxes							15228	17418
Net Profit							153609	152531
Other Information								
Segment Assets	240697	253737	943188	879887	0	0	1183885	1133425
Unallocated Corporate Assets							1381018	475219
Total assets							2564903	1608644
Segment Liabilities	90819	86001	215236	209478	0	0	308157	295477
Unallocated Corporate Liabilities							773078	143733
Total Liabilities							1078233	439210
Capital Expenditure							0	0
Depreciation	13041	13041	17780	15735	0	0	30820	28778
Amortisation	0	0	0	0	0	0	0	0
Non-cash Expenses other than Depreciation and amortisation							0	0

b Information About the Secondary Segments Revenue and sundry debtors as per Geographical Markets

(Amount in Rs. '000)

Particular	Revenue		Sundry Debtors	
	2010	2009	2010	2009
India	500011	304320	17443	14594
Outside India	328864	374439	224537	213891
Total	828874	678759	241980	226485

The company has common fixed assets for producing goods for domestic Market and Overseas Market. Hence separate figure for fixed assets/additions to fixed assets cannot be furnished.

16 Additional information pursuant to the provisions of paragraphs 3, 4C and 4D of Part II of Schedule VI to the Companies Act, 1956

a Licensed Capacity, Installed Capacity and Actual Production

Class of Goods	Unit	Licensed Capacity		Installed Capacity		Actual Production	
		2011	2010	2011	2010	2011	2010
Mushroom Cultivation & IQF	MT	6650	6650	6650	6650	4566.962	4919.706
Canned Products	MT	2640	2640	2640	2640	518.852	20.130
IQF Ready to Eat	MT	6400	6400	6400	6400	2304.278	1592.104



HIMALYA INTERNATIONAL LIMITED



b Sales	Unit	Quantity		Value (Rs. 000)	
		2011	2010	2011	2010
Fresh Mushroom	Kg	4003645	2468203	396377.19	197296.24
IQF Mushroom	Kg	483471	1502556	46995.96	180306.72
Canned Mushroom	Kg	391473	31791	26620.16	3654.72
IQF Ready to Eat	Kg	2362269	2423664	356738.45	294380.44
Nutritional Supplement	No.	535794	780219	2143.18	3120.88
		7756652	7204433	828874.94	678759.00

c Consumption of raw materials and components

DESCRIPTION	2011		2010	
	QUANTITY MT	VALUE Rs in '000	QUANTITY MT	VALUE Rs in '000
Wheat Straw	7855.549	35350	7597.057	32667
Chicken Manure	5894.093	7662	5343.247	6412
Spawn	262.650	17072	199.905	8996
Spawnmate	11.943	597	39.084	1399
Sun Flower Cake	118.717	1484	0.000	0
Amoniam Sulphate and Urea	89.000	512	125.575	972
Gypsum	760.635	926	723.192	1374
Horse Bedding	1818.350	8183	1877.400	7983
Coco coir Peat	300.950	1973	327.795	2622
Milk	4891.420	126443	2433.256	60831
Nuts	99.792	25260	59.484	14852
Vegetables	1390.166	12511	1496.652	17945

It is not practicable to furnish quantitative information in view of the large number of items which differ in size and nature, each being less than 10% in value of the total.

d Details of Trading Goods

Nutritional Supplement	Quantity (Nos.)		Value (Rs. 000)	
	2011	2010	2010	2009
Opening Stock	0	0	0	0
Purchases	535794	780219	646.79	1421.95
Sales	535794	780219	2143.18	3120.88
Closing stock	0	0	0	0

e Details of Finished Goods

	Quantity (MT)		Value (Rs. 000)	
	2011	2010	2011	2010
Opening Stock				
Fresh Mushroom	10.655	36.658	758	2197
IQF Mushroom	448.500	458.895	44065	53293
Canned Mushroom	20.130	31.791	2392	2795
IQF Ready to Eat	425.456	251.846	79644	33366
Closing Stock			0	91651
Fresh Mushroom	10.871	10.655	870	758
IQF Mushroom	548.346	448.500	54284	44065
Canned Mushroom	147.509	20.130	17528	2392
IQF Ready to Eat	367.465	425.456	68254	79644
			140936	126859



HIMALYA INTERNATIONAL LIMITED



Value of imports calculated on CIF basis	2011		2010	
		Rs.000		Rs.000
Raw materials		25260		14852
Components and spare parts		0		0
Capital goods		597274		0

g Imported and indigenous raw materials, components and spare parts consumed

	Percentage of total consumption		Value (Rs.000)	
	2011	2010	2011	2010
Raw Materials				
Imported	9.63	6.89	25260	14852
Indigenously obtained	90.37	93.11	237169	200624
	100	100	262429	215476
Components				
Imported	0	0	0	0
Indigenously obtained	0	0	0	0
	100	100	0	0
Spare Parts				
Imported	0	0	0	0
Indigenously obtained	100	100	3850	3419
	100	100	3850	3419

h Expenditure in foreign currency (Accrual basis)

	2011	2010
	Rs.000	Rs.000
Professional fees	4379	270
Purchase of Raw Materials	25260	14852
Purchase of Fixed assets	521759	0
General, Administrative and Selling expenses	55053	73754

i Earnings in foreign currency (Accrual basis)

	2011	2010
	Rs.000	Rs.000
Exports at F.O.B. Value	286900	254482

17 Earning per shares (E.P.S.)

	Rs. in '000	Rs. in '000
	2011	2010
Basic E.P.S.		
Diluted E.P.S.	3.19	4.77
Calculation of Basic E.P.S.	3.19	3.65
a) Net Profit for the year attributable To Equity Shareholders		
b) Weighted Average Number of Equity Shares	153609	152531
c) Basic Earnings per Share (a/b)	48121147	31996106
d) Nominal Value per Share	3.19	4.77
	Rs. 10/-	Rs. 10/-
Calculation of Diluted shares		
Weighted Average number of equity shares	48121147	31996106
Number of shares in respect of shares warrants and FCD	0	9850000
	48121147	41846106



18 Assets Taken on Operating Lease

- a The company has taken various residential, office, warehouse and plot under operating lease agreements. The lease agreements generally have an escalation clause and there are no subleases. These leases are generally not non-cancellable and are renewable by mutual consent on mutually agreed terms. There are no restriction imposed by lease agreement.
- b The aggregate lease rentals payables are charged as 'Rent, Rates and Taxes' in schedule 16.
- 19 The Company has calculated MAT, on the net profit of the company, excluding the net profit on segment ' - Fresh Mushroom' which is considered as agriculture Income by the company.

20 Previous Year Comparatives

Previous year's figures have been regrouped where necessary to conform to this year's classification. As per our report of even date.

Signatures to the schedules 1-18

FOR ANUJEET DANDONA & CO.
Firm Registration No.006118C
Chartered Accountants

For & on behalf of the Board

(ANUJEET SINGH)
Proprietor FCA
Membership No.73662

MAN MOHAN MALIK
CHAIRMAN & MANAGING DIRECTOR

Place : Dehradun
Dated : 23.08.2011

SANGITA MALIK
DIRECTOR

DGM FINANCE



CASH FLOW STATEMENT FOR YEAR ENDED 31ST MARCH, 2011 PURSUANT TO CLAUSE 32 OF THE LISTING AGREEMENTS		AMOUNT (Rs. in '000)
CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit As per P& L Account		153609
Adjustment for Non Cash items		
Depreciation Charged	30820	
Add/(Less) Refund/ (Payment) of Taxes	6855	37675
A. OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		191284
Adjustment for :		
Increase/(Decrease) in trade and other receivables	(14555)	
Increase in inventories	6809	
Increase in Current Liabilities	(93056)	
Increase in Other Current Assets	75027	
Cash Generated From Operations		-25775
Financial expenses paid		217059
		87678
Cash Flow Before Extra Ordinary Item		304737
Extra ordinary items		0
NET CASH FROM OPERATIVE ACTIVITIES		304737
B. CASH FLOW FROM INVESTING ACTIVITIES		
Increase in Gross Block	16281	
Increase in CWIP	905797	
NET CASH PAID FROM INVESTING ACTIVITIES		922077
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Proceeds from issue of share capital	55650	
Proceeds from Share warrants premium	106975	
Receipt/(Payment) of Secured Loans	540111	
Payment of Financial expenses	-87678	
NET CASH RECEIVED FOR FINANCING ACTIVITIES		615058
NET DECREASE IN CASH AND CASH EQUIVALENTS		(2282)
CASH AND CASH EQUIVALENT (OPENING)		3697
CASH AND CASH EQUIVALENT (CLOSING)		1415

Place : Dehradun
Date : 23.08.2011

For and on behalf of Board

MAN MOHAN MALIK
CHAIRMAN & MANAGING DIRECTOR

AUDITOR'S CERTIFICATE

We have verified the above Cash Flow Statement of Himalya International Ltd. derived from the Audited financial statement for the year ended March 31, 2011 and found the same are drawn in accordance therewith and also with the requirements of Clause 32 of the listing Agreements with the stock exchanges

FOR ANUJEET DANDONA & CO.

Firm Registration No.006118C

Chartered Accountants

(ANUJEET SINGH)

Proprietor FCA

Membership No.73662

Place : Dehradun

Date : 23.08.2011



Information required as per part IV of schedule of the Companies Act, 1956.

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE**I. REGISTRATION DETAILS:**

Registration No. 47399 State Code 55 Balance Sheet 31 03 2011

II. CAPITAL RAISED DURING THE YEAR: (Amount Rs. in '000')

Public issue	Right issue
Nil	Nil
Bonus issue	Private Placement
Nil	55650

**III. POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS:
(Amount Rs. in '000')**

	Total Liabilities	Total Assets
	2430740	2430740
Source of Funds :	Paid up Capital	Reserves & Surplus
	504321	981346
	Secured Loan	Unsecured Loan
	935869	0
Application of Funds :	Net Fixed Assets	Investment
	594544	1381016
	Net Current Assets	Miscellaneous Expenditure
	455180	0
IV. PERFORMANCE OF THE COMPANY:		(Amount Rs. in '000')
	Turnover	Total Expenditure
	843043	674208
	Profit before Tax	Profit After Tax
	168834	153609
	Earning Per Share in Rs.	Dividend Rate
	3.19	Nil

**V. GENERIC NAMES OF TWO PRINCIPAL PRODUCTS/SERVICES OF THE COMPANY:
(as per Monetary Terms)**

Item Code ITC code	Product Description
70951	Mushrooms and other food products

As per our report of even date

FOR ANUJEET DANDONA & CO.
Firm Registration No.006118C
Chartered Accountants

For & on behalf of the Board

(ANUJEET SINGH)
Proprietor FCA
Membership No. 73662MAN MOHAN
MALIK
CHAIRMAN & MANAGING DIRECTOR

Place : Dehradun

SANGITA MALIK

Dated : 23.08.2011

DIRECTOR

DGM
FINANCE