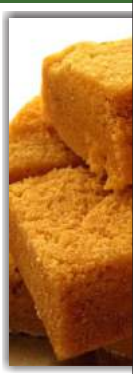




25th Annual Report
YEAR 2015-2016



HIMALYA INTERNATIONAL LIMITED

BOARD OF DIRECTORS

MAN MOHAN MALIK

Chairman & Managing Director

SANGITA MALIK

Whole time Director

SANJIV KAKKAR

Managing Director

ANITA KAKKAR

Non Executive - Non Independent Director

KESHAV SHARMA

Additional Director

Col. PRAVEEN KUMAR MEHTA

Additional Director

SUNIL KHERA

Independent Director

ASHISH SUCHDEVA

Independent Director

AJAY KAUSHIK

C. F. O.

VIJAY GARG

Company Secretary

AUDITORS

M/s Anujeet Dandona & Co.

Chartered Accountants

BANKERS

State Bank of India, *Overseas Branch, New Delhi*

Corporation Bank, *Connaught Circus Branch, New Delhi*

Exim Bank, *Chandigarh*

Bank of Baroda, *Vad Nagar, Gujarat*

CORPORATE IDENTIFICATION NUMBER (CIN)

L70102DL1992PLC047399

REGISTRAR & SHARE TRANSFER AGENT

Beetal Financial & Computer Services (P) Ltd.
Beetal House, 3rd Floor, 99 Madangir,
BH-Local Shopping Complex,
Near Dada Harsukhdas Mandir,
New Delhi-110 062

SHARES LISTED AT

Bombay Stock Exchange
526899 (Scrip Code)

REGISTERED OFFICE

E-555, 2nd Floor,
Palam Extension, Sector-7,
Dwarka, New Delhi-77
Tel : 011-45108609
www.HimalyaInternational.com

HEAD OFFICE & WORKS

Village : Shubhkhera, Paonta Sahib
Distt. Sirmour (H.P.) 173 025
Tel.: 01704-223494, 8894788612
Fax: 01704-225178

GUJARAT PLANT

Survey No.: 215/A/1,
Vadnagar - Navapura - Redlaxmipura Road
Sultanpur - 384 355
Distt. Mehsana, Gujarat
Phone : 9409104419

MESSAGE FROM THE CHAIRMAN

Dear Shareholders,

Greetings from Himalya International Ltd.

I am pleased to share with you that after series of annihilating events since 2013 the company is back in traction. The operations have stabilized and we have been able to reverse the steep slide of FY 2015 by clocking 12.56 % increase in sales from 100.92 crore in FY 15 to 113.59 crore in FY 16. The operating profit also increased from Rs. 6.80 crore to Rs. 17.04 crore. There has been a major boost in our export sales by 137% during FY 16. The Company has met all its legal and financial obligations during the last FY.

We successfully persisted in repelling the arbitration proceedings initiated by Simplot at Singapore and High Court of Singapore decided in our favour and the proceedings have been set aside.

We have been diligently pursuing our claims on Simplot for their act of abandonment of our ransacked Gujarat facility and the matter is likely to be awarded in the current FY.

We have also pursued the Insurance claim for US warehouse fire and the case is under active mediation proceedings in USA. We expect this to be concluded in current FY.

We propose to Reorganize the assets of the company under provision 391 - 394 to the Companies' act 1956 and subsequent provision in Companies Act, 2013, subject to 'In principle' approval from all stakeholders.

The current structure of multi locational and diversified assets is restricting participation by potential fresh investors who are interested in parts of what we have, but are hesitant for the complete multi locational diversified activities.

The first unit of the company established in 1995 diversified into various segments that included Dairy, Appetizers and Potato Products. This project is in extreme North of India and is far from Major ports and thus is handicapped for export production. The production from this plant is at disadvantage compared to Gujarat plant due to huge freight costs involved.

In 2010, Company started building a new, modern and larger unit at Vadnagar Gujarat. This Project is one of the largest units in India with large capacities for French Fries, Frozen appetizers, Dairy and canning. Major investment was made in this project from 2011 to 2013. This project being close to Mundra port is idle for exports and whole of western & South India. It is in the special potato growing belt of the country suitable for fried potato products like French Fries. Most of the investment made at Gujarat is yet to become productive and especially the 10 TPH French Fry line already imported is to be installed and project is yet to be completed requiring further investments.

The present corporate structure after debt restructure of the company in 2014 is a handicap and dissuades any fresh investment to complete the project and put all assets to optimal use. The restructured entity will have clear focus on Exports from Mundra port and use the major potential of specialty potato grown only in Gujarat.

The restructured separate entity due to its sheer size & locational advantages is contemplated to be a big attraction to large national & international food industry players to invest, execute and manage the project.

Company also has substantial investment in agriculture land in Rajasthan and the land is not yielding any revenues. This is 13.5 Hectare Agriculture land on NH8 in Rajasthan and has good real estate potential being surrounded by major industrial zones and it falls in the Delhi Mumbai Freight corridor being developed by the GOI.

There are good prospects to develop EWS/LIG housing under PMAY “Housing for All by 2022” national mission declared by GOI last year. The restructured entity to undertake this project will attract national & international funding and execution skills.

We believe that there can be great value creation and enhanced efficiency in the split business entities of the company under separate managements dedicated to core activity.

The assets reorganization committee has been constituted and the Merchant Banker/Advisory services have been appointed to take all legal approvals including Shareholder approval /SEBI/ BSE & High Court.

We humbly rededicate our focussed attention to unlock the dormant potential of your company and realize all your dreams from the investments you have made.

Thanking sincerely for your patience & understanding

Yours truly,

For Himalya International Ltd.

Sd/-

Man Mohan Malik

Chairman

With Best Wishes

Dated : 18.08.2016

NOTICE

NOTICE is hereby given that the 25th Annual General Meeting of the members of the Company will be held on Wednesday, the 14th Day of September 2016, at 4:00 PM at Govindam Banquet Hall, WZ 306-0 Data Ram Marg, Near Fly Over, Sector-7 Dwarka New Delhi to transact the following business: -

ORDINARY BUSINESS:

1. To receive, consider and adopt Financial Statements of the Company for the year ended 31st March 2016 and the Reports of the Directors and Auditors thereon.
2. To change in designation of Mrs. Anita Kakkar (DIN: [02572315](#)), who retires by rotation and being eligible, offers herself for re-appointment from executive director to non Executive, non Independent Director of the Company.
3. To ratify the appointment of M/s Anujeet Dandona & Company, Chartered Accountants, as Statutory Auditors of the Company and fix their remuneration for the financial year ending 31st March 2017 and to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, pursuant to recommendation of Audit Committee of the Board of Directors, and pursuant to the resolution passed by the members at the 24th Annual General Meeting held on 30th September 2015, the appointment M/s Anujeet Dandona & Company, Chartered Accountants (Firm Registration No. 006118C), as Auditors of the company to hold office from the conclusion of 23rd AGM till the conclusion of 26th AGM of the company be and is hereby ratified at such remuneration as shall be fixed by the Board of Directors of the company.”

4. Appointment of Mr. KESHAV SHARMA (DIN:[07487488](#)) as Executive Director.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for Regularisation of Additional Director, Mr. KESHAV SHARMA (DIN:[07487488](#))

“RESOLVED that pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Schedule V to the Act and the Rules made thereunder, as amended from time to time, the Company hereby approves of the appointment and terms of remuneration of Mr. KESHAV SHARMA (DIN:[07487488](#)) as the Executive Director of the Company for the period from 25th April 2016 to 24th April 2019, their appointment shall be for 3 Year on agreed terms and conditions including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year, with liberty to the Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Directors.

RESOLVED FURTHER that the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

5. Appointment of Col. Praveen Kumar Mehta (DIN:[07501022](#)) as Executive Director.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for Regularisation of Additional Director Col PRAVEEN MEHTA KUMAR (DIN:[07501022](#))

“RESOLVED that pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Schedule V to the Act and the Rules made thereunder, as amended from time to time, the Company hereby approves of the appointment and terms of remuneration of Col PRAVEEN MEHTA KUMAR (DIN:[07501022](#)) as the Executive Director of the Company for the period from 25th April 2016 to 24th April 2019, their appointment shall be for 3 Year on agreed terms and conditions including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year, with liberty to the Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Directors.

RESOLVED FURTHER that the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

SPECIAL BUSINESS:

ITEM NO. 06

Re-appointment of Mr. Man Mohan Malik as Chairman cum Managing Director:-

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 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (“the Act”), (including any statutory modification(s) or re-enactment thereof for the time being in force), as amended from time to time and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company and subject to the approval of the Central Government and all other consents, permissions as may be required, if any, consent of the members be and is hereby accorded for re-appointment of Mr. Man Mohan Malik as Chairman and Managing Director of the Company for a period of 5(Five) year w.e.f 1st March 2017 and that he may be paid remuneration mentioned herein below, with liberty and authority to the Board of Directors to alter, modify and revise the terms and conditions of the said re-appointment and remuneration, from time to time within the limits laid down in the then subsisting provisions of the Act:

The terms and conditions are as given below:

A. Salary: Rs. 10, 00,000/- per month

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

C. Perquisites and Allowances

- (i) 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.
- (ii) Gratuity payable at rate not exceeding half months salary for each completed year of service.
- (iii) Leave encasement as per rules of the company
- (iv) Medical reimbursement for self and family as per actual including medical insurance.
- (v) Leave travel concession for self and family twice a year.
- (vi) Furnished accommodation with gas, water, electricity, security etc.
- (vii) Clubs fees subject to maximum of two clubs. This will not include admission and life membership fee.
- (viii) Personal accident insurance for self

(x) Other benefits

(a) Provision for car for office use on company's business.

(b) Telephone facility including mobile and wi-fi internet Service. The company shall bill personal long distance calls on telephone.

© 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 V of the companies Act, 2013, 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.

**By order of the Board of Directors
Himalya International Limited**

Sd/-

Vijay Garg

(Company Secretary)

Place: Paonta Sahib

Date: 18.08.2016

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member.

2. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

3. Members/Proxies should bring the enclosed attendance slip duly filled in, for attending the meeting, along with the Annual Report.

4. The Register of Members and Share Transfer Books of the Company will remain closed from 9th September 2016 to 14th September 2016, both days inclusive.

5. Shareholders who hold shares in dematerialized form are requested to bring their client ID and DP ID numbers for easy identification of attendance at the meeting. Members are requested to notify their email ID.

6. Members are requested to notify the change in their addresses and bank account details, 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 the Company's Share Transfer Agents. Members are requested to notify their email addresses to the company's Share Transfer Agents. Ms. Beetal Computer & Financial Services Pvt. Ltd, Beetal House, 3rd Floor, 99, Madangir, behind Local Shopping Centre, New Delhi-110062
10. As part of the Green Initiative in Corporate Governance, the Ministry of Corporate Affairs (MCA), Government of India, through its Circular Nos. 17/2011 and 18/2011, dated April 21 and 29, 2011 respectively, has allowed companies to send official documents to their shareholders electronically.
11. Members are requested to
- Note that copies of Annual Report will not be distributed at the Annual General Meeting and they will have to bring their copies of Annual Report;
 - Quote the Folio/Client ID & DP ID Nos. in all correspondence;
 - Note that no gifts/ coupons will be distributed at the Annual General Meeting, in compliance with the Secretarial Standard on General Meetings.
12. The Annual Report of the Company is also available on the company's website www.himalyainternational.com
13. In terms of the provisions of Section 108 of the Companies Act, 2013 read with relevant rules thereto, the business at General Meetings may be transacted through electronic voting (e-voting) and the company is providing e-voting facility to members.
14. Kindly note that the members can opt for only one mode of voting i.e., either e-voting or exercising the right in the meeting. Once the vote on a resolution is cast by member, he shall not be allowed to change it subsequently.
15. Members desiring to exercise their vote by e-voting are requested to carefully read the enclosed instructions which inter-alia provide the process and manner for e-voting, login ID, generating Password and time schedule, including the time period during which the votes may be cast, etc.
16. In order to scrutinize the e-voting process in a fair and transparent manner and to carry out the required activities, the Board of Directors has appointed M/s Himanshu Sharma & Associates, Company Secretaries, New Delhi as the scrutinizer.

VOTING THROUGH ELECTRONIC MEANS

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, Himalya International Limited is offering e-voting facility to its members in respect of businesses to be transacted at the 25th Annual General Meeting scheduled to be held on Wednesday, the 14th Day of September 2016, at 04:00 P.M. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide E- voting facilities. The Notice of the 25th AGM and its communication is also available at the company's website at www.himalyainternational.com

The Company has engaged Central Depository Services (India) Limited as the authorized agency to provide e-voting facility.

The instructions for shareholders voting electronically are as under:

- The remote e-voting period begins on Sunday, 11th September 2016 at 10.00 A.M. and ends on Tuesday 13th September 2016 at 5:00 P.M. During this period shareholder's of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 8th September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - Log on to the e-voting website: www.evotingindia.com during the voting period.
 - Click on Shareholders tab.

- iv. Select the "Himalya International Limited" from the drop down menu and click on submit.
- v. Noe Enter your User ID
 - a. For CDSL : 15 digits beneficiary ID
 - b. For NSDL : 8 Character DP ID followed by 8 Digits Client ID.
 - c. Members holding share in physical form should enter Folio Number registered with the Company. Next enter displayed and clink on login.
 - d. Next enter the image verification code as displayed and click on login
- vi. If you are holding demat form and had logged on to www.evotingindia.com and casted your vote on an earlier voting or any company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

For members holding shares in a demat form and physical form

- PAN* Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (in capital) (applicable for both demat shareholders as well as physical shareholders).
- Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name in followed by 8 digits folio no. in the PAN field.
 - In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in Capital Letters. E.g. if your name is Rajesh Kumar with folio number 1 then enter RA00000001 in the PAN field.
- DOB* Enter the Date of Birth as recorded in the Demat account/company records for the said folio in dd/mm/yyyy format.
- Dividend Please enter the Dividend Bank details as recorded in your demat account or in the company records for the said demat account or folio.
- Bank · Please enter the DOB or dividend bank details in order to login. In case both the details are not recorded with the depository and company
- Details* Please enter the member ID/Folio No. in the dividend bank details field.

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then reach directly to the EVSN Selection Screen. However, members holding shares in demat form will now directly reach the 'Password Creation' menu wherein they are required to be mandatorily enter their login password in the new password field. Kindly note that this new password is to be used by the demat holders for voting for Resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in Physical form the details can be used only for e-voting on Resolutions contained in this notice.
- xi. Click on the EVSN for Himalya International Limited on which you choose to vote.
- xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolutions Details.
- xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv. Once you "CONFIRM" your vote on the resolution you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

- xvii. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Note for Non-Individual Shareholders and Custodians:
- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on and then cast their vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xix. Pursuant to Section 107 of the Act read with rule 20 of the Companies (Management and administration) Rules, 2014, there will not be voting by show of hands on any of the agenda items at the meeting and poll will be conducted in lieu of thereof.
- xx. M/s Himanshu Sharma & Associates, Practicing Company Secretary, New Delhi has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the vote in the presence of atleast two (2) witnesses not in the employment of the Company and will make a Scrutinizes Report of the Votes cast in favour or against, if any, and submit it forthwith to the Chairman of the Company.
- (A) In the event of Poll, Please note that the members who have exercise their right to vote through electronic means as above shall not be eligible to vote by way of poll at the meeting. The poll process shall be conducted and report thereon shall be prepared in accordance with Section 109 of The Companies Act, 2013 read with relevant rules. In such an event, Votes cast under poll taken together with the voted cast through e-voting shall be counted for the purpose of passing the Resolution(s). No voting by show of hands will be allowed at the meeting.
- (B) The Results of the resolution passed at the AGM of the company will be declared within 48 hours from the conclusion of AGM. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.himalyainternational.com and on the website of CDSL <https://www.evotingindia.com/> and will be communicated to all the Stock Exchanges(s).
- (C) Members holding equity shares in electronic form and proxies thereof are requested to bring their DP ID and Client ID for identification.
- (D) Shareholders holding shares in physical form are requested to provide the requisite information as per format given below by post or e-mail to:

BEETAL Financial & Computer Services Pvt Ltd.

BEETAL HOUSE, 3rd Floor, 99, Madangir,

behind LSC, New Delhi - 110062

Ph. 011-29961281-283

Fax 011-29961284

Email: beetalrta@gmail.com

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 6

Mr. Man Mohan Malik , is Chairman and Managing Director of the Company Since 1st March 2012. He is an experienced businessman and core promoter of the company. His tenure of office expires on 28th February 2017 and it is in the best interest of the Company to Re-appointment him as Chairman and Managing Director of the Company.

Your Directors recommend the resolution as set out in the Item no. 6 for your approval.

None of the Directors except the appointee and Mrs. Sangita Malik, is in any way concerned or interested in this resolution.

**By order of the Board of Directors
Himalya International Limited**

Sd/-

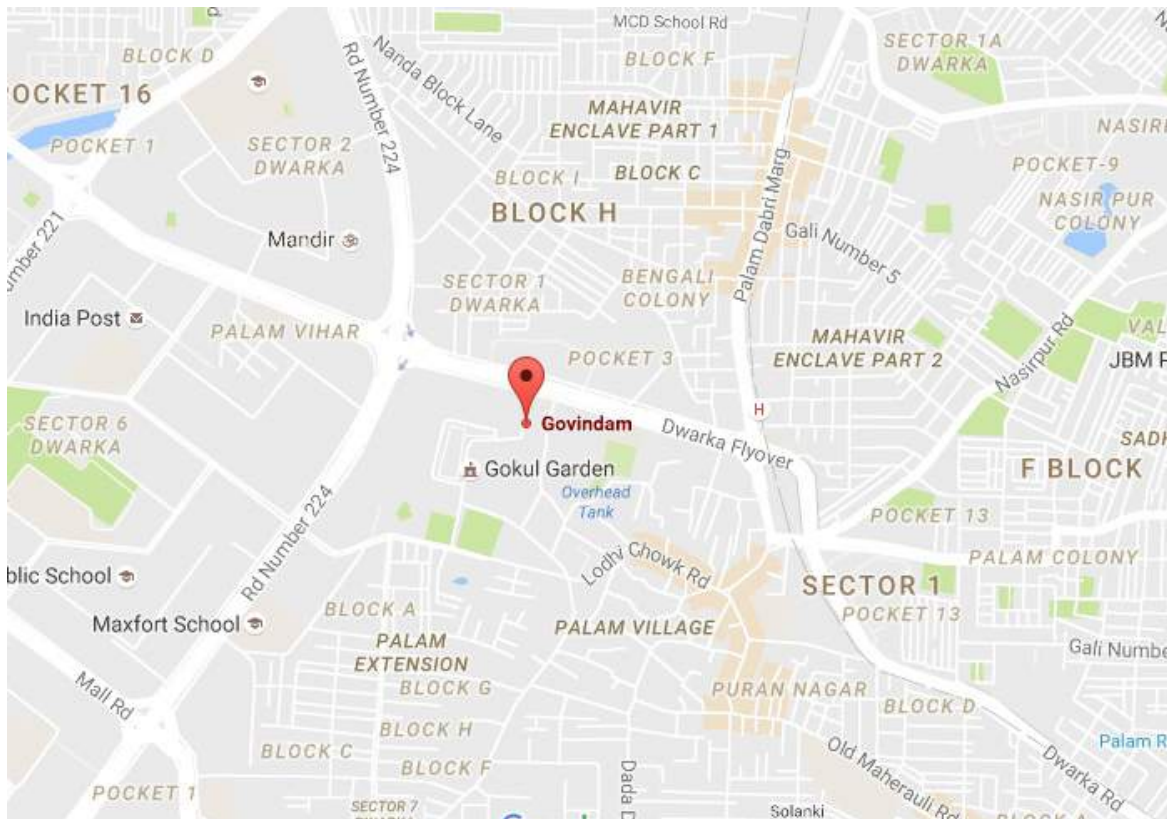
Vijay Garg

Company Secretary

Place: Paonta Sahib

Date: 18.08.2016

Route map for place of AGM



DIRECTOR'S REPORT

To,
The Members,
We are pleased to present the Twenty Fifth Annual Report of the Company together with Audited Financial Statements and Auditor's Report for the Financial Year ended as on 31st March 2016. The Financial Highlights for the year under review are given below

1. **FINANCIAL RESULT :** The Company's financial performance is given hereunder:

Particulars	(Rs. in Lacs)	
	Financial Year ended 31.03.2016	Financial Year ended 31.03.2015
Income from Operation	11359.98	10092.32
Other Income	412.01	107.80
Profit before Finance cost, Depreciation and Taxes	1704.18	680.63
Finance Cost	2102.65	3373.29
Depreciation	1151.61	1263.57
Profit/(Loss) before tax	(1550.08)	(3956.23)
Less: Provision for Bad Debts	189.92	12.35
Less: Provision for W/o Fire claim	247.11	0.00
Deferred Tax(Assets)/Liability	103.80	68.30
Profit/(Loss) for the year	(2090.91)	(4036.88)

Performance: During the year under review, the total income of your Company was Rs. 11359.98 Lacs as compared to Rs. 10092.32 Lacs in the previous year. The net Loss of the company for the current financial year is of Rs.2090.91 Lacs as compared to loss of Rs. 4036.88 Lacs in the previous year. It is reduced from the previous year. Company is now recovery mode and focusing on export business. During the year 2015-16 company made export of 10 million.

2. DIVIDEND:

Due to loss incurred by the Company during the financial year, the Board has not recommended any dividend for the year ended 31st March 2016.

- 3. Business Operations Overview & Future Outlook :** Company's business activities are broadly divided into Growing of mushrooms (agriculture Activity), Cheese, sweets and appetizer manufacturing and export.

- 4. DEPOSITS:** Your Company has not accepted any Public Deposits under Chapter - V of Companies Act, 2013, during the year under review.

- 5. INTERNAL CONTROL SYSTEMS AND RISK MANAGEMENT:** Your company has an adequate Internal Control System and Risk Management procedure to monitor the risks and their mitigating actions. Company has developed 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 defined policies and procedures adopted by the company.

The Board of Directors of the company appointed Mr. Akhil Gupta, Cost Accountant an employee of the Company as an Internal Auditors of the Company for the financial year 2015-2016. The Internal Auditors independently evaluate adequacy of internal controls and audit the transactions undertaken by the Company. The Audit Committee of the Board of Directors inter alia, reviews the adequacy and effectiveness of internal Control and monitors implementation of Internal Audit observations.

- 6. AUDITORS:** M/s Anujeet Dandona & Co., Chartered Accountants were appointed as Statutory Auditors of the Company at the last Annual General Meeting held on 30th September 2014 for a term of 3 consecutive years. As per section 139 of Companies Act, 2013, the appointment of Auditors is to be ratified by the members at every Annual General Meeting. The Company has received a certificate from the auditors to the effect that their ratification if made, would be in accordance with the provision of section 141 of the Companies Act, 2013

The Report given by the Auditors on the financial statements of the Company is part of the Annual Report which is self explanatory and needs no comments.

7. **SECRETARIAL AUDITOR:** As per the provisions of Section 204 of Companies Act, 2013 and rules made there under, every listed company is required to annex with its Board's Report, a Secretarial Audit Report given by a Company Secretary in practice.

Secretarial Audit was carried out by M/s Himanshu Sharma & Associates, Practicing Company Secretary, New Delhi, the Secretarial Auditor of the Company for the financial year 2015-2016. The detailed report on the Secretarial Audit is appended as an Annexure to this Report which is self explanatory and needs no comments.

8. **COMMITTEES OF THE BOARD:**

There are currently three Committee of the Board which are as follows:

- a) Audit Committee
- b) Nomination & Remuneration Committee
- c) Stakeholders' Relationship Committee

Details of all the Committees along with their composition, charters and meetings held during the year, are provided in the "Report on Corporate Governance", a part of this Annual Report.

9. **EXTRACT OF ANNUAL RETURN:** The extract of Annual Return in Form MGT-9 as required under Section 92(3) and Rule 12 of the Companies (Management and Administration) Rules, 2014 is appended as an Annexure to this Report. www.Himalyainternational.com of the Company.

10. **DIRECTORS:** Mrs. Anita Kakkar, Director of the Company is retiring by rotation and being eligible, offers herself for re-appointment as Non-executive and non – Independent Director.

A) Declaration by Independent Directors:

The Independent director have submitted their disclosure to the Board that they fulfill all the requirements as to qualify for their appointment as an Independent Director under the provisions of Section 149(6) of the Companies Act, 2013. The terms & conditions for the appointment of Independent Directors are given at the website i.e. www.Himalyainternational.com of the Company.

B) Formal Annual Evaluation:

The details of training and familiarization programmes and Annual Board Evaluation process for Directors have been provided under the Corporate Governance Report. The policy on Director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of Director, and also remuneration for Key Managerial Personnel and other employees forms part of Corporate Governance Report of this Annual Report.

C) Board Meetings:

The Board of Directors met 6 times during the financial year 2015-2016 on 30.04.2015, 28.07.2015, 28.08.2015, 30.10.2015, 05.12.2015, 30.01.2016 as detailed in the Corporate Governance Report.

11. **PARTICULARS OF EMPLOYEES:**

The provision of rule 5 sub rule (2) & (3) of the companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 requiring particulars of the employees in receipt of remuneration in excess of Rs. 60 Lacs per year to be disclosed in the Report of Board of Directors of the Company are as under:

Name of employee	Designation	Remuneration (in Rs.)
Man Mohan Malik	Chairman and Managing Director	10,200,000

12. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.

The Company has in place an Anti Sexual Harassment Policy in line with the requirement of the Sexual Harassment of Women at the workplace (Prevention, Prohibition, Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress the complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. No complaint has been received in this regard.

13. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186: -

During the year under review the company has not accepted any loans or provided any guarantee or made any investments under section 186.

14. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES DISCLOSURES :-

During the year under review the company has entered into the following contracts or arrangements with related party.

a Name of Related Parties

Key Management Personnel and their relatives	Mr. M.M. Malik Mrs. Sangita Malik
Enterprises over which key management personnel / shareholders and their relatives have significant influence	Himalya Carbonates Pvt. Ltd. Doon Valley Foods Pvt. Ltd. APJ Laboratories Ltd Himalya Simplot Pvt Ltd.

b Nature of transaction

(i) Managerial Remuneration

Mr. M.M. Malik	31.03.2016	10,200
Mrs. Sangita Malik		1,918

31.03.2016

Transaction Value **Closing Balance**

(ii) Loans & Advances

APJ Laboratories Ltd	423	56,562
Doon Valley Foods Pvt Ltd.	18,414	0

(iii) Purchases Value

APJ Laboratories Ltd	31.03.2016	152
Doon Valley Foods Pvt Ltd.		18,414

(iv) Shares Alloted

Himalya Carbonates Pvt Ltd.	31.03.2016	16,00,000
(No. of 16,00,000 Shares of Rs. 10 each at a premium of Rs. 1/-)		

The Board has also framed a policy on related party transactions and the same is available on Company's website.

15. VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Company has established a Vigil Mechanism / Whistle Blower Policy to deal with instances of fraud and mismanagement, if any. The Policy has a systematic mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or policy. The policy is also available on the Company's website.

16. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

Information pursuant to section 134(3)(m) of the Companies Act, 2013 relating to conservation of energy, technology absorption and foreign exchange earnings and outgo is as under:

- A- Energy conservation – The Company makes continuous efforts to explore new technologies And techniques to make the infrastructure more energy efficient. The operations of the Company are not energy intensive. Company use agro waste to fire boilers.
- B- Technology absorption Company uses Indian technical manpower to Operate Indian and imported infrastructure Foreign exchange earnings and out go.

Particulars (Accrual Basis)	Amount (In Rs ,000)
Inflow foreign Exchange	710620
Outflow foreign Exchange	195348

17. DIRECTORS' RESPONSIBILITY STATEMENT:

The Board hereby affirms:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are 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 and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis;
- (e) the directors had laid down internal financial controls to be followed by the company and that such internal financial control are adequate and were operating effectively; and
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

18. 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.

19. 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.

20. Acknowledgment : 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.

**By order of the Board of Directors
Himalya International Limited**

**Place: Paonta Sahib
Date: 25.07.2016**

**Sd/-
Man Mohan Malik
(Chairman & Managing Director)
DIN No. 00696077**

MANAGEMENT DISCUSSIONS AND ANALYSIS

Industry Structure and Developments

Company Business : The Company's primary business is manufacture of Growing of Mushroom (agriculture Activity), vegetables, Cheese, Yogurt, Appetizers, snacks, sweets and French fries etc.

Discussions on Financial Performance With Respect to Operational Performance

During the year under review, the total income of your Company was Rs. 11359.98 Lacs as compared to Rs. 10092.32 Lacs in the previous year. The net Loss of the company for the current financial year is of Rs.2090.91 Lacs as compared to loss of Rs. 4036.88 Lacs in the previous year. It is reduced from the previous year. Company is now recovery mode and focusing on export business. During the year 2015-16 company made export of 10 million

Human Resources : During the year 2015-16 your company's Human Resources are as under :

Category	As on 31.03.2016	As on 31.03.2015
Skilled employees	321	342
Non-Skilled Employees	819	845
Total	1140	1187

To get back on track and achieve the high growth trajectory asap your company is focusing on effective costing linked with production and cost cutting.

For further development are :

We successfully persisted in repelling the arbitration proceedings initiated by Simplot at Singapore and High Court of Singapore decided in our favour and the proceedings have been set aside.

- We have been diligently pursuing our claims on Simplot for their act of abandonment of our ransacked Gujarat facility and the matter is likely to be awarded in the current FY.
- We have also pursued the Insurance claim for US warehouse fire and the case is under active mediation proceedings in USA. We expect this to be concluded in current FY.
- We propose to Reorganize the assets of the company under provision 391 - 394 to the Companies' act 1956 and subsequent provision in Companies Act, 2013, subject to 'In principle' approval from all stakeholders.

Asset Reconstruction plan in Demerger options - In principle approval - appoint merchant banker & other professional agencies- application to High Court of Delhi

To recommend Asset Reconstruction plan in Demerger options - In principle approval - appoint merchant banker & other professional agencies- application to High Court of Delhi for the draft Scheme of Arrangement between Himalya International Limited (Demerged Co.) and 1st Resulting Co. and 2nd Resulting Co.. (1st Resulting Co.) with the specific purpose to develop, invest, undertake and construct housing colonies, real estate projects, Land & Real Estate development on company owned land in any part of India & specifically to develop 13.5 hectares of company land on NH-8 near Behror in Rajasthan for Affordable Housing under Govt. of India scheme "Pradhan Mantri Awas Yojana-Housing for all by 2022.

(2nd Resulting Co.) for creating 100% wholly owned subsidiary of Himalya International Limited for the French Fries Unit in Gujarat Plant of our company.

Raising foreign funding from overseas upto \$50 Million on LIBOR Linked rates:-

The company wants to raise loans of US \$ 50 million from overseas Private Equity funds at favorable LIBOR linked interest rates for repayment of existing High Interest Debt of the Company, working Capital and also enhancement of Company's Business. The surplus amount of funds are proposed to be invested in Two 'Special Purpose Vehicles' for French Fries Units at Gujarat and for the project for EWS housing development by the company in Rajasthan.

Internal Control System and Their Adequacy: Broadly the internal controls and systems are broken up into following areas:

1. Financial Systems and Reporting
2. Management Reporting
3. HR Systems and Reporting
4. Sales Systems and Reporting
5. Capital Asset Systems and Reporting
6. Operational Full fillment Systems and Reporting
7. General Administrative Systems and Reporting
8. 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.

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.

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 OF 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 endeavour 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 Board of Directors of our Company comprises Directors consisting of four Executive, Two Independent.

S.No.	Name	Category
1	Mr. Man Mohan Malik	Chairman cum Managing Director
2	Mrs. Sangita Malik	Whole time Director
3	Sh. Sanjiv Kakkar	Promoter- Executive Director
4	Mrs. Anita Kakkar	Non Executive Non Independent Director
5	Sh. Sunil Khera	Independent Director
6	Mr. Ashish Sachdeva	Independent Director

(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, 2013. Besides sitting fee non-executive directors are not paid any remuneration.

© **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 01, 2015 to March 31, 2016 is given in the following table:

Name	Category	Board Meeting attending during the year	Attendance at last AGM	No. of Directorship in other companies*	No. of committee position held chairman/member **
Mr. Man Mohan Malik	Chairman cum Managing Director	6	Yes	-	3
Mrs. Sangita Malik	Whole time Director	6	Yes	-	1
Mr. Sanjiv Kakkar,	Promoter-Executive Director	3	No	-	0
Mrs. Anita Kakkar	Promoter-Non Executive Director	3	No	-	0
Mr. Sunil Khera	Non- Executive Independent Director	6	Yes	-	3
Mr. Ashish Sachdeva	Non- Executive Independent Director	3	Yes	-	3

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

** Includes only chairmanship/membership of Audit Committee, Remuneration Committee and Shareholders / Investors Grievance Committee. 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 2015-2016 the Board of Directors met 6 times. The dates of the meetings are 30.04.2015, 28.07.2015, 28.08.2015, 30.10.2015 05.12.2015, 30.01.2016

(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 01st April 2014 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.

III. AUDIT COMMITTEE:

(A) Qualified & Independent Audit Committee:

Mr. Sunil Khera is the chairman of the Audit committee and Mr. Ashish Sachdeva is the member of the committee. The term of reference covers all aspect stipulated by the SEBI guideline as specified in clause 49 of the listing agreement with Stock Exchange.

(B) The composition of the audit Committee consisting of following independent and excutive members:

Chairman: Mr. Man Mohan Malik Executive Director

Member : Mr. Sunil Khera (Independent), Mrs. Sangita Malik and Mr. Ashish Sachdeva (Independent)

(C) Meetings of Audit Committee : During the year 4 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.	Mr. Man Mohan Malik	Chairman	4	4
2.	Mr. Sunil Khera	Member	4	4
3.	Mrs. Sangita Malik	Member	4	4
4.	Mr. Ashish Sachdeva	Member	4	2

(D) 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.

(E) 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, and 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.

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.

(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. 27.3 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.

- © **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.

IV Remuneration Committee/ Nomination and Remuneration Committee (Non-Mandatory)

The Board of the Company has decided that the committee will also be known with the name Nomination and Remuneration Committee as required under Companies Act, 2013. The Committee recommends remunerations, promotions, increments and considers the appointment of Executives Directors as and when required:

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

1. Mr. Sunil Khera, Chairman
2. Mr. Ashish Sachdeva Member
3. Mr. Sangita Malik, Member
4. Mr. Man Mohan Malik, Member

During the year there are one such Remuneration Committee Meeting of the Company has been held by the Company on 30.01.2016.

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. There has been no pecuniary relationships or transactions of the non-executive directors vis-à-vis the Company during the year.
- c. The Company has paid sitting fee aggregating Rs. 22,500/- to the Non Executive Directors which is within the limits as prescribed under the Companies Act 2013, No other payments were made to such directors.

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

V Shareholders'/ Investors' Grievance Committee /Stakeholders Relationship Committee:

The Board has decided that Shareholders'/ Investors' Grievance Committee of the Company will also be known as Stakeholder Relationship

Committee as required under the Companies Act, 2013. The Board had delegated the power to consider and resolve grievance of security holders of the company to Shareholders'/ Investors' Grievance Committee /Stakeholders Relationship committee

The Shareholders'/ Investors' Grievance Committee/ Stakeholders Relationship committee presently comprises of three Directors viz. Mr. Sunil Khera, Chairman, Mr. Ashish Sachdeva, Mr. Man Mohan Malik and Mrs. Sangita Malik.

The Company received Nil complaint from investor during the financial year 2015-2016, which were promptly and satisfactorily resolved. During the year there is no share holder committee meetings.

VI. Managing Director/CEO certification

The Managing Director (CEO) 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 2016 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 and company secretary.

(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
24 th AGM	3:30 PM	30 September 2015	Surya Banquet Party Hall, Sector-7, Near Ramphal Chowk, Dwarka, New Delhi-110077
23 rd AGM	2:00 PM	30 September 2014	Swagat, DDA Community Hall, Sector-7, Near Ramphal Chowk, Dwarka, New Delhi-110077
22 nd AGM	4:00 PM	30 th September 2013	Swagat, DDA Community Hall, Sector-7, Near Ramphal Chowk, Dwarka, New Delhi-110077

The shareholders through postal ballot passed one ordinary resolutions one special resolutions during the F.Y.2015-2016. Result of postal ballot is declared on dt 30.01.2016. Extract of Special Resolution is as under:

To develop, invest, undertake and construct housing colonies, real estate projects, Land & Real Estate development on company own land in any part of India To develop 13 hectare of company land on NH-8 near Behror in Rajasthan for Affordable Housing under Govt. of India scheme "Pradhan Mantri Awas Yojana-Housing for all by 2022.

(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: 14 th September, 2016 Time:04:00 P.M.

Venue: Govindam Banquet Hall, WZ 306-0 Data Ram Marg, Near Fly Over, Sector-7 Dwarka New Delhi

Date of Book Closure: From 09th day of September, 2016 to 14th September, 2016 (both days inclusive) for the purpose of Annual General Meeting.

Name of the Stock Exchanges on which the equity shares of the Company is listed: Bombay Stock Exchange

Stock Code: The Stock Exchange, Mumbai: 526899

Listing Fee: Listing fee has been paid to The Stock Exchanges upto the financial year 2015-2016.

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. 2015-16 are stated herein below:

	Bombay Stock Exchange (BSE)	
Month	High (Rs.)	Low (Rs.)
April 2015	9.98	6.60
May 2015	8.87	7.06
June 2015	7.79	5.75
July 2015	11.28	5.85
August 2015	12.39	6.57
September 2015	8.00	6.75
October 2015	8.35	6.81
November 2015	9.91	7.05
December 2015	11.89	8.05
January 2016	14.40	8.70
February 2016	10.35	6.10
March 2016	8.47	6.99

Distribution Schedule of shareholding as on 31.03.2016:

Share Holding of Nominal Value of Rs.	Number of Shareholders	% To Total	No. of Shares	Amount in Rs	% To Total
Up To 5000	16001	96.19	9120355	91203550	15.76
5001 to 10000	318	1.91	2380871	23808710	4.11
10001 to 20000	140	0.84	2011433	20114330	3.48
20001 To 30000	58	0.35	1482856	14828560	2.56
30000 To 40000	37	0.22	1294225	12942250	2.24
40001 To 50000	18	0.11	832305	8323050	1.44
50001 To 100000	23	0.14	1851121	18511210	3.20
100001 To and Above	40	0.24	38899718	388997180	67.21
Total	16635	100.00	57872884	578728840	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-materialization/ re-materialization etc.:

The aforementioned RTA has its own infrastructure commensurate with the work undertaken and is manned by skilled and trained staff.

De-materialization of shares and liquidity: Company's shares are now in Compulsory Demat category. Over 73.11 % of the shares have been dematerialized. The Equity Shares are listed on Bombay Stock Exchanges

Outstanding GDRs/ADRs, and Convertible Bonds, Conversion date and likely impact on equity: As on date company's capital Rs. 57,87,28,840 and No Warrants / Convertible Bonds is pending for conversion.

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, 2nd Floor, Palam Extension,
Sector- 7, Dwarka, New Delhi – 110 077
Tele : 011- 45108609
E-mail: cs@himalyainternational.com
Web-site: www.himalyainternational.com

Head Office : Vill- Shubh Khera, Paonta Sahib, Distt. Sirmour (H.P.)
Tele : 01704-223494, Fax : 01704-225178, 8894788612

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.

**By order of the Board of Directors
Himalya International Limited**

Sd/-

Place: Paonta Sahib

Date: 25.07.2016

**Vijay Garg
Company Secretary**

**AUDITORS CERTIFICATE ON COMPLIANCE WITH THE CONDITION OF
CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENTS**

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 on 31 March 2016, as stipulated in clause 49 of the listing agreement of the said company with stock exchanges.

Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance 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 the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

For Anujeet Dandona & Co.
Chartered Accountant

Place: Dehradun
Date: 30.05.2016

Sd/-
Anujeet Singh
Membership No. 73662

CFO CERTIFICATE

To,

The Board of Directors
Himalya International Limited

1. We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2016 and that to the best of our knowledge and belief, certify that :
 - These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year 2015-2016 which are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the Auditors and the Audit committee that :
 - There are no significant changes in internal control over financial reporting during the year;
 - There are no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - There are no 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.

Place: Paonta Sahib
Date: 30.05.2016

Sd/-
Ajay Kaushik
Chief Financial Officer

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016**

To,
The Members,
M/s HIMALYA INTERNATIONAL LIMITED
E - 555, 1st & 2nd Floor
Palam Extension, Sector - 7, Dwarka
New Delhi-110077

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **HIMALYA INTERNATIONAL LIMITED** having its registered office at E - 555, 1st & 2nd Floor, Palam Extension, Sector - 7, Dwarka, New Delhi-110077. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial period ended on 31st March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board- processes and Compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **HIMALYA INTERNATIONAL LIMITED** (“the Company”) for the financial year ended on 31st March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
- (v) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings:-
- (vi) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011:-
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009:-
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999:- *Not Applicable*
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008:- *Not Applicable*

- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client: -
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009:- **Not Applicable**
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998:- **Not Applicable**
- (vii) Other applicable Laws to the Company.
- I have also examined compliance with the applicable clauses of the following:
- (i) Secretarial Standards issued by the Institute of Company Secretaries of India
- (ii) The Listing Agreements entered into by the Company with the Bombay Stock Exchange limited.
- During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Etc. mentioned above.

I further report that the Board of Directors of the Company constituted with Executive, Non- Executive Director and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

The Board of Directors of the Company was not duly constituted in terms of the Clauses of the SEBI LODR & Companies Act 2013 there is Executive chairman and only 2 independent director among 6, hence the number of independent directors on the Board falls less than 50% of the original strength of the Board at present there is only two independent directors on the Board of the Company.

Audit Committee was constituted but it was not constituted and formed as per the provisions of Section 177 of the Companies act, 2013 and as per SEBI LODR agreement as all member of the Committee is not independent Director. The constitution of nomination and remuneration Committee is not properly formed as per section 178 (1 to 4) as section say that the said Committee shall be 3 or more non executive directors out of which not less than one half shall be independent directors.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, there were no other events having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

For Himanshu Sharma & Associates
Company Secretaries

Himanshu Sharma
ACS Proprietor
CP. No.:11553

Date : 22.07.2016

Place : New Delhi

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2016

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:		
1	CIN	L70102DL1992PLC047399
2	Registration Date	30.01.1992
3	Name of the Company	HIMALYA INTERNATIONAL LIMITED
4	Category/Sub-category of the Company	Company Limited By Share
5	Address of the Registered office & contact details	E - 555, 1st & 2nd Floor, Palam Extension, Sector - 7, Dwarka, New Delhi - 110077
6	Whether listed company	YES
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Beetal Financial & Computer Services Pvt. Ltd, Beetal House, 3rd Floor, 99, Madangir, Behind LSC, New Delhi - 110062 Ph. 011-29961281 E-mail: beetalrta@gmail.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY			
(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)			
S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Mushrooms, Dairy, French Fries & Potato Specialty products, Battered Appetizers and Ethnic Indian Snacks and Sweets	1030	98%
2		1050	
3		1071	

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES			
SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate
1	Himalya Carbonates Pvt. Ltd	U24299HP1985PTC006551	Associate
2	Doon Valley Foods Pvt. Ltd	U15209HP1990PTC010707	Associate
3	APJ Laboratories Ltd	U24230HP2005PLC028646	Associate

IV. SHARE HOLDING PATTERN									
(Equity share capital breakup as percentage of total equity)									
(i) Category-wise Share Holding									
Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	0	0	0	0.00%	0	0	0	0.00%	0.00%
b) Central Govt	0	0	0	0.00%	0	0	0	0.00%	0.00%
c) State Govt(s)	0	0	0	0.00%	0	0	0	0.00%	0.00%
d) Bodies Corp.	4195936	2300	4198236	7.63%	3065850	1602300	4668150	8.07%	11.19%
e) Banks / FI	0	0	0	0.00%			0	0.00%	0.00%
f) Any other Director and their Relative	13425619	9000	13434619	24.42%	14544094	9000	14553094	25.15%	8.33%
Sub Total (A) (1)	17621555	11300	17632855	32.05%	17609944	1611300	19221244	33.21%	9.01%
(2) Foreign									
a) NRI Individuals	-	-	-	0.00%			-	0.00%	0.00%
b) Other Individuals	-	-	-	0.00%			-	0.00%	0.00%
c) Bodies Corp.	-	3,618,174	3,618,174	6.58%	-	4,868,778	4,868,778	8.41%	34.56%
d) Any other	-	-	-	0.00%			-	0.00%	0.00%
Sub Total (A) (2)	-	3,618,174	3,618,174	6.58%	-	4,868,778	4,868,778	8.41%	34.56%
TOTAL (A)	17,621,555	3,629,474	21,251,029	38.62%	17,609,944	6,480,078	24,090,022	41.63%	13.36%

B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Banks/ FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Insurance	-	-	-	0.00%	-	-	-	0.00%	0.00%
g) FIIs	-	2,400,000	2,400,000	4.36%	-	2,400,000	2,400,000	4.15%	0.00%
h) Foreign Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) Others (specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B)(1):-	-	2,400,000	2,400,000	4.36%	-	2,400,000	2,400,000	4.15%	0.00%
2. Non-Institutions									
a) Bodies Corp.	4862387	22200	4884587	8.88%					
i) Indian			-	0.00%			-	0.00%	0.00%
ii) Overseas			-	0.00%			-	0.00%	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	8,685,020	1,084,273	9,769,293	17.76%	10503244	1232479	11,735,723	20.28%	20.13%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	8,976,907	38,900	9,015,807	16.39%	7382111	63000	7,445,111	12.86%	-17.42%
c) Others (specify)									
Non Resident Indians	708,061	318,700	318,700	0.58%	646,300	316,700	963,000	1.66%	202.17%
Overseas Corporate Bodies	-	4,402,613	4,402,613	8.00%	4,608,003	4,424,813	9,032,816	15.61%	105.17%
HUF	1,056,246	-	1,056,246	1.92%	1,187,867	-	1,187,867	2.05%	12.46%
Foreign Nationals	-	-	-	0.00%	-	-	-	0.00%	0.00%
Clearing Members	21,919	-	21,919	0.04%	18,145	0	18,145	0.08%	-17.22%
Trusts	1,001,000	-	1,001,000	1.82%	1,000,200	0	1,000,200	1.73%	-0.08%
ESOP/ESOS/ESPS	-	193,025	193,025	0.35%	-	-	-	0.00%	-100.00%
Sub-total (B)(2):-	25,311,540	6,059,711	31,371,251	57.02%	25,345,870	6,086,992	31,382,862	54.23%	0.04%
Total Public (B)	25,311,540	8,459,711	33,771,251	61.38%	25,345,870	8,436,992	33,782,862	58.37%	0.03%
C. Shares held by Custodian for GDRs & ADRs			-	0.00%				0.00%	0.00%
Grand Total	42,933,095	12,089,185	55,022,280	100.00%	42,955,814	14,917,070	57,872,884	100.00%	13.39%

(ii) Shareholding of Promoter

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1	Anita Kakkar	1871193	3.40%	3.40%	1871193	3.23%	3.23%	-0.17%
2	Arjun Malik	2103100	3.82%	0.00%	2103100	3.63%	0.00%	-0.19%
3	Jyoti Malik	1487900	2.70%	0.00%	1487900	2.57%	0.00%	-0.13%
4	M.m. Malik	1194915	2.17%	2.18%	1872842	3.24%	2.06%	1.06%
5	Purnima Malik	2315300	4.21%	0.00%	2315300	4.00%	0.00%	-0.21%
6	Ananditta Kakkar	1580000	2.87%	0.00%	1580000	2.73%	0.00%	-0.14%
7	Sangita Malik	1144900	2.08%	2.08%	1144900	1.98%	1.98%	-0.10%
8	Sanjiv Kakkar	105000	0.19%	0.17%	545548	0.94%	0.17%	0.75%
9	Sidarth Kakkar	1632311	2.97%	0.00%	1632311	2.82%	0.00%	-0.15%
10	Doon Valley Foods (p) Ltd	3077150	5.59%	3.99%	3068150	5.30%	3.79%	-0.29%
11	Himalya Carbonates Pvt Ltd	1130086	2.05%	0.00%	1600000	2.76%	0.00%	0.71%
12	Himalya International Inc.	3618174	6.58%	0.00%	4868778	8.41%	0.00%	1.84%
	Total	21260029.00	38.64%	11.82%	24,090,022	41.63%	11.23%	2.99%

(iv) Shareholding Pattern of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For each of the Top 10 shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
1	KANCHAN TANDON				
	At the beginning of the year	414,000	0.75%		0.00%
	Changes during the year		0.00%	(30,000)	-0.05%
	At the end of the year		0.00%	384,000	0.66%
2	VIJAY VOHRA				
	At the beginning of the year	402,810	0.73%		0.00%
	Changes during the year		0.00%	(29,789)	-0.05%
	At the end of the year		0.00%	373,021	0.64%
3	GIRDHARI P ROHIRA				
	At the beginning of the year	280,000	0.51%		0.00%
	Changes during the year		0.00%	-	0.00%
	At the end of the year		0.00%	280,000	0.48%
4	GURMUKH J SUKHWANI				
	At the beginning of the year	250,000	0.45%		0.00%
	Changes during the year		0.00%	-	0.00%
	At the end of the year		0.00%	250,000	0.43%
5	NITIN TANDON				
	At the beginning of the year	214,500	0.39%		0.00%
	Changes during the year		0.00%	(6,000)	-0.01%
	At the end of the year		0.00%	208,500	0.36%
6	GIRDHARI PARSRAM ROHIRA				
	At the beginning of the year	280,000	0.51%		0.00%
	Changes during the year		0.00%	(80,000)	-0.14%
	At the end of the year		0.00%	200,000	0.35%
7	JAGDISH AMRITLAL				
	At the beginning of the year	-	0.00%		0.00%
	Changes during the year		0.00%	175,725	0.30%
	At the end of the year		0.00%	175,725	0.30%
8	BABITA				
	At the beginning of the year	-	0.00%		0.00%
	Changes during the year		0.00%	147,873	0.26%
	At the end of the year		0.00%	147,873	0.26%
9	USHA GURUMUKH SUKHWANI				
	At the beginning of the year	-	0.00%		0.00%
	Changes during the year		0.00%	134,800	0.23%
	At the end of the year		0.00%	134,800	0.23%
10	ABDUL QAYOOM TANGA				
	At the beginning of the year	-	0.00%		0.00%
	Changes during the year		0.00%	134,558	0.23%
	At the end of the year		0.00%	134,558	0.23%

(v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
1	Man Mohan. Malik				
	At the beginning of the year	1,194,915	2.17%		0.00%
	Changes during the year		0.00%	677,927	1.17%
	At the end of the year		0.00%	1,872,842	3.24%
2	Sangita Malik				
	At the beginning of the year	1,144,900	2.08%		0.00%
	Changes during the year		0.00%	-	0.00%
	At the end of the year		0.00%	1,144,900	1.98%
3	Sanjiv Kakkar				
	At the beginning of the year	105,000	0.19%		0.00%
	Changes during the year		0.00%	440,548	0.76%
	At the end of the year		0.00%	545,548	0.94%
4	Ajay Kaushik, CFO				
	At the beginning of the year	1,000	0.00%		0.00%
	Changes during the year		0.00%	-	0.00%
	At the end of the year		0.00%	1,000	0.00%

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

The details of indebtedness with respect to secured or Unsecured Loans or Deposits during the financial year 2015-16 is as under
(Amt. Rs.,000)

	2016	2015
Long Term Borrowing	1,270,162	1,202,221
Deferred Tax Liabilities	79,160	68,780

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Man Mohan Malik	Sangita Malik	Sanjiv Kakkar	Anita Kakkar
	Name	Man Mohan Malik	Sangita Malik	Sanjiv Kakkar	Anita Kakkar
	Designation	CMD	WTD	MD	Executive Director
1	Gross salary	10,200,000	1,918,000	NIL	NIL
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL	NIL
4	Commission	NIL	NIL	NIL	NIL
	- as % of profit	NIL	NIL	NIL	NIL
	- others, specify	NIL	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL	NIL
	Total (A)	10,200,000	1,918,000	NIL	NIL
	Total Amount Paid to Director	12,118,000			

HIMALYA INTERNATIONAL LIMITED

B. Remuneration to other Directors

SN.	Particulars of Remuneration	Name of Directors		Total (Rs/Lac)
		Sunil Kumar Khera Independent Directors	Ashish Sachdeva Independent Directors	
1	Independent Directors			
	Fee for attending board committee meetings	15000	7500	22,500.00
	Commission	NIL	NIL	-
	Others, please specify	NIL	NIL	-
	Total (1)	NIL	NIL	22,500.00
2	Other Non-Executive Directors	NIL	NIL	-
	Fee for attending board committee meetings	NIL	NIL	-
	Commission	NIL	NIL	-
	Others, please specify	NIL	NIL	-
	Total (2)	NIL	NIL	-
	Total (B)=(1+2)	NIL	NIL	22,500.00
	Total Managerial Remuneration			22,500.00

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

SN.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount (Rs/Lac)
		Name Designation	Mr. Ajay Kaushik CFO	Vijay Garg CS	
1	Gross salary	CEO	686,400	90,000	776,400
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		NIL	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax		NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		NIL	NIL	NIL
2	Stock Option		NIL	NIL	NIL
3	Sweat Equity		NIL	NIL	NIL
	Commission		NIL	NIL	NIL
4	- as % of profit		NIL	NIL	NIL
	- others, specify		NIL	NIL	NIL
5	Others, please specify		NIL	NIL	NIL
	Total	-	686,400	90,000	776,400

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties / punishment / compounding of offences for breach of any section of Companies Act against the Company or its Directors or other officers in default, if any, during the year

INDEPENDENT AUDITOR'S REPORT

To the Members of Himalya International Limited

Report on the Financial Statements

We have audited the accompanying standalone financial statements of Himalya International Limited (“the Company”) which comprise the balance sheet as at 31 March 2016, the statement of profit and loss and the cash flow statement for the year then ended and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

Management is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting principles generally accepted in India, including the Accounting Standards referred to in section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules 2014. This responsibility also includes maintenance of adequate accounting record in accordance with the provision of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities, selection and application of appropriate accounting policies, making judgements and estimates that are reasonable and prudent, and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the account records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (I) in the case of the balance sheet, of the state of affairs of the Company as at 31 March 2016;
- (ii) in the case of the statement of profit and loss, of the loss for the year ended on that date; and
- (iii) in the case of the cash flow statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order,2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure "A" statement on the matters specified in the paragraph 3 & 4 of the order ,to the extent applicable.

As required by C&AG of India through directions/sub-directions dated 11.12.2015 and 29.04.2016 and issued under Section 143(5) of the Act, on the basis of written representation received from the management, we give our report on the matter specified in the Annexure "B" attached

- a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- c. The Balance sheet, Statement of profit and loss and Cash flow statement dealt with by this Report are in agreement with the books of account;
- d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards referred to in Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules ,2014.
- e. On the basis of written representations received from the directors as on 31 March 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2016, from being appointed as a director in terms of Section 164(2) of the Act.
- f. We are enclosing herewith a report in "Annexure B" for our opinion on adequacy of internal financial controls system in place in the company and the operating effectiveness of such controls;
- g. With respect to the other matters to be included in the Auditors Report in Accordance with Rule 11 of the Companies (Audit and Auditors)Rules,2014 in our opinion and to the best of our information and according to the explanations given to us:
 - (1) The Company has disclosed the impact of pending litigations on its financial position in its financial statements as referred to in Note 27.16 to the financial statements
 - (2) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any , and as required on long-term contracts including derivative contracts.
 - (3) There were no amounts which required to be transferred by the Company to the Investor Education and Protection Fund.

For Anujeet Dandona & Co.
Chartered Accountants
Firm Registration No.006118C

Sd/-
(Anujeet Singh)
Proprietor, FCA.
Membership No.73662

Place: Dehradun
Dated: 30.05.2016

ANNEXURE 'A'

ANNEXURE 'A'

(Referred to under 'Report on Other Legal and Regulatory Requirements' of our Report of even date)

Report on Companies (Auditor's Report) Order, 2016 ('the Order') issued by the central Government in terms of Section 143(11) of the companies Act, 2013 ('the Act') of Himalya International Limited ('the Company')

I. a.) The company has generally maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

b.) According to information and explanation given to us there is a regular programme of physical verification of these fixed assets by the management which in our opinion is reasonable having regard to size of the company and nature of its assets. As informed to us no material discrepancies were noticed on such verification.

c.) As informed to us and as verified by us during the course of our audit the title deeds on immovable properties are held in name of company as at the balance sheet date.

ii. As informed to us the inventories were physical verified during the year by the management at reasonable intervals and no material discrepancies were noticed on physical verification.

iii. As informed to us the company has granted unsecured loans to companies covered in the register maintained under section 189 of the Companies Act, 2013. In respect of such loans:

(Rs '000')

Name of the company	Nature of loan	Balance as on 31.03.2016	Maximum Amount Due
APJ Laboratories Ltd.	Advance against purchase	56,562	56,562

a.) As informed to us and as verified by us the terms and condition of grant to such loans are not prejudicial to the interest of the company.

b.) Repayment of the principle amount and payment of interest on such loans has not been stipulated, as it is in the nature of "Advance against purchases"

c.) Not Applicable

iv. According to the information and explanation given to us, the company has complied with the provision of section 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities, as applicable during the year.

v. The company has not accepted any deposits during the year and does not have any unclaimed deposits as at March 31, 2016 and therefore, the provisions of clause 3(v) of the Order are not applicable to the Company.

vi. Reporting under clause 3(vi) of the order is not applicable as the company's business activities are not covered by the companies (Cost Record and Audits) Rules, 2014.

vii.a.) According to records of the company and information and explanation given to us the company has generally been regular in depositing undisputed statutory dues including provident fund, employees` state insurance, income-tax, sales-tax, service-tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities.

According to information and explanation given to us there are no outstanding statutory dues as referred above as at the last day of the financial year under audit for a period of more than six months from the date they become payable.

b.) As certified by the management on which we have relied upon the dues of income tax or sale tax or service tax or duty of custom or duty of excise or value added tax or cess which have not been deposited on account of dispute and the forum where the dispute is pending are given below:

Particulars of dues	Amount Rs. '000'	Financial Year to which amount relates	Forum where dispute is pending
Excise Duty	378	1999-2000	Tribunal
Income Tax Demand	152853	2012-13	CIT (Appeals)

viii. Based on our audit procedure and in accordance with the information and explanation given to us by the company has not defaulted in repayment of dues to banks. The company does not have any loans or borrows from financial institutions or government and has not issued any debentures.

ix. The company has not raised any money during the year by way of initial public offer or further public offer (including debts instrument) or term loans and hence reporting under clause 3(ix) of the Order is not applicable.

x. According to the information and explanation given to us there has been no fraud noticed or reported during the year by the company or on the company by its officers or employees.

xi. In our opinion the managerial remuneration paid/provided during the year is in accordance with requisite approvals mandated by the provisions of section 197 read with Schedule V of Companies Act 2013.

xii. The company is not a nidhi company and hence reporting under clause 3(xii) of the Order is not applicable.

xiii. According to the information and explanation given to us the Company is in compliance with Section 177 and 188 of the Act, where applicable, for all transactions with the related parties and details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.

xiv. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Further the Company has converted 28,50,604 Share Warrants of Rs. 10/- each into Equity Shares of 28,50,604 of Rs. 10 each at a premium of Rs. 1/- each, as per the Scheme approved by BSE.

xv. As informed to us, during the year the company has not entered into any non-cash transactions with any of its directors or persons connected with the directors.

xvi. The Company is not required to get registered under section 45-IA of Reserve Bank of India Act 1934.

For **Anujeet Dandona & Co.**
Firm Registration No.006118C
Chartered Accountants

Sd/-

(**Anujeet Singh**)
Proprietor , FCA.
M No.73662
Place: Dehradun
Dated: 30.05.2016

ANNEXURE 'B' TO THE INDEPENDENT AUDITORS' REPORT

Referred to under "Report on Other Legal and Regulatory Requirements" of our Report of even date to the members of Himalya International Limited on the Financial statement for the year ended March, 2016.

"NOT APPLICABLE"

For **Anujeet Dandona & Co.**
Firm Registration No.006118C
Chartered Accountants

Sd/-

(**Anujeet Singh**)
Proprietor , FCA.
M No.73662
Place: Dehradun
Dated: 30.05.2016

ANNEXURE 'C' TO THE AUDITORS` REPORT OF HIMALYA INTERNATIONAL

Referred to in paragraph 3(f) to “Report on Other legal and regulatory requirement” of the independent Auditors` Report of even date to the members of Himalya International Limited on financial statement for the year ended March 31, 2016.

Report on the Internal Financial Controls under clause (i) of Sub Section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of Himalya International Limited (“the Company”) as of March 31, 2016 in conjunction with our audit of the standalone financial statement of the Company for the year ended on that date.

Management`s Responsibility for Internal Financial Controls.

The Company`s management is responsible for establishing and maintaining internal financial controls base on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants on India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company`s Policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and Completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors Responsibility

Our responsibility is to express an opinion on the Company`s internal financial controls over financial reporting base on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable on an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respect. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor`s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence I/we have obtained is sufficient and appropriate to provide a basis for out audit opinion on the Company`s internal financial controls system over financial reporting.

Meaning of Internal financial Controls over Financial Reporting

A Company`s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purpose in accordance with the generally accepted accounting principles. A company`s internal financial control over financial reporting includes those policies and procedures that

- 1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- 2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorization of management and directors of the company; and
- 3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company`s assets that could have a material effect on the financial statement.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the company considering the essential components of internal controls stated in Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Anujeet Dandona & Co.
Firm Registration No.006118C
Chartered Accountants

Sd/-
(Anujeet Singh)
Proprietor , FCA.
M No.73662

Place: Dehradun
Dated: 30.05.2016

Form A
 (For audit report with unmodified opinion)
 Pursuant to Regulation 33 of SEBI (listing obligation and disclosure requirements) Regulation, 2015

1	Name of the Company	HIMALYA INTERNATIONAL LIMITED
2	Annul financial statements for the year ended	March 31,2016 (standalone Result for the quarter and year ended march 31,2016)
3	Type of audit observation	Matter of Emphasis Report
4	Frequency of observation	Appeared third time
<u>SIGNATURES</u>		
	Chairman and Managing Director	(Man mohan Malik)
	Chairman of Audit Committee	(Man mohan Malik)
	CFO	(Ajay Kaushik)

For **Anujeet Dandona & Co.**
 Firm Registration No.006118C
 Chartered Accountants

Sd/-
(Anujeet Singh)
 Proprietor , FCA.
 M No.73662

Place: Dehradun
 Dated: 30.05.2016

HIMALYA INTERNATIONAL LIMITED

Himalya International Limited
Audited Balance Sheet as at March 31, 2016
(All amounts in Rs '000 unless otherwise stated)

	Note No	As at March 31, 2016	As at March 31, 2015
EQUITY & LIABILITIES			
Shareholders' funds			
Share capital	3	578,728	550,222
Share Application Money	4	-	37,571
Reserves and surplus	5	987,815	1,194,055
		1,566,543	1,781,848
Non-current liabilities			
Long-term borrowings	6	1,270,162	1,202,221
Deferred tax liabilities		79,160	68,780
Other Long term liabilities	7	302	402
Long-term provisions	8	32,941	32,689
		1,382,565	1,304,092
Current liabilities			
Short-term borrowings	9	523,125	520,295
Trade payables	10	70,053	33,057
Other current liabilities	10	94,452	49,319
Short-term provisions	11	2,712	1,858
		690,342	604,529
TOTAL		3,639,450	3,690,469
ASSETS			
Non-Current assets			
Fixed assets	12		
Tangible assets		1,698,464	1,800,278
Capital work-in-progress		525,271	524,144
Long-term loans and advances	13	74,416	72,228
Other non-current assets	14	247,048	279,196
		2,545,199	2,675,846
Current assets			
Inventories	15	600,779	611,003
Trade receivables	16	337,121	269,387
Cash and cash equivalents	17	14,148	18,317
Short-term loans and advances	18	81,078	77,755
Other current assets	19	61,125	38,161
		1,094,251	1,014,623
TOTAL		3,639,450	3,690,469

Statement of Significant Accounting Policies 2
The notes referred to above and notes to accounts from an integral part of the balance sheet

As per our report of even date for and on behalf of the Board

For Anujeet Dandona & Co.
Firm Registration No. 006118C
Chartered Accountants

Man Mohan Malik
Chairman & Managing
DIN:00696077

Sangita malik
Director
DIN:02428506

(Anujeet Singh)
Proprietor FCA
Membership no. 73662

Place: Dehradun
Date: 30.05.2016

Ajay Kaushik
CFO

Vijay Garg
Company Secretary

Himalya International Limited

Audited Statement of Profit and Loss Account for the year ended March 31, 2016

(All amounts in '000 Rupees unless otherwise stated)

	Note No	For the year ended March 31, 2016	For the year ended March 31, 2015
Continuing Operations			
Revenue from operations	20	1,135,998	1,009,232
Other Income	21	41,201	10,780
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	22	8,083	(90,433)
Total Revenue		1,185,282	929,579
Expenses:			
Manufacturing and other expenses	23	651,271	641,801
Employee benefits expense	24	62,574	61,185
Other expenses	25	301,019	158,530
Total Expenses		1,014,864	861,516
Earning before financial expenses, depreciation and amortisation, and taxes		170,418	68,063
Finance costs	26	210,265	337,329
Depreciation and amortisation expense	12	115,161	126,357
Profit Before extra ordinary item & Tax		(155,008)	(395,623)
Extra Ordinary Items:			
Provision for Bad Debts		18,992	1,235
Provision for w/o fire claim		24,711	-
Loss before Tax		(198,711)	(396,858)
Tax expense			
- Deferred tax		10,380	6,830
Loss for the year		(209,091)	(403,688)
Earnings per equity share [nominal value of share Rs 10/- (Previous year Rs 10/-)]			
- Basic		(3.61)	(7.34)
- Diluted		(3.61)	(6.74)

Statement of Significant Accounting Policies

2

The notes referred to above and notes to accounts from an integral part of the balance sheet

As per our report of even date

for and on behalf of the Board

For Anujeet Dandona & Co.
Firm Registration No. 006118C
Chartered Accountants

(Anujeet Singh)
Proprietor FCA
Membership no. 73662

Man Mohan Malik
Chairman & Managing Director
DIN:00696077

Sangita Malik
Director
DIN:02428506

Place: Dehradun
Date: 30.05.2016

Ajay Kaushik
CFO

Vijay Garg
Company Secretary

HIMALYA INTERNATIONAL LIMITED

Himalya International Limited

CASH FLOW STATEMENT FOR YEAR ENDED 31 ST MARCH, 2016		AMOUNT
PURSUANT TO CLAUSE 32 OF THE LISTING AGREEMENTS		(Rs. in '000)
CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit As per P& L Account		-209091
Adjustment for:		
Depreciation	115161	
Add/(Less) Refund/ (Payment) of Taxes	10380	125541
A. OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		-83550
Adjustment for :		
(Increase)/Decrease in Loan and advances	(2188)	
Increase/(Decrease) in Borrowings	67941	
Increase/(Decrease) in other long term Liabilities	152	
(Increase)/Decrease in Current Assets	(83797)	
(Increase)/Decrease in Other Non Current Assets	32148	
Increase/(Decrease) in Current Liabilities	85813	100069
NET CASH FROM OPERATIVE ACTIVITIES		16519
B.CASH FLOW FROM INVESTING ACTIVITIES		
Purchase (Sale) of / Advance for Fixed Assets		14474
NET CASH PAID FROM INVESTING ACTIVITIES		14474
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Proceeds from issue of share capital		
Forfiture of share warrant application money	(6214)	
Proceeds deom Share Premium	0	
NET CASH RECEIVED FOR FINANCING ACTIVITIES		(6214)
NET DECREASE IN CASH AND CASH EQUIVALENTS		(4169)
CASH AND CASH EQUIVALENT (OPENING)		18317
CASH AND CASH EQUIVALENT (CLOSING)		14148

For and on behalf of Board

Man Mohan Malik
Chairman & Managing Director
DIN:00696077

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, 2016 and found the same are drawn in accordance therewith and also with the requirements of Clause 32 of the listing Agreements with]

FOR ANUJEET DANDONA & CO.

Firm Registration No.006118C

Chartered Accountants

(ANUJEET SINGH)

Proprietor FCA

Membership No.73662

Place: Dehradun

Date: 30.05.2016

Himalya International Ltd.

Notes to Accounts

(All amounts in Rupees unless otherwise stated)

1. NATURE OF OPERATIONS : Himalya International Ltd., incorporated in New Delhi, India with UIN L70102DL1992PLC047399, is a food processing company engaged in growing of mushrooms (which qualifies as agriculture activity), 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 Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013. 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.

Projects under which assets are not ready for their intended use are disclosed under Capital Work-in-Progress.

(e) Depreciation : Depreciation is provided using the Straight Line Method as per the useful lives of the assets estimated by the management, as prescribed in schedule II to the companies act 2013 .

(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 : Investments that are readily realisable and intended to be held for not more than a year are classified as "current investments". All other investments are classified as "long-term investments". Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognise a decline other than temporary in the value of the investments

(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.

(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 the Companies Act, 2013

(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 :

(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 existed 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.

(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 sheetdate 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.

Himalya International Limited
Notes to Accounts
(All amounts in Rs '000 unless otherwise stated)

Note 3 Share Capital

Particulars	As at March 31, 2016	As at March 31, 2015
Authorised		
7,50,00,000 (Previous year 7,50,00,000) equity shares of Rs. 10/- each	750,000	750,000
Issued, Subscribed & Paid up		
5,78,72,884 (Previous year 5,50,22,280) equity shares of Rs. 10/- each	578,728	550,222
Total	578,728	550,222

- (a) 28,50,604 (Previous Year 27,22,074) equity shares were allotted on conversion of share warrants
(b) Reconciliation of shares outstanding at the beginning and at the end of the year

Particulars	As at March 31, 2016		As at March 31, 2015	
	Number ('000)	Amount in Rs. '000	Number ('000)	Amount in Rs. '000
Equity shares				
At the beginning of the year	55,022	550,222	52,300	523,001
Issued during the year	2,851	28,506	2,722	27,221
Outstanding at the end of the year	57,873	578,728	55,022	550,222

- (c) Terms/rights attached to equity shares
The Company has only one class of equity shares having a par value of Rs. 10 each. No dividend has been proposed.
In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts.
- (d) Details of Shares held by each shareholder holding more than 5% shares

Name of Shareholder	As at March 31, 2016		As at March 31, 2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
First Family Holding	3,302,613	5.71	3,302,613	6.00
Himalaya Intetrnational Inc	4,868,778	8.41	3,618,174	6.58

- (e) Shares reserved for issue under options
For details of shares reserved for issue under the employee stock option (ESOP) plan of the company please refer Note No.27.5

Particulars	As at March 31, 2016	As at March 31, 2015
-------------	-------------------------	----------------------------

Note 4 Share application money pending allotment

Application Money Share warrants (Previous Year 48,74,606 warrants @ Rs. 2.75 per warrant)	-	13405
Allotment Money Share warrants (Previous Year 29,29,231 warrants @ Rs. 8.25 per warrant)	-	24166
Total	-	37,571

Note 5 Reserve and surplus

Capital Fund	104	104
Capital Reserve	132,068	132,068
Securities premium reserve		
Balance as per last financial statements	334,933	332,211
Add: premium received on issue of equity shares	2,851	2,722
Closing Balance	337,784	334,933
Accumulated Profits in the statement of profit and loss		
Balance as per last financial statements	726,950	1,196,169
Less : Depreciation adjustment (see Note 12.1)	-	(65,531)
Loss for the year	(209,091)	(403,688)
Accumulated Profits in the statement of profit and loss	517,860	726,950
Total reserves and surplus	987,815	1,194,055

Note : Capital Reserve include Capital Subsidy given by MOFPI, NHB & Himachal Pradesh State Government.

HIMALYA INTERNATIONAL LIMITED

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Notes to Accounts

(All amounts in Rs '000 unless otherwise stated)

Note 6 Long term borrowings

Particulars	Non Current Portion		Current Maturities	
	As at	As at	As at	As at
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
Secured				
Term loans				
from banks	1,266,861	1,200,632	62,671	3,877
from other parties	3,301	1,589	2,674	987
Total	1,270,162	1,202,221	65,345	4,864

Notes:

A. Term loans from banks:

- Term Loans are secured by First pari passu charge over the entire fixed assets of the company at Paonta sahib (H.P.) and Mehsana (Gujarat), with Joint Lending Forum comprising SBI, Corporation Bank, Bank of Baroda and Exim Bank, alongwith personal guarantees of the Directors and Promoters.
- All vehicle loans are secured against the vehicle and personal guarantee of the CMD Mr. Man Mohan Malik.
- The Company has not defaulted in repayment of either principal or interest during the year. The loans were renewed & restructured under the Joint lending Forum .
Under the said scheme JLF has sacrificed an amount of Rs. 14.45 cr (Sacrifice amount of SBI Rs.4.32 cr, Corporation Bank Rs. 6.62 cr, BOB Rs. 3.51 cr and Exim Bank- NIL & Promoters have infused an amount of Rs. 3.84 cr.)

Particulars	As at	As at	Rate of Interest	Date of Maturity	Repayment	Instalment due in	Instalment due
	March 31, 2016	March 31, 2015					
State Bank of India TL -2 (In INR)	62,658	62,695	11.30	30.06.2024	Quarterly	2,800	-
State Bank of India WCTL -(In INR)	121,455	121,526	11.30	30.06.2024	Quarterly	5,400	-
State Bank of India FITL-1 (In INR)	66,825	39,769	11.30	30.06.2024	Quarterly	3,700	700
State Bank of India WCTL -(In INR)	5,452	5,455	11.30	30.06.2024	Quarterly	200	-
State Bank of India FITL-2 (In INR)	7,497	-	11.30	30.06.2024	Quarterly	900	-
Corporation Bank TL -(In INR)	245,742	245,882	11.30	30.06.2024	Quarterly	11,100	-
Corporation Bank WCTL -(In INR)	9,288	9,294	11.30	30.06.2024	Quarterly	400	-
Corporation Bank WCTL -(In INR)	85,628	85,677	11.30	30.06.2024	Quarterly	3,800	-
Corporation Bank FITL - (In INR)	96,722	45,562	11.30	30.06.2024	Quarterly	5,300	800
Export Import Bank of India (FCNR)	320,473	312,671	5.25+Libor	30.06.2024	Quarterly	14,400	-
Export Import Bank of India FITL-(In INR)	25,568	12,737	12.00	30.06.2024	Quarterly	3,200	600
Bank of Baroda (In INR)	238,568	238,652	12.00	30.06.2024	Quarterly	9,700	-
Bank of Baroda FITL (In INR)	42,985	22,559	12.00	30.06.2024	Quarterly	1,100	400
HDFC Bank Vehicle Loan-(In INR)	-	693	8.73	05.10.2015	Monthly	-	693
HDFC Bank Vehicle Loan-(In INR)	-	7	10.75	20.10.2015	Monthly	-	24
HDFC Bank Vehicle Loan-(In INR)	671	1,330	10.75	01.03.2017	Monthly	671	660
Total	1,329,532	1,204,509				62,671	3,877

B. Term loans from other parties

- All vehicle loans are secured against the vehicle and personal guarantee of the CMD, Mr. Man Mohan Malik, taken from BMW financial Services and Tata Capital Limited.
- The Company has not defaulted in repayment of either principal or interest during the year.

Particulars	As at	As at	Rate of Interest	Date of Maturity	Repayment	Instalment due in	Instalment due
	March 31, 2016	March 31, 2015					
Tata Capital Limited Vehicle Loan (In INR)	38	122	11.00	15.08.2016	Monthly	38	84
BMW Financial Service Vehicle Loan (In INR)	1,552	2,454	10.82	01.09.2017	Monthly	1,004	903
Mahindra Finance Vehicle loan (In INR)	4,385	-	11.00	20.06.2019	Monthly	1,632	-
Total	5,975	2,576				2,674	987

Himalya International Limited

Notes to Accounts

(All amounts in Rs '000 unless otherwise stated)

Particulars	As at March 31, 2016	As at March 31, 2015
Note 7 Other long term liabilities		
Others		
Advances and deposits from customers (Non Current)	302	402
Total	302	402
Note 8 Long term provisions		
Provision for employee benefits		
Provision for gratuity	5,518	5,266
Provision for tax	27,423	27,423
Total	32,941	32,689
Note 9 Short term borrowings		
Secured		
Loans repayable on demand		
Cash Credit/Export Credit facilities	523,125	520,295
Total	523,125	520,295
Details		
Corporation Bank (Against Export Bills)	11,563	20,448
Corporation Bank (CC against stock & debtors)	215,382	196,406
Corporation Bank (EPC against Stock)	-	3,552
Sbi 34946964752 (PCL against Stock)	9,564	-
SBI (Against export Bills)	27,981	28,795
SBI (CC against stock & Debtors)	196,632	240,833
SBI (EPC against Stock)	62,003	30,261
Total	523,125	520,295
Notes:		
a.	All working capital limits are secured by first pari charge over the entire current assets of the Company with Corporation Bank, alongwith personal guarantees of the Directors and Promotors.	
Note 10 Other Current Liabilities		
Trade payables	70,053	33,057
Total	70,053	33,057
Other Liabilities		
Current maturities of long-term debt	65,345	4,864
Creditors for purchase of fixed assets	12,588	19,687
Other payables		
Expense payable	12,119	16,607
TDS payable (tax deducted at source)	4,046	5,126
Employees State Insurance payable	77	846
Employees Provident Fund payable	277	2,189
Total	94,452	49,319
Total	164,505	82,376
Note 11 Short term provisions		
Provision for employee benefits		
Provision for leave encashment	1,232	1,273
Other		
Provision for gratuity	1,480	585
Total	2,712	1,858

Himalya International Limited
 Notes to Accounts
 (All amounts in Rs '000 unless otherwise stated)

Note 12. Fixed assets- Tangible assets

PARTICULARS	GROSS BLOCK		DEPRECIATION/AMORTISATION			NET BLOCK				
	AS ON 01.04.15	ADDITIONS DURING THE PERIOD	SALES/ADM. DURING THE PERIOD	AS ON 31.03.2016	DEP. CHARGED IN RRS	DEPRECIATION FOR THE YEAR	ADJUSTED WITH RETAINED EARNING	TOTAL AS ON 31.03.2016	AS ON 31.03.2016	AS ON 31.03.2015
Land	154952	1410	0	156362	0	0	0	156362	154952	
Building	707806	3228	0	711034	103063	22637	0	125700	585334	604743
Plant & Machinery	1533416	3575	0	1536991	520887	86344	0	607231	929760	1012529
Furniture and Fixture	13309	0	0	13309	6936	933	0	7869	5440	6373
Vehicles	50549	5134	0	55683	28868	5247	0	34115	21568	21681
TOTAL	2468832	13347	0	2482179	697754	115161	0	774915	1698464	1800278
Previous Year	(2498532)	0	(8500)	(2460032)	(467860)	(126357)	(65531)	(652754)	(1800278)	(2000560)
Capital work in Progress									525271	524144

Note 12.1 The Company has imported French Fry & Potato Speciality Line machinery. During the year this Machinery could not be installed, as such the amount is being shown as CWIP.

Himalya International Limited
Notes to Accounts
(All amounts in Rs '000 unless otherwise stated)

	As at	
	March 31, 2016	March 31, 2015
Particulars		
Note 13 Long Term Investments (At cost)		
(Equity Shares, Fully Paid up and unquoted)		
In Joint Venture (Himalya Simplot Pvt Ltd.)		
2279966 Shares of Rs. 10/- each	114,936	114,936
Less: Provision for diminution in value of investments	114,936	114,936
Total	-	-
Long Term loans and advances		
Capital advances		
Security deposits		
Unsecured, considered good		
Deposits to others	3,869	4,333
	3,869	4,333
Subsidy and Other Receivables		
Unsecured, considered good		
Capital Subsidy (MOFPI)	3,167	3,167
Capital Subsidy Cheese Plant (MOFPI)	3,750	3,750
Capital Subsidy (Cold Chain from MOFPI Gujarat Plant)	25,000	25,000
	31,917	31,917
Other loans and advances		
Unsecured, considered good		
Advance tax and tax deducted at source	38,630	35,978
	38,630	35,978
Total	74,416	72,228
Note 14 Other Non Current Assets		
Unsecured, considered good unless stated otherwise		
Mat Credit entitlements	18,522	25,959
Advance to corporate	6,122	6,122
Claim receivable	247,115	247,115
Less: Provision for w/o	24,711	-
	222,404	247,115
Total	247,048	279,196
<p>Note 14.1: Claim receivable of Rs. 24.71 crore is against stocks destroyed in a fire in a warehouse on September 2, 2013 in United States of America. A claim has been filed against the warehouse. This amount is shown non-current assets on account of possible delays in recovery from insurance company, due to investigation on causes of fire by Federal US agencies. The Claim has been dragged and is bagged down by the warehouse lawyers on several pretexts including third party claims. The third party claims include their vendors and vendors insurance companies for the faulty solar panels and other equipments supplied to the warehouse. Besides warehouse insurance cover is not sufficient to cover the damages of all the stocks totally gutted in the fire. Management proposes to settle down the amount and is of the opinion that the amount acceptable to insurance companies involved is going to be lower than our damages. Thus management has decided to write off 10% of the amount in this year balance sheet.</p>		
Note 15 Inventories		
Inventories (at lower of cost and net realisable value)		
Raw Material	60,275	65,322
Goods in Process	193,398	165,736
Finished Goods	291,982	292,118
Goods in transit	-	19,443
Consumables	55,124	68,384
Total	600,779	611,003

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Notes to Accounts

(All amounts in Rs '000 unless otherwise stated)

Particulars	Non-Current		Current	
	As at March 31, 2016	As at March 31, 2015	As at March 31, 2016	As at March 31, 2015
Note 16 Trade Receivables				
Outstanding for a period exceeding six months from the date they are due for payments				
Unsecured, considered good	55,425	125,097	-	-
	55,425	125,097	-	-
Other debts				
Unsecured, considered good	-	-	300,688	145,525
	-	-	300,688	145,525
Provision for doubtful debts	18,992	1,235	-	-
	18,992	1,235	300,688	145,525
Total	36,433	123,862	300,688	145,525
Trade Receivable includes				
Dues From Private Limited Companies in Which				
- Himalya Simplot Pvt Ltd	1235	1235		
Less : Provision for Bad and Doubtful Debts	1235	1235		
	-	-	-	-
Note 17 Cash and Cash Equivalents				
Balances with banks:				
On current accounts with scheduled banks	-	-	4,941	4,945
On current accounts with Non scheduled banks	-	-	-	1
On EEFC accounts	-	-	30	28
	-	-	4,971	4,974
Cash on hand	-	-	91	5,023
Other Bank Balances				
Deposits with original maturity for more than 12 months (The non current FDR's are under lien against bank guarantees issued)	7,037	4,531	2,049	3,789
	7,037	4,531	7,111	13,786
Note 18 Short term loans and advances				
Loans and advances to related parties				
Unsecured, considered good				
Loan to related parties			56,562	57,458
			56,562	57,458
Others				
Unsecured, considered good				
Advances recoverable in cash or in kind or for value to be received			18,506	14,480
TDS/vat receivable			2,045	204
Interest receivable			-	113
Staff advance			3,965	5,500
			24,516	20,297
Total			81,078	77,755
Dues from private limited companies in which one or more directors of the Company are directors:				
APJ Laboratories Ltd			56,562	56,179
Doon Valley Foods Pvt Ltd.			-	1,279
			56,562	57,458
Note 19 Other Current Assets				
Unsecured, considered good				
Subsidy and incentive receivable			61,125	38,161
Total			61,125	38,161

Himalya International Limited

Notes to Accounts

(All amounts in Rs '000 unless otherwise stated)

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
Note 20 Revenue from Operations		
Sale of goods		
Sales- Export	710,620	299,738
Sales- Fresh Mushroom (Agriculture)	192,537	309,757
Sales- Domestic	232,841	399,737
Total	1,135,998	1,009,232
Note 21 Other Income		
Minimum Guarantee against processing charges	3,022	2,553
Interest income	2,290	234
Export Incentives	29,676	7,993
Share Warrant Application money Forfeited (refer note 27.21)	6,213	-
Total	41,201	10,780
Note 22 Changes in inventories of finished goods work-in-progress and Stock-in-Trade		
Opening Stock		
Goods in Process	165,736	169,117
Finished Goods	292,118	387,294
Finished Goods-in Transit	19,443	11,319
	477,297	567,730
Closing Stock		
Goods in Process	193,398	165,736
Finished Goods	291,982	292,118
Finished Goods-in Transit	-	19,443
	485,380	477,297
Total	8,083	(90,433)
Note 23 Manufacturing & Other Exp		
Raw Material & Consumables Consumed	361,028	434,992
Labour & Labour welfare	69,664	60,487
Power & Fuel	109,222	66,137
Freight Inward	1,348	2,257
Packing Expenses	104,796	77,123
Others	5,213	805
Total	651,271	641,801
Raw Material & Consumables Consumed		
Opening Stock	133,706	66,566
Purchases	342,721	502,132
Less : Closing Stock	115,399	133,706
Cost of Goods Consumed	361,028	434,992

Himalya International Limited**Notes to Accounts**

(All amounts in Rs '000 unless otherwise stated)

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
Note 24 Employee Benefit Plans		
Salaries, wages and bonus	57232	53809
Contribution to		
Provident fund	1601	2321
Employees' State Incorporation Fund	686	844
Gratuity expenses	1411	2031
Staff welfare expenses	1644	2180
Total	62574	61185
Note 25 Other Expenses		
Power and fuel	321	406
Rent:		
- Offices and Godowns	1,818	3,789
Rates and taxes	2,650	2,382
Insurance	1,581	2,615
Repairs and maintenance:		
- Plant and machinery	8,285	3,101
- Building	1,684	1,195
- Others	1,441	62
Advertisement and sales promotion	395	2,150
Postage and courier	526	751
Travelling and conveyance	7,299	7,687
Printing and stationery	1,105	577
Communication	1,668	2,115
Legal and professional	5,937	6,285
Payment to Auditors (refer note 27.2)	621	617
Selling Expenses	161,653	54,994
Freight Outward	23,898	43,724
Miscellaneous expenses	80,137	26,080
Total	301,019	158,530
Note 26 Finance Cost		
Interest expense		
on fixed loans	185851	176009
on other loans	1015	1324
Loss on account of foreign exchange fluctuation:		
- Current Period	20956	11471
- Prior Period	0	124973
Other borrowing costs	2443	23552
Total	210265	337329

Himalya International Limited
Notes to Accounts
(All amounts in Rs '000 unless otherwise stated)

Note 27

27.1 Directors' Remuneration

(included under head salary)	2016	2015
Salaries to Managing Director	10,200	9,506
Salaries to Whole Time Director	1,918	1,862
Contribution to Provident fund	22	20
	<u>12,140</u>	<u>11,388</u>

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.

27.2 Auditor's Remuneration

(included under head administrative expenses)	2016	2015
Professional Fee		
-Audit Fees	500	500
-Tax Audit Fees	100	100
Reimbursement of Expenses	21	17
	<u>621</u>	<u>617</u>

27.3 Related Party Disclosures

a Name of Related Parties

Key Management Personnel and their relatives	Mr. M.M. Malik Mrs. Sangita Malik
Enterprises over which key management personnel / shareholders and their relatives have significant influence	Himalya Carbonates Pvt. Ltd. Doon Valley Foods Pvt. Ltd. APJ Laboratories Ltd Himalya Simplot Pvt Ltd.

b Nature of transaction

(i) Managerial Remuneration

	2016	2015
Mr. M.M. Malik	10,200	9,506
Mrs. Sangita Malik	1,918	1,882

	2016		2015	
	Transaction Value	Closing Balance	Transaction Value	Closing Balance
(ii) Loans & Advances				
APJ Laboratories Ltd	423	56,562	4,108	56,179
Doon Valley Foods Pvt Ltd.	18,414	0	76,335	1279 (Dr)
			31.03.2016	31.03.2015

(iii) Purchases Value

APJ Laboratories Ltd	152	4,108
Doon Valley Foods Pvt Ltd.	18,414	74,790

(iv) Shares Alloted

	31.03.2016	31.03.2015
Himalya Carbonates Pvt Ltd. (No. of 16,00,000 Shares of Rs. 10 each at a premium of Rs. 1/-)	1,600,000	Nil

27.4 Contingent Liabilities not provided for

	2,016	2,015
Guarantees and Counter guarantees given by the Company	5,620	9720
Letter of credit	7,492	0
Income Tax demands in respect of assessment years 2013-14 against which the Company has gone in appeal	152,853	0
Excise duty on Domestic Tariff Areas sales pending in Delhi Tribunal	378	378
	<u>166,343</u>	<u>10,098</u>

HIMALYA INTERNATIONAL LIMITED

27.5 Employee Stock Option Plans

The Company has, during the year 2015-16, not granted any option under Employees Stock Option Scheme 2008.

27.6 Disclosures as required under Accounting Standard 15 (revised) is given below:

Brief Description: A general description of the defined benefit plans is given below:-

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	2016	2015
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 and 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

Defined Contribution Plan	Expenses recognised during 2015-16	Contribution for key management personnel 2014-15
Employer's contribution to provident fund	1,947	22
(Previous year)	(2321)	(20)
Employer's Contribution to Employee State Insurance	696	0
(Previous year)	(844)	0

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	6,998	0	0
(Previous year)	(5851)	0	0

27.7 Derivative Instruments and hedged Foreign Currency Exposures

Particulars of Derivatives	2016		2015	
	Rs'000	US\$'000	Rs'000	US\$'000
Forward contract outstanding as at Balance Sheet date	389,109	5,880	112,554	1,800
Purpose	Hedge of expected future sales			

Conversion rate applied 1 USD= Rs. 66.175 (Previous rate Rs.62.53)

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

Particulars	2016		2015	
	Rs'000	US\$'000	Rs'000	US\$'000
Secured loan (Exim Bank)	320,473	4,843	312,671	5,019
Secured loan (Corporation Bank)	0	0	187,000	4,044

27.9 Deferred Payment Liabilities

Particulars	2016	2015
Deferred Current Assets (Liabilities) as per Balance Sheet	(68781)	(61951)
Deferred Tax Liability		
Depreciation as per Companies Act	115,161	126,357
Depreciation as per Income Tax Act	147,507	150,444
Difference	32,346	24,087
Deferred Tax Liability	10,495	7,815
Deferred Tax Assets on 43B Items		
PF (Employers Share) not deposited as on 31.03.2016	277	2,189
ESI (Employers Share) not deposited as on 31.03.2016	77	846
Total	354	3,035
Deferred Tax Assets	115	985
	(10380)	(6830)
Net Deferred Tax Liability	(79161)	(68781)

27.10 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 31.03.2016. Amount outstanding to these enterprises to the year ended 31.03.2016 is Rs. Nil (previous year Rs. Nil)

27.11 Segment Disclosure

Information About the Secondary Segments

Revenue and sundry debtors as per Geographical Markets

Particulars	Revenue		Sundry Debtors	
	2016	2015	2016	2015
India	425,378	709,494	33,753	39,689
Outside India	710,620	299,738	303,368	229,698
Total	1,135,998	1,009,232	337,121	269,387

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

27.12 Value of imports calculated on CIF basis

	2016	2015
Raw materials	0	0
Components and spare parts	0	0
Capital goods	0	279,721

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

	Percentage of total consumption		2016	2015
	2016	2015		
a Raw Materials				
Imported	0.00%	0.00%	0	0
Indigenously obtained	100.00%	100.00%	361,028	434,992
	100.00%	100.00%	361,028	434,992
b Spare Parts / Components				
Imported	0.00%	0.00%	0	0
Indigenously obtained	100.00%	100.00%	8,285	3,101
	100.00%	100.00%	8,285	3,101

c Expenditure in foreign currency (Accrual basis)

	2016	2015
Professional fees	0	0
Purchase of Raw Materials	0	0
General, Administrative and Selling expenses	193,477	78,806
Advance for purchases of Machinery (Anko Machine Co. Ltd.)	1,871	0

d Earnings in foreign currency (Accrual basis)

	2016	2015
Exports Value	710,620	299,738

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

	2016	2015
Basic E.P.S.	-3.61	-7.34
Diluted E.P.S.	-3.61	-6.74
Calculation of Basic E.P.S.		
a) Net Profit for the year attributable To Equity Shareholders	(209091)	(403688)
b) Weighted Average Number of Equity Shares	57872604	55022280
c) Basic Earnings per Share (a/b)	-3.61	-7.34
d) Nominal Value per Share	Rs. 10/-	Rs. 10/-
Calculation of Diluted shares		
Weighted Average number of equity shares	57872604	55022280
Number of shares in respect of shares warrants	0	4874606
	57872604	59896886

27.15 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 note 25.
- c The year wise breakup of future lease payments in respect of leased premises are as under:

Particulatrs	2016	2015
Minimum lease payments:		
Not later than 1 year	228	3552
Later than 1 year but not later than 5 years	0	0
Later than 5 years	0	0

27.16 Disclosure of the Company's interest in jointly controlled assets:

The Company has interest in the following jointly controlled entity:

Name Of the company	Company's interest (% of holding)	Amount of Investment Rs '000	Partners and their participating interest
Himalya Simplot Private Ltd.	50	114,936	Simplot India LLC 50%

The Company had invested in 50% shareholding of Himalya Simplot Private Limited (the "joint venture") which was managed by the JV partner, Simplot India LLC.

The Company has access to the audited accounts of the joint venture for the financial year ended 31 March 2014. Audited financial statements for subsequent years have not been made available to the Company. Based on information available with the Company that the operations of the joint venture have ceased, the Management, as a measure of abundant prudence, made a provision for diminution in the value of the investment made in the entity in the financial year ended 31 March 2016.

The Company as well Simplot India LLC have preferred counter claims against each other.

- Simplot India LLC has invoked arbitration at Singapore which the Company has challenged on grounds of jurisdiction. The Company has been legally advised that the claim of Simplot India LLC is untenable and liable to be rejected or substantially diluted, and accordingly, no provision is considered necessary.
- The Company has filed case against Simplot India LLC before the Hon'ble Delhi High Court, which has been directed to Delhi High Court arbitration centre.

27.17 There are no material prior year items included in the Statement of Profit and Loss, except to the extent disclosed at the appropriate place in the Notes.

27.18 Disclosure as per listing agreements with the Stock exchanges

Loans and Advances in the nature of loans given to the subsidiaries, associates and others and Investment in shares of the company, by such companies: Rs. NIL

27.19 During the year there is no liability to pay MAT as company is in loss.

27.20 Transfer pricing

The Company is of the opinion that its domestic transactions with related parties is at arm's length and in compliance with the transfer pricing legislation. The management believes that the aforesaid legislation will not have any impact on the financial statements, particularly on its tax expense and liability.

27.21 Forfeiture of Share warrant application money

The Company has, during the year forfeited the share warrant application money Of Rs 62.13 lakhs, as the applicant did not pay the call money during the prescribed period of the scheme.

27.22 Previous Year Comparatives

Previous year's figures have been regrouped / rearranged where necessary to conform to current year's presentation.

Signatures to Notes 1 to 27

As per our report of even date
For Anujeet Dandona & Co.
 Firm Registration No. 006118C
Chartered Accountants

For and on behalf of the Board

(Anujeet Singh)
 Proprietor FCA
 Membership No. 73662

Man Mohan Malik
 Chairman & Managing Director
 DIN:00696077

Sangita Malik
 Director
 DIN: 02428506

Place: Dehradun
 Date: 30.05.2016

Ajay Kaushik
 CFO

Vijay Garg
 Company Secretary

HIMALYA INTERNATIONAL LIMITED

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Regd. Office: E-555, 2nd Floor, Palam Extension, Sector -7, Dwarka, New Delhi - 110077
 Phone: 91 -011-45108609, 91 -1704- 223494, Fax: 225178 Website: www.himalyainternational.com

Form MGT -11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):
Registered Address:
E-mail ID:
Folio / DP ID - Client ID No.:

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

1 Name: _____ Address: _____

E-Mail ID: _____ Signature: _____ or failing him / her

2 Name: _____ Address: _____

E-Mail ID: _____ Signature: _____ or failing him / her

3 Name: _____ Address: _____

E-Mail ID: _____ Signature: _____ or failing him / her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 25TH Annual General Meeting of members of the Company, to be held on Wednesday, the 14th Day of September 2016, at 04:00 PM at Govindam Banquet Hall, WZ 306 -0, Data Ram Marg, Near Fly Over, Sector -7, Dwarka New Delhi and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	For	Against
Ordinary Resolution			
1	Adoption of audited financial statements (standalone and consolidated) of the Company for the financial year ended 31 st March, 2016, together with the Reports of the Board of Directors and Auditors' thereon		
2.	To Change in Designation of Mrs. Anita Kakkar (DIN: 02572315), who retires by rotation and being eligible, offers herself for re-appointment and change of their designation from executive Director to non Executive, non Independent Director of the Company		
3	Ratification of the appointment of M/s Anujeet Dandona & Company, Chartered Accountants, as Statutory Auditors of the Company		
4.	Regularisation of Additional Director, Mr. Keshav Sharma (DIN: 07487488) as Executive Director of the Company.		
5	Regularisation of Additional Director Col Praveen Mehta Kumar (DIN: 07501022) as Executive Director of the Company		
Special Resolution			
6	Re-appointment of Mr. Man Mohan Malik as Chairman cum Managing Director of the Company for a period of 5(Five) year w.e.f 1st March 2017 to 28th February 2022 as on agreed term & conditions B		

Signed this day of 20.....

 Signature of Shareholder

 Signature of Proxy holder(s)

Affix
 revenue
 stamp

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered / Corporate Office of the Company, not less than 48 hours before the commencement of the Meeting.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 25th Annual General Meeting.
- It is optional to put a (v) in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he / she thinks appropriate.

HIMALYA INTERNATIONAL LIMITED

CIN: L70102DL1992PLC047399

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

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

ATTENDANCE SLIP

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

Name and address of the Member(s)

Joint Holder 1

Joint Holder 2

Number of Shares held:

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

I hereby record my presence at the 25th Annual General Meeting of the Company at Govindam Banquet Hall, WZ 306-0, Data Ram Marg, Near Fly Over, Sector-7, Dwarka New Delhi on Wednesday, the 14th Day of September 2016, at 04:00 PM.

_____ Name of the member / proxy Signature of member / proxy

Note:

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

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

Electronic Voting Particulars

Electronic Voting Sequence No.	User ID	*Sequence Number

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

BOOK POST



(A VIEW OF HIMALYA INTERNATIONAL LTD. HIMACHAL PRADESH & GUJARAT PLANT)

To,

.....
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.....

If undelivered please return to :
HIMALYA INTERNATIONAL LIMITED.
Village : Shubhkhera,
Paonta Sahib-173 025 (H.P.)
Phone : 01704-223494
Fax : 01704-225178
www.HimalyaInternational.com