



Himalaya

FOOD INTERNATIONAL LTD



27th
Annual Report
YEAR 2017-2018



HIMACHAL PRADESH | GUJARAT | U.S.A

HIMALAYA FOOD INTERNATIONAL LIMITED

BOARD OF DIRECTORS

MAN MOHAN MALIK

Chairman & Managing Director

SANGITA MALIK

Whole time Director

SUNIL KHERA

Independent Director

ASHISH SACHDEVA

Independent Director

AJAY KAUSHIK

C. F. O.

VIJAY GARG

Company Secretary

AUDITORS

M/s Satnam Associate
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.HimalayaFoodCompany.com

HEAD OFFICE & PLANT

Village : Shubhkhera, Paonta Sahib
Distt. Sirmour (H.P.) 173 025
Tel.: 01704-223494, 8894788509
Fax: 01704-225178

GUJARAT PLANT

Survey No.: 215/A/I,
Vadnagar - Navapura - Redlaxmipura Road
Sultanpur - 384 355
Distt. Mehsana, Gujarat
Phone : 72111 93505

Dear Himalaya Family,

On behalf of the Board of Directors, I welcome you all to 27th AGM of your company.

The success of our company is important for Emerging India signifying the importance of Rural Jobs, enhancing the incomes of the Farmers & earning forex through Agro Exports.

Inspite of the hiccups & after-pains of the JV failure we stay focused and dedicated to make the final recovery.

The results of FY 18 reflect continued efforts on sustenance and plans for quantum leap towards exponential growth.

Himalaya is the only food company with so much diversified portfolio of products in chilled, frozen & canned categories and has the largest production capacities in the country. The immediate key is to first pick the low hanging fruit by boosting Mushrooms and the fulfillment of export orders. The next challenge shall be of putting all capacities in optimal operational mode asap.

In pursuit of this target, we have requested our Banks to approve the debt resolution Plan and we hope to conclude this in the next few weeks.

We have opened 20 franchisee stores, mainly in NCR Delhi, for sale of our products in Domestic Market. There are hundreds of applications pending to open franchisee stores and we shall setup more stores after rectifying teething troubles of the existing stores.

We have a large order book to be fulfilled for US Exports and much more is in pipeline to be committed in next few months.

We have great Passion driving us through the tough times and to achieve great success we require more Perseverance & Patience.

I reassure you that your management & executive teams have the requisite mettle to surmount any impediments to achieve the Goals and realize the 'Vision 2020'.

Thanking & Requesting you for your continued trust & patience and wishing you great times ahead!

Sincerely

For Himalaya International Ltd

Man Mohan Malik

Chairman

NOTICE

NOTICE is hereby given that the 27th Annual General Meeting of the members of the Company will be held on Saturday, the 29th Day of September 2018, at 03:00 PM at Priyanka Party Hall, Adjoining Vandana Int. School, behind Dwarka Court, (Near Sec -10 Metro Station) New Delhi to transact the following business: -

ORDINARY BUSINESS:

1. To consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the year ended 31st March 2018 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Ashish Sachdeva DIN: 03069836, who retires by rotation and being eligible, offers herself for re-appointment.
3. To consider and, if thought fit, to pass the following resolutions, with or without modification as an Ordinary Resolutions :
“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 & 148 (3) and all other applicable provisions of the Companies Act, 2013 (the “Act”) if any, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, **M/s Satnam Associates, Chartered Accountants (Firm Regn. No. 09870C) Dehradun Uttarakhand** be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting to till the conclusion of next Two (2) Annual General Meeting, who relinquish office at the conclusion of the AGM, subject to ratification as to the said appointment at every annual general meeting on such remuneration to be fixed by the Board of Directors on the recommendation of the Audit Committee plus Service Tax/GST payable thereon and reimbursement of travelling and other incidental expenses, if any incurred by them in connection with the audit.

SPECIAL BUSINESS:-

4. To consider and, if thought fit, to pass the following resolutions, with or without modification as an Ordinary Resolutions :
“**RESOLVED THAT** the Disclosure on Non-Promoter allottee of warrant on EGM dt 12th January 2018 to **M/s LRSD Securities Private Limited** detail of their ultimate beneficiaries of **Lalit Dua (HUF) PAN AAAHL7279J** holding 25% Shares each in **M/s LRSD Securities Private Limited**.
(1) Mr. Lalit Dua (Karta) (2) Mrs. Ritu Dua, Spouse of Karta
(3) Ms. Shreya Dua, Daughter of Karta, (4) Ms. Dakshata Dua, Daughter of Karta.
BSE In-Principle approval under Regulation 28(1) of the SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 received on dated 19th February 2018.
5. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Special Resolution:-
Regularisation of Additional Director, Mr. Sanjiv Kumar Kakkar DIN 02434426 by appointing him as Executive Director of the Company:-
“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Sanjiv Kumar Kakkar (DIN 02434426) who was appointed as an Additional Director w.e.f from 28th October 2017 by the Board of Directors of the Company and who holds office as such up to the date of this Annual General Meeting be and is hereby appointed as a Executive Director of the Company for the period of 5 years.”
6. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Special Resolution:-
Regularisation of Additional Director. Mr. Akhil Gupta DIN 07971889 by appointing him as Executive Director of the Company:-
“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Akhil Gupta (DIN 07971889) who was appointed as an Additional Director w.e.f from 28th October 2017 by the Board of Directors of the Company and who holds office as such up to the date of this Annual General Meeting be and is hereby appointed as a Executive Director of the Company for the period of 5 years.”

7. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Special Resolution:-

Regularisation of Additional Director, Mr. Surendra Kumar Kaushik (DIN: 05286196), by appointing him as Independent Director of the Company:-

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Mr. Surendra Kumar Kaushik (DIN: 05286196), who was appointed as an Additional Director of the Company with effect from 22nd January, 2018 under Section 161 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five years.”

**By order of the Board of Directors
Himalaya Food International Limited**

Sd/-

Vijay Garg

(Company Secretary)

Place: Paonta Sahib

Date: 30.08.2018

NOTES:

- 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.
- 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.
- Members/Proxies should bring the enclosed attendance slip duly filled in, for attending the meeting, along with the Annual Report.
- The Register of Members and Share Transfer Books of the Company will remain closed from 24th September 2018 to 29th September 2018, both days inclusive.
- 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.
- Members are requested to notify the change in their addresses and bank account details, if any.
- 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.
- 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, BH_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
 - a. 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;
 - b. Quote the Folio/Client ID & DP ID Nos. in all correspondence;
 - c. 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 <https://himalayafoodcompany.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, and 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, Himalaya International Limited is offering e-voting facility to its members in respect of businesses to be transacted at the 27th Annual General Meeting scheduled to be held on Saturday, the 29th Day of September 2018, at 03:00 PM. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide E- voting facilities. The Notice of the 27th AGM and its communication is also available at the company's website at <https://himalayafoodcompany.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:

- (I) The voting period begins on < **26th September 2018 at 9.00 A.M.** > and ends on < **28th September 2018 at 5.00 P.M.** >. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of < **24th September 2018** > may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:-

PAN	<p>For Members holding shares in Demat Form and Physical Form</p> <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> 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.
- (iii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution 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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed 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) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **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 Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
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, cs@himalayafoodcompany.com

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

Item No. 4

As per BSE In-Principle approval under Regulation 28(1) of the SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 received on dated 19th February 2018 Disclosure on Non-Promoter allottee of warrant on EGM dt 12th January 2018 to **M/s LRSD Securities Private Limited** detail of their ultimate beneficiaries of **Lalit Dua (HUF) PAN AAAHL7279J** holding 25% Shares each

- | | |
|--|--|
| (1) Mr. Lalit Dua (Karta) | (2) Mrs. Ritu Dua, Spouse of Karta |
| (3) Ms. Shreya Dua, Daughter of Karta, | (4) Ms. Dakshata Dua, Daughter of Karta. |

Item No. 5

1. Name	SANJIV KUMAR KAKKAR
2. DIN /PAN / DOB	02434426 / AYUPK6734H/ 17-Nov-1957
3. Contact detail / E-mail i.d	+1 - 609 838 2253 / himalya@erols.com
4. Address	9 DAYNA LN LAWRENCE TWP NJ 08648 US
5. Designation	Executive Director
6. Date of Joining	28-10-2017
7. Education	Merchant Navy Engineer
8. Martial Status	Married

Work Profile: - Mr. Sanjiv Kumar Kakkar has 30 year experience in marketing. He is promoter director of the company. He looks the US Marketing of the company.

Item No. 6

- | | |
|--------------------|--|
| 1. Name | AKHIL GUPTA |
| 2. DIN /PAN / DOB | 07971889 / ASEPG3313J/ 12-Mar-1984 |
| 3. Contact detail | +91-7211193501 |
| E-mail i.d | Akhil.Gupta@himalayafoodcompany.com |
| 4. Address | 13, Bhuteshwar Mandir Road, Madho Vatika Colony,
Saharanpur - 247001 UP |
| 5. Designation | Executive Director |
| 6. Date of Joining | 28-10-2017 |
| 7. Education | CMA having 10 Year of Experience |
| 8. Martial Status | Married |

Work Profile Mr. Akhil Gupta having 10 year experience in field of Finance and Costing Department. He looks the Finance and Costing Department of the company.

Item No. 7

- | | |
|--------------------|--|
| 1. Name | SURENDRA KUMAR KAUSHIK |
| 2. DIN /PAN / DOB | 05286196 / AAFPK0250M/ 28-Jan-1947 |
| 3. Contact detail | +91- 9810300630 |
| E-mail i.d | sk.kaushik@hotmail.com |
| 4. Address | B 808 Surya Vihar, Kapashera Border, Gurgaon 122016 HR IN |
| 5. Designation | Non --Executive Independent Director |
| 6. Date of Joining | 22-01-2018 |
| 7. Education | Bachelor of Science in Agriculture
CAIIB – I, Indian Institute of Bankers |
| 8. Martial Status | Married |

Work Profile:- Mr. Surendra Kumar Kaushik having 30 year experience in field of Banking and Finance. **Ex-Chief Punjab National Bank HO GAD Retired on 31.01.2007.**

None of the Directors except the appointment of Mr. Sanjiv Kumar Kakkar, Mr. Akhil Gupta, Mr. Surendra Kumar Kaushik is in any way concerned or interested in this resolution.

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, cs@himalayafoodcompany.com

**By order of the Board of Directors
Himalaya Food International Limited**

Sd/-

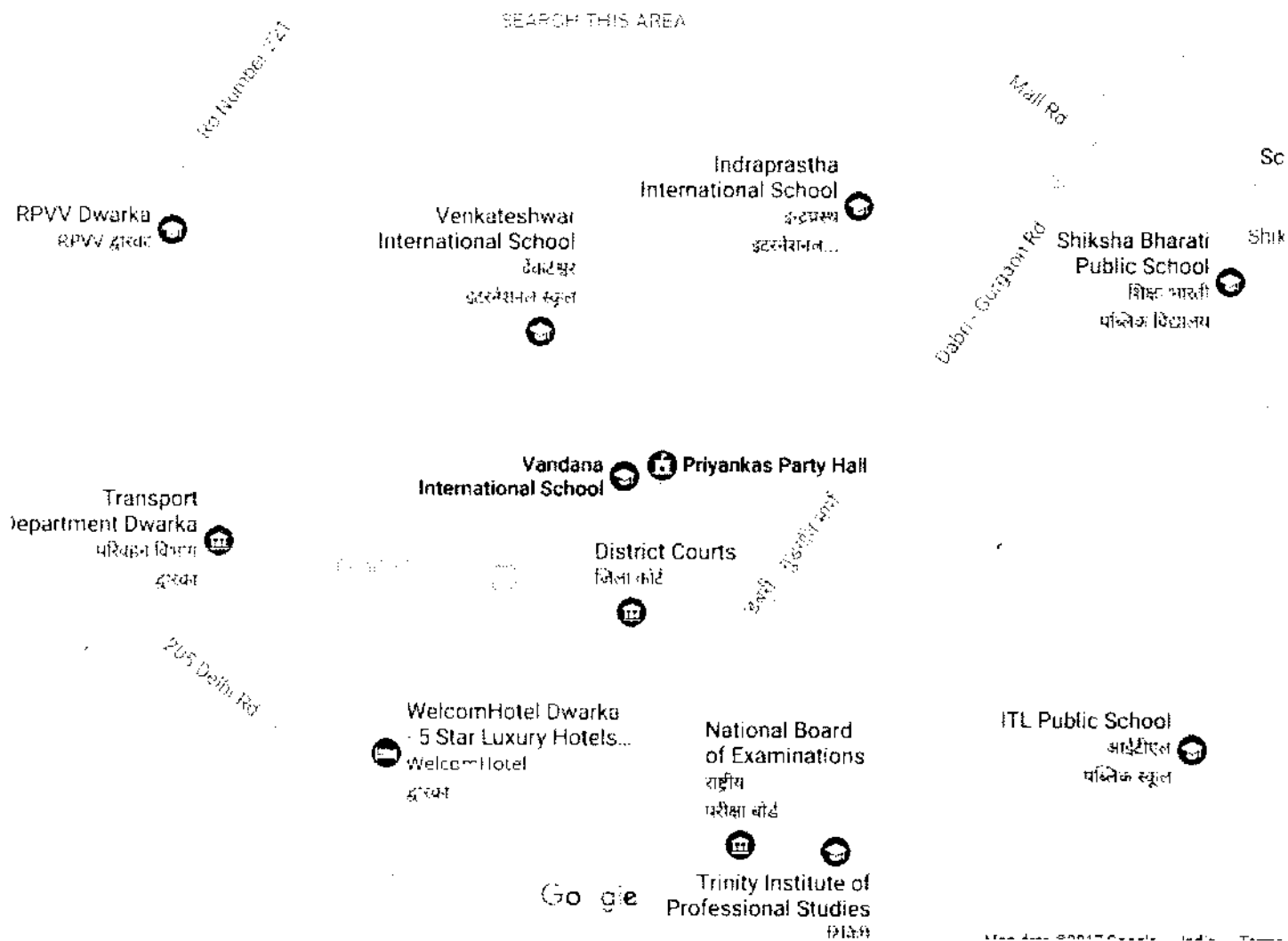
Vijay Garg

(Company Secretary)

Place: Paonta Sahib

Date: 30.08.2018

ROUTE MAP FOR PLACE OF AGM



DIRECTOR'S REPORT

To,
The Members,

We are pleased to present the Twenty Seventh Annual Report of the Company together with Audited Financial Statements and Auditor's Report for the Financial Year ended as on 31st March 2018. The Financial Highlights for the year under review are given below

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

(Rs. in Lacs)

Particulars	Financial Year ended 31.03.2018	Financial Year ended 31.03.2017
Income from Operation	11159	12129
Other Income	126	239
Profit before Finance cost, Depreciation and Taxes	2909	3087
Finance Cost	1793	1936
Depreciation	1170	1138
Profit/(Loss) before tax	(54)	13
Less: Provision for Bad Debts		
Less: Provision for W/o Fire claim	62	247
Deferred Tax(Assets)/Liability	31	10
Profit/(Loss) for the year	(85)	(244)

Performance: During the year under review, the total income of your Company was Rs. 11159 Lacs as compared to Rs. 12129 Lacs in the previous year. The net (Loss) of the company for the current financial year is of (Rs.85) Lacs as compared to loss of (Rs. 244) Lacs in the previous year. It is reduced from the previous year. Company is now recovery mode and focusing on export business.

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 2018.

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. We are pursuing to establish Franchisee business spanning three modules as Distribution Hubs, Exclusive Stores & Quick Service food Vans. We plan to launch all product verticals Pan India within next 2/3 years.

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.

Mr. Akhil Gupta, Cost Accountant and Director of the Company is responsible for Internal Audit of the Company for the financial year 2017-2018. He 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. STATUTORY AUDITORS:

The Statutory Auditors of the Company are **M/s Satnam Associates, Chartered Accountants (Firm Reg. No. 009870C) Dehradun Uttarakhand**, who hold office till the conclusion of the ensuing AGM. There was no change in the statutory auditors during the year.

Pursuant to Section 139, of the Companies Act, 2013 the Board of Directors have recommended appointment of **M/s Satnam Associates, Chartered Accountants (Firm Reg. No. 009870C) Dehradun Uttarakhand** as Statutory Auditors for holding office from the conclusion of the ensuing AGM till the conclusion of the AGM to be held in the year 2018, their re-appointment subject to the approval of the shareholders in the ensuing AGM of the Company has obtained written confirmations from **M/s Satnam Associates, Chartered Accountants (Firm Reg. No. 009870C) Dehradun Uttarakhand** that their re-appointment, if made would be in conformity with the limits specified in the said Section.

The report given by the Auditors on the financial Statements of the company is part of the Annual Report which is self explanatory and need 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 2017-2018. 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.

10. DIRECTORS:

A) Changes in Directors and Key Managerial Personnel:

There are 4 Additional Directors has been appointed

1. Mr. Sanjiv Kumar Kakkar, Additional Executive Director
2. Mr. Akhil Gupta Additional Executive Director
3. Mr. Surendra Kumar Kaushik, Additional Independent Director
4. Mr. Keshav Sharma Additional Executive Director

has appointed during the year as the Additional Directors in the Board of the Company during the year under review.

Change in Designation

None of the Directors position changed on the Board of the Company during the year under review

B) 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. <https://himalayafoodcompany.com/> of the Company

C) 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

D) Board Meetings:

The Board of Directors met 7 times during the financial year 2017-2018 on 19.05.2017, 28.07.2017, 02.09.2017, 28.10.2017, 08.12.2017, 22.01.2018, 26.02.2018 as detailed in the Corporate Governance Report.

Two Shareholder Extra Ordinary General Meeting

1. Court Convey Shareholder Meeting dated 28.04.2017
2. Extra-Ordinary General Meeting Dt. 12.01.2018

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	60,00,000

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:-

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

Related Party Disclosures**Name of Related Parties**

Key Management Personnel and their relatives

Mr. Man Mohan 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.

Subsidiary Companies

Himalya Green Apartments Ltd

Appetizer and Snacks Foods Ltd

Nature of transaction	2018	2017
(i) Managerial Remuneration		
Mr. M.M. Malik	60	102
Mrs. Sangita Malik	19	19
(ii) Loans & Advances		
APJ Laboratories Ltd	568	566
Doon Valley Foods Pvt Ltd.	223	3
(iii) Investment in Shares of Subsidiary Companies:		
Himalya Green Apartments Ltd (50000 shares of Rs. 10 each fully paid up)	5	5
Appetizer and Snacks Foods Ltd (50000 shares of Rs. 10 each fully paid up)	5	5

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 Laks)
Inflow foreign Exchange	3206
Outflow foreign Exchange	NIL

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. **Satnam Associates.**, Chartered Accountants, confirming level of Compliance is annexed and forms part of the Directors' Report.
- 20. Acknowledgement :** Your Directors greatly appreciate the dedication and commitment of employees at all levels who have contributed towards the effective functioning of the Company. We also wish to convey gratitude to company's Bankers, Financial Institutions, Government Authorities, Clients, Vendors, and Investors for their support and encouragement during the year and look forward for their continued support in the future

**By order of the Board of Directors
Himalaya Food International Limited**

**Place: Paonta Sahib
Date: 31.05.2018**

**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. 11159 Lacs as compared to Rs. 12129 Lacs in the previous year. The net (Loss) of the company for the current financial year is of (Rs.85) Lacs as compared to loss of (Rs. 244) Lacs in the previous year.

We are pursuing to establish Franchisee business spanning three modules as Distribution Hubs, Exclusive Stores & Quick Service food Vans. We plan to launch all product verticals Pan India within next 2/3 years

Human Resources : During the year 2017-18 your company's Human Resources are as under :

Category	As on 31.03.2018	As on 31.03.2017
Skilled employees	295	309
Non-Skilled Employees	720	811
Total	1015	1120

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

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

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 endeavor on the part of the Company to follow good Corporate Governance by following the principles of transparency, accountability and integrity in functioning, so as to constantly enhance value for all stakeholders and fulfill the social obligation entrusted upon the corporate sector

II. BOARD OF DIRECTORS

(A) Composition of Board

The Present Board of Directors of our Company comprises Directors consisting of Two Executive, Two Independent Director and four Additional Director

Sl. No.	Name	Category
1	Mr. Man Mohan Malik	Chairman Cum Managing Director
2	Mrs. Sangita Malik	Whole Time Director
3	Sh. Sunil Khera	Independent Director
4	Mr. Ashish Sachdeva	Independent Director
5	Mr. Sanjiv Kumar Kakkar	Additional Executive Director
6	Mr. Akhil Gupta	Additional Executive Director
7	Mr. Keshav Sharma	Additional Executive Director
8	Mr. Surendra Kumar Kaushik	Additional 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.

(C) Other provisions as to Board and Committee The details of the other directorship of the Board and their attendance at the Board meetings held during the year, i.e. between April 01, 2017 to March 31, 2018 is given in the following table:

Name	Category	Board Meeting attending during the year	Attendance at last AGM	No. of Director ship in other companies*	No. of committee position held chairman/member **
Mr. Man Mohan Malik	Promoter - Executive Director	7	Yes	Nil	3
Mrs. Sangita Malik	Promoter - Executive Director	7	Yes	Nil	3
Mr. Sunil Kumar Khera	Independent Director	7	Yes	Nil	3
Mr. Ashish Sachdeva	Independent Director	7	Yes	Nil	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 2017-2018 the Board of Directors met 7 times. The dates of the meetings are **19.05.2017, 28.07.2017, 02.09.2017, 28.10.2017, 08.12.2017, 22.01.2018, 26.02.2018.**

(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. Man Mohan Malik Chairman Cum Managing Director of the committee and Mrs. Sangita Malik, Mr. Sunil Khara 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 executive members:

Chairman: Mr. Man Mohan Malik Chairman cum Managing Director

Member : Mrs. Sangita Malik, Mr. Sunil Khara, and Mr. Ashish Sachdeva

(C) Meetings of Audit Committee : During the year 6 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	5	5
2.	Mr. Sunil Khara	Member	5	5
3.	Mrs. Sangita Malik	Member	5	5
4.	Mr. Ashish Sachdeva	Member	5	5

(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.

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

IV Remuneration Committee/ Nomination and Remuneration Committee

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. Mrs. Sangita Malik, Whole Time Director Chairman
2. Mr. Sunil Khera, Member
3. Mr. Ashish Sachdeva 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 22.01.2018.

Non-Executive Directors

- a. The Non-Executive Directors are entitled to sitting fee only for attending Board/Committee meetings. No sitting Fee 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 not paid any sitting fee to 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 2016-2017, 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 2018 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
EGM dt. 12.01.2018	3:00 PM		at Company Head Office Village Shubhkhera, Paonta Sahib, Himachal Pradesh - 173 025
26 th AGM	3:00 PM		Priyanka Party Hall, Adjoining Vandana International School, Behind Dwarka Court, Near Sector-10, Metro Station, New Delhi-110075
25 th AGM	4:00 PM	14 September 2016	Govindam Banquet Hall, Data Ram Marg Near Flyover Sector-7, Dwarka, New Delhi-110075
24 th AGM	3:30 PM	30 September 2015	Surya Banquet Party Hall, Sector-7, Near Ramphal Chowk, Dwarka, New Delhi-110075

At the ensuing Annual General Meeting there is no special Resolution proposed to be passed through the postal ballot.-

(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.HimalayaFoodCompany.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

Annual General Meeting

Day & Date: 29th September, 2018 Time: 03:00 P.M.

Venue: Priyanka Party Hall, Adjoining Vandana Int. School, behind Dwarka Court, (Near Sec -10 Metro Station) New Delhi

Date of Book Closure: From 24th day of September, 2018 to 29th September, 2018 (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 2017-2018 & 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. 2017-18 are stated herein below:

Market Price Data: Monthly high and low of the equity shares of the Company in The Stock Exchange, Mumbai (BSE) for the F.Y. 2017-18 are stated herein below:

Month	Bombay Stock Exchange (BSE)	
	High (Rs.)	Low (Rs.)
April 2017	42.90	29.95
May 2017	38.85	29.20
June 2017	37.70	31.00
July 2017	36.45	27.85
August 2017	33.25	21.00
September 2017	25.40	20.50
October 2017	34.40	21.05
November 2017	31.10	25.75
December 2017	45.30	25.50
January 2018	44.25	32.05
February 2018	42.00	31.70
March 2018	40.70	34.00

Distribution Schedule of shareholding as on 31.03.2018:

Share Holding of Nomin. Value of Rs.	Number of Shareholders	% To Total	No. of Shares	Amount in Rs	% To Total
Up To 5000	12094	72.33	2513229	25132290.00	4.3427
5001 to 10000	1978	11.83	1727395	17273950.00	2.9848
10001 to 20000	1084	6.48	1791155	17911550.00	3.0950
20001 To 30000	448	2.67	1178127	11781270.00	2.0357
30000 To 40000	191	1.14	699241	6992410.00	1.2082
40001 To 50000	233	1.39	1121079	11210790.00	1.9371
50001 To 100000	328	1.96	2581354	25813540.00	4.4604
100001 To and Above	363	2.17	46261304	462613040.00	79.9361
Total	16719	100.00	57872884	578728840.00	100.0000

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 – 110062

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 95.61% 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: NIL

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

1. Village Shubh Khera, Paonta Sahib, District-Sirmour, Himachal Pradesh.
2. 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

Himalaya Food International Limited

E 555, 2nd Floor, Palam Extension, Sector- 7,

Dwarka, New Delhi – 110 077 Tele : 011- 45108609

E-mail: cs@himalayafoodcompany.com

Web-site: www.HimalayaFoodCompany.com

Head Office : Vill- Shubh Khera, Paonta Sahib, Distt. Sirmour (H.P.)

Tele : 01704-223494. Fax : 01704-225178

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

By order of the Board of Directors

Himalaya Food International Limited

Sd/-

Vijay Garg

Company Secretary

Place: Paonta Sahib

Date: 30.08.2018



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

To,

The Members of
Himalaya Food International Limited

We have examined the compliance of conditions of corporate governance by Himalaya Food International Limited for the year ended on 31 March 2018, as stipulated in clause 49 of the listing agreement of the said company with stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. 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.

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

For Satnam Associate.
Firm Registration No. 009870C
Chartered Accountant

Place: Dehradun
Date: 31.05.2018

Sd/-
Satnam Singh
Membership No. 79646

CFO CERTIFICATE

To,

The Board of Directors
Himalaya Food International Limited

1. We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2018 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 2017-2018 which are fraudulent, illegal or violate 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: 31.05.2018

Sd/-
Ajay Kaushik
Chief Financial Officer

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018**

To,
The Members,
M/s HIMALAYA FOOD 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 **HIMALAYA FOOD INTERNATIONAL LIMITED** having its registered office at E - 555, 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 compliance 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, 2018 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 **HIMALAYA FOOD INTERNATIONAL LIMITED** ("the Company") for the financial year ended on 31st March, 2018 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. **As per management representation, for Nomination and Remuneration Committee there is composition of two Executive director and Two 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 duly constituted in terms of the Clause 49 of the Listing Agreement.

As per management representation, the Company intimate their Board of Directors, who are entitled to attend the Board Meeting over phone Call and notice of Board meeting is published on the BSE Public Platform and intimate to BSE.

The Company has not published any Press Release for Notice of Board Meetings of the Company in the Newspaper Advertisement.

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 **two** events having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc, they are:

- (i) Name Change of the Company from which in Principal Approval has been obtained from BSE.
- (ii) Preferential allotment of Warrants for which in Principal Approval has been obtained from BSE.

**For Himanshu Sharma & Associates
Company Secretaries**

**Himanshu Sharma
ACS Proprietor
CP. No.:11553**

**Date : 27.08.2018
Place : New Delhi**



FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2018

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	HIMALAYA FOOD 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	IQF Appetizer (Zucchini, Fries, Battered Mushroom, Meatless Balls, Veg Nuggets, Masala Fry)	1030	100%
2	Canned Mushroom	1050	
3	IQF Sweets (Milk Cake, Kaju Kati, Motchoor Ladoo, Mawa and etc.)	1071	

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held
1	Himalya Carbonates Pvt. Ltd	U24299HP1985PTC006551	Associate	NIL
2	Doon Valley Foods Pvt. Ltd	U15209HP1990PTC010707	Associate	NIL
3	APJ Laboratories Ltd	U24230HP2005PLC028646	Associate	NIL
4	Appetizers And Snacks Foods Limited	U15490DL2016PLC306438	Subsidiary	100%
5	Himalya Green Apartments Limited	U70109DL2016PLC306441	Subsidiary	100%

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 01-April-2017)				No. of Shares held at the end of the year (As on 31-March-2018)				% 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%	240000	0	240000	0.41%	0.41%
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.	4668150	0	4668150	8.07%	4930432	0	4930432	8.52%	0.45%
e) Banks / FI	0	0	0	0.00%	0	0	0	0.00%	0.00%
f) Any other Director and their Relative	17443094	0	17443094	30.14%	18904032	0	18904032	32.66%	2.52%
Sub Total (A) (1)	22111244	0	22111244	38.21%	24074464	0	24074464	41.60%	3.39%
(2) Foreign									
a) NRI Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Other Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Bodies Corp.	48,68,778	-	48,68,778	8.41%	48,68,778	-	48,68,778	8.41%	0.00%
d) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (2)	48,68,778	-	48,68,778	8.41%	48,68,778	-	48,68,778	8.41%	0.00%
TOTAL (A)	2,69,80,022	-	2,69,80,022	46.62%	2,89,43,242	-	2,89,43,242	50.01%	3.39%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Banks / FI	-	-	-	0.00%	600	-	600	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 Company	-	-	-	0.00%	-	-	-	0.00%	0.00%
g) FIs	-	24,00,000	24,00,000	4.15%	-	-	-	0.00%	-4.15%
h) Foreign Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) Others (specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B)(1):-	-	24,00,000	24,00,000	4.15%	600	-	600	0.00%	-4.15%
2. Non-Institutions									
a) Bodies Corp.									
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	10862787	12,13,124	1,20,75,911	20.87%	10869404	11,46,445	1,20,15,849	20.76%	-0.10%
ii) Individual shareholders holding nominal share capital excess of Rs 2 lakh	8036658	63,000	80,99,658	14.00%	8241297	63,000	83,04,297	14.35%	0.35%
c) Others (specify)									
Non Resident Indians	5,74,663	2,13,700	7,88,363	1.36%	5,99,727	2,08,400	8,08,127	1.40%	0.03%
Others Corporate Bodies	46,30,419	15,34,813	61,65,232	10.65%	54,46,676	11,22,200	65,68,876	11.35%	0.70%
Others Individual / HU	13,53,507	-	13,53,507	2.34%	11,98,923	-	11,98,923	2.07%	-0.27%
Foreign Nationals	-	-	-	0.00%	-	-	-	0.00%	0.00%
Clearing Members	10,191	-	10,191	0.02%	32,976	-	32,976	0.06%	0.04%
Trusts	-	-	-	0.00%	-	-	-	0.00%	0.00%
ESOP/ESOS/ESPS	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B)(2):-	2,54,68,225	30,24,637	2,84,92,862	49.23%	2,63,88,997	25,40,045	2,89,29,042	49.99%	0.75%
Total Public (B)	2,54,68,225	54,24,637	3,08,92,862	53.38%	2,63,89,597	25,40,045	2,89,29,642	49.99%	-3.39%
C. Shares held by Custodian for GDR & ADRs									
Grand Total (A+B+C)	5,24,48,247	54,24,637	5,78,72,884	100.00%	5,53,32,839	25,40,045	5,78,72,884	100.00%	0.00%

(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	18,71,193	3.23%	3.23%	18,71,193	3.23%	3.23%	0.00%
2	Arjun Malik	21,03,100	3.63%	0.00%	49,15,713	8.49%	0.00%	4.86%
3	Jyoti Malik	14,87,900	2.57%	0.00%	14,92,700	2.58%	0.00%	0.00%
4	Man Mohan Malik	16,32,842	2.82%	2.06%	9,54,915	1.65%	1.65%	-1.17%
5	M M Malik (HUF)	2,40,000	0.41%	0.41%	2,40,000	0.41%	0.41%	0.00%
6	Purnima Malik	23,15,300	4.00%	0.00%	23,17,300	4.00%	0.00%	0.00%
7	Ananditta Kakkar	15,80,000	2.73%	0.00%	15,80,000	2.73%	0.00%	0.00%
8	Sangita Malik	11,44,900	1.98%	1.98%	11,44,900	1.98%	1.98%	0.00%
9	Sanjiv Kakkar	34,35,548	5.94%	0.17%	29,95,000	5.18%	0.17%	-0.76%
10	Sidarath Kakkar	16,32,311	2.82%	0.00%	16,32,311	2.82%	0.00%	0.00%
11	Doon Valley Foods (p) Ltd	30,68,150	5.30%	3.79%	22,11,957	3.82%	3.79%	-1.48%
12	Himalya Carbonates Pvt Ltd	16,00,000	2.76%	0.00%	27,18,475	4.70%	0.00%	1.93%
13	Himalya International Inc.	48,68,778	8.41%	0.00%	48,68,778	8.41%	0.00%	0.00%
	Total	2,69,80,022	46.62%	11.23%	2,89,43,242	50.01%	11.23%	3.39%

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Shareholder's Name	Shareholding at the beginning of the year		Shareholding at the end of the year		Change in no of Share	Date of Change	Reason of Change	% change in shareholding during the year
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company				
1	Man Mohan Malik	16,32,842	2.82%	9,54,915	1.65%	6,77,927	08.08.2017	Inter Promoter Shareholding Transfer	-1.17%
2	Sanjiv Kakkar	34,35,548	5.94%	29,95,000	5.18%	4,40,548	10.08.2017		-0.76%
3	Himalya Carbonates Pvt Ltd	16,00,000	2.76%	27,18,475	4.70%	(11,18,475)			1.93%

(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	3,00,000	0.52%		0.00%
	Changes during the year		0.00%	-	0.00%
	At the end of the year		0.00%	3,00,000	0.52%
2	VIJAY VOHRA				
	At the beginning of the year	1,83,124	0.32%		0.00%
	Changes during the year		0.00%	(97,435)	-0.17%
	At the end of the year		0.00%	85,689	0.15%
3	GIRDHARI P ROHIRA				
	At the beginning of the year	2,80,000	0.48%		0.00%
	Changes during the year		0.00%	-	0.00%
	At the end of the year		0.00%	2,80,000	0.48%
4	GURMUKH J SUKHWANI				
	At the beginning of the year	1,60,999	0.28%		0.00%
	Changes during the year		0.00%	-	0.00%
	At the end of the year		0.00%	1,60,999	0.28%
5	NITIN TANDON				
	At the beginning of the year	2,08,500	0.36%		0.00%
	Changes during the year		0.00%	-	0.00%
	At the end of the year		0.00%	2,08,500	0.36%
6	GIRDHARI PARSRAM ROHIRA				
	At the beginning of the year	2,00,000	0.35%		0.00%
	Changes during the year		0.00%	-	0.00%
	At the end of the year		0.00%	2,00,000	0.35%
7	JAGDISH AMRITLAL SHAH				
	At the beginning of the year	1,75,725	0.30%		0.00%
	Changes during the year		0.00%	-	0.00%
	At the end of the year		0.00%	1,75,725	0.30%
8	SHER SINGH				
	At the beginning of the year	1,33,987	0.23%		0.00%
	Changes during the year		0.00%	7,200	0.01%
	At the end of the year		0.00%	1,41,187	0.24%
9	USHA GURUMUKH SUKHWANI				
	At the beginning of the year	1,34,800	0.23%		0.00%
	Changes during the year		0.00%	(59,719)	-0.10%
	At the end of the year		0.00%	75,081	0.13%
10	ABDUL QAYOOM TANGA				
	At the beginning of the year	1,34,558	0.23%		0.00%
	Changes during the year		0.00%	-	0.00%
	At the end of the year		0.00%	1,34,558	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	9,54,915	1.65%		1.65%
	Changes during the year	0	0.00%	-	0.00%
	At the end of the year	9,54,915	1.65%	9,54,915	1.65%
2	Sangita Malik				
	At the beginning of the year	11,44,900	1.98%		0.00%
	Changes during the year		0.00%	-	0.00%
	At the end of the year		0.00%	11,44,900	1.98%
3	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 2017-18 is as under

(Amt. in Lakh)

	2018	2017
Long Term Borrowing	11,237	12,049
Deferred Tax Liabilities	771	801

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
	Name	Man Mohan Malik	Sangita Malik
	Designation	CMD	WTD
1	Gross salary	60,00,000	19,00,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NIL
2	Stock Option	NIL	NIL
3	Sweat Equity	NIL	NIL
	Commission	NIL	NIL
4	- as % of profit	NIL	NIL
	- others, specify	NIL	NIL
5	Others, please specify	NIL	NIL
	Total (A)	60,00,000	19,00,000
	Total Amount Paid to Director	79,00,000	

B. Remuneration to other Directors

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

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

SN.	Particulars of Remuneration	Name of Key Managerial Personnel		Total Amount (Rs/Lac)
		Mr. Ajay Kaushik	Vijay Kumar Garg	
		Name		
		Designation	CFO	CS
1	Gross salary	6,45,500	3,60,000	10,05,500
	(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 Act, 1961	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
4	Commission	NIL	NIL	NIL
	- as % of profit	NIL	NIL	NIL
	- others, specify	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL
	Total	6,45,500	3,60,000	10,05,500

VI. 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

STANDALONE

&

CONSOLIDATED

FINANCIAL

STATEMENT

INDEPENDENT AUDITOR'S REPORT

To the Members of Himalaya International Limited

Report on the Financial Statements

We have audited the accompanying standalone Ind AS financial statements of Himalaya Food International Limited ("the Company") which comprise the balance sheet as at 31 March 2018, the statement of profit and loss, the cash flow statement and the statement of changes in Equity 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 standalone Ind AS 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 Indian Accounting Standards (Ind AS) referred to in section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules 2015 as amended. 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 standalone Ind AS 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 standalone Ind AS 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 standalone Ind AS 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 standalone Ind AS 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 standalone Ind AS 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 2018;
- (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.

- 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 Ind AS Financial statements comply with the Accounting Standards referred to in Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules 2015 as amended.
- e. On the basis of written representations received from the directors as on 31 March 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2018, 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 litigation on its financial position in its standalone Ind AS financial statements Refer Note 10 to the standalone Ind AS 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 **Satnam Associates**,
Firm Registration No.009870C
Chartered Accountants

(Satnam Singh)
Proprietor, FCA,
M No.79646

Place: Dehradun
Dated: 31.05.2018

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 Himalaya 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 31.03.2018	Maximum Amount Due
APJ Laboratories Ltd.	Advance against purchase	568	568

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, 2017 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 as below :

Particulars of Dues	Amount Rs Lacs
PF	4
ESI	8

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.' Lacs	Financial Year to which amount relates	Forum where dispute is pending
Excise Duty	3.78	1999-2000	Tribunal

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.

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 Satnam Associates.
Firm Registration No.009870C
Chartered Accountants

(Satnam Singh)
Proprietor, FCA.
M No.79646

Place: Dehradun
Dated: 31.05.2018

ANNEXURE 'B' TO THE INDEPENDENT AUDITORS' REPORT

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 Himalaya Food International Limited on standalone Ind AS financial statement for the year ended March 31, 2018

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 Himalaya Food International Limited (“the Company”) as of March 31, 2018 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 standalone Ind AS 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 our 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 purposes in accordance with 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, 2018, 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 **Satnam Associates**,
Firm Registration No.009870C
Chartered Accountants

(Satnam Singh)
Proprietor, FCA.
M No.79646

Place: Dehradun
Dated: 31.05.2018

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	HIMALAYA FOOD INTERNATIONAL LIMITED
2	Annul financial statements for the year ended	March 31,2018 (standalone Result for the quarter and year ended March 31,2018)
3	Type of audit observation	Matter of Emphasis Report
4	Frequency of observation	Appeared third time
SIGNATURES		
	Chairman and Managing Director	(Man mohan Malik)
	Chairman of Audit Committee	(Man mohan Malik)
	CFO	(Ajay Kaushik)

For **Satnam Associates.**
 Firm Registration No.009870C
 Chartered Accountants

(Satnam Singh)
 Proprietor, FCA.
 M No.79646

Place: Dehradun
 Dated: 31.05.2018

Himalaya Food International Limited
Balance sheet as at March 31, 2018
(All amounts in Rs in lacs unless otherwise stated)

Particulars	Note	As at March 31, 2018	As at March 31, 2017
ASSETS			
Non-current assets			
Property, plant and equipment	3	15,709	16,217
Capital work-in-progress	3	5,491	5,253
Financial assets			
i Investments	4a	10	10
ii Loans	4b	568	566
iii Other financial assets	4c	797	792
Other non-current assets	5	1,789	3,122
Total non-current assets		24,363	25,960
Current assets			
Inventories	6	6,552	6,544
Financial assets			
i Trade receivables	4d	2,024	3,640
ii Cash and cash equivalents	4c	47	98
iii Bank balance other than (ii) above	4f	107	117
Other current assets	7	10	8
Total current assets		8,740	10,408
Total assets		33,103	36,368
EQUITY AND LIABILITIES			
Equity			
Equity share capital	8a	6,065	5,787
Other equity		6,134	6,219
		12,199	12,006
Liabilities			
Non-current liabilities			
Financial liabilities			
i Borrowings	9a	11,237	12,049
ii Other financial liabilities	9c	44	3,416
Provision	11a	274	274
Deferred tax liabilities (net)		771	801
Other non-current liabilities	11b	89	66
Total non-current liabilities		12,414	16,606
Current liabilities			
Financial liabilities			
i Borrowing	9b	5,550	5,413
ii Trade payables	9d	1,351	1,041
iii Other financial liabilities	9c	1,348	1,053
Provision for employee benefit obligations	11b	36	31
Other current liabilities	10	206	218
Total current liabilities		8,490	7,756
Total equity and liabilities		33,103	36,368

The accompanying notes form an integral part of the standalone financial statements.

As per our report of even date

For and on behalf of the Board

For SATNAM ASSOCIATES
Chartered Accountants
Firm Registration No. 009870C

(Satnam Singh)
Proprietor FCA
Membership no. 79646

Dated: 31.05.2018
Place : Dehradun

Man Mohan Malik
Chairman & Managing
DIN:00696077

Sangita Malik
Director
DIN:02428506

Ajay Kaushik
CFO

Vijay Garg
Company Secretary

Himalaya Food International Limited
Statement of profit and loss account for the year ended March 31, 2018

(All amounts in Rs in lacs unless otherwise stated)

Particulars	Note	Year ended March 31, 2018	Year ended March 31, 2017
Continuing operations			
Revenue from operations	12	11,159	12,129
Other income	13	126	239
Total income		11,286	12,369
Expenses			
Cost of material consumed	14	4,229	5,184
Changes in inventory of work-in-progress & finished goods	15	86	(733)
Employee benefits expense	16	985	1,137
Finance costs	19	1,793	1,936
Depreciation and amortisation expense	17	1,170	1,138
Other expenses	18	3,076	3,694
Total expenses		11,340	12,356
Profit before exceptional items and tax		(54)	13
Exceptional items			
i Provision for write-off of fire claim		62	247
Profit / loss before tax from continuing operations		(115)	(234)
Tax expense			
i Current tax		-	-
ii Deferred tax		(31)	10
Profit / (Loss) from continuing operations		(85)	(244)
Profit / (Loss) from discontinued operations		-	-
Other comprehensive income		-	-
Earnings per equity share (for continuing operations)			
i Basic earnings per share		(0.15)	(7.34)
ii Diluted earnings per share		(0.14)	(6.74)

The accompanying notes form an integral part of the standalone financial statements.

For SATNAM ASSOCIATES

Chartered Accountants

Firm Registration No. 009870C

(Satnam Singh)

Proprietor FCA

Membership no. 79646

Dated: 31.05.2018

Place : Dehradun

Man Mohan Malik
Chairman & Managing
DIN:00696077

Sangita Malik
Director
DIN:02428506

Ajay Kaushik
CFO

Vijay Garg
Company Secretary

Himalaya Food International Limited
Statement of changes in equity for the year ended March 31, 2018
 (All amounts in Rs in lack unless otherwise stated)

A. Equity Share Capital		
Particulars	Note	Amount
Balance at the beginning of the reporting period	8	5,787
Changes in equity share capital during the year	8	278
Balance at the end of the reporting period	8	6,065

Particulars	Note	Share application on money pending allotment	Equity component of compound financial instrument	Reserve and Surplus				Debt Instrument through other Comprehensive Income	Equity Instrument through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange difference on translating the financial statement	Other items of Other Comprehensive Income (Specify nature)	Money received against share capital	Total
				Capital Reserve	Securities Premium Reserve	Other Reserve (Specify nature)	Retained Earnings								
Balance at the beginning of the reporting period	8	-	-	1,322	3,378	-	1,519	-	-	-	-	-	-	-	6,219
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of reporting period	-	-	-	1,322	3,378	-	1,519	-	-	-	-	-	-	-	6,219
Total comprehensive income for the year	-	-	-	-	-	-	(85)	-	-	-	-	-	-	-	(85)
Dividends	-	-	-	-	-	-	0	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	0	-	-	-	-	-	-	-	-
Any other change (to be specified)	-	-	-	-	-	-	0	-	-	-	-	-	-	-	-
Balance at the end of the reporting period	8	-	-	1,322	3,378	-	1,435	-	-	-	-	-	-	-	6,134

HIMALAYA FOOD INTERNATIONAL LIMITED
Himalaya Food International Limited
Statement of cash flows for the year ended 31 March 2018
(All amounts in Rs in lacs unless otherwise stated)

Particulars	Note	Year ended	Year ended
		March 31, 2018	March 31, 2017
Loss before Income Tax from			
Continuing Operations		(85)	(244)
Adjustment for:			
Depreciation and amortisation expenses		1,170	1,138
Deferred Tax		(31)	10
Finance costs		1,793	1,936
Operating profit before working capital changes		2,932	3,084
Adjustment for:			
(Increase)/decrease in trade receivables		1,617	(270)
(Increase)/decrease in inventories		(8)	(537)
Increase in Trade payables		310	340
(Increase) in other financial assets		(5)	(48)
(Increase)/decrease in other non-current assets		1,333	200
(Increase)/decrease in other current assets		(2)	(4)
Increase in employee benefit obligations		5	4
Increase in other Current Liabilities		283	327
Increase in other non-Current Liabilities		(3,349)	9
Cash generated from operations		184	21
Income tax paid		-	-
Net cash inflow from operating activities		3,032	2,861
Cash flows from investing activities			
Payments of property, plant and equipment		900	371
Investment in Subsidiary		-	10
Loans to employees and related parties		2	-
Net cash outflow from investing activities		902	381
Cash flows from financing activities			
Proceeds from issue of shares		278	-
Proceeds from borrowings		137	182
Finance lease payments		812	653
Finance Expenses		1,793	1,936
Net cash used in financing activities		2,191	2,407
Net increase (decrease) in cash and cash equivalents		(61)	73
Cash and cash equivalents at the beginning of the financial year		215	141
Cash and cash equivalents at end of the year		154	215

The accompanying notes form an integral part of the standalone financial statements.

As per our report of even date

For and on behalf of the Board

For SATNAM ASSOCIATES

Chartered Accountants

Firm Registration No. 009870C

(Satnam Singh)
 Proprietor FCA
 Membership no. 79646

Dated: 31.05.2018
 Place : Dehradun

Man Mohan Malik
 Chairman & Managing
 DIN:00696077

Sangita Malik
 Director
 DIN:02428506

Ajay Kaushik
 CFO

Vijay Garg
 Company Secretary

Himalaya International Ltd.**Notes to Accounts**

(All amounts in Rupees unless otherwise stated)

1. NATURE OF OPERATIONS : Himalaya Food International Ltd., incorporated in New Delhi, India with UTN L70102DL1992PLC047399, is a food processing company engaged in growing & processing of mushrooms and Manufacturing IQF ready to eat items-which is classified as one segment . It is exporting its products to USA and also selling them domestically. The Company is listed on the Bombay Stock Exchange (BSE).

2. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of preparation : These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

The financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements. All assets and liabilities have been classified as current or non current as per the Company's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities. The financial statements are presented in INR, the functional currency of the Company. Items included in the financial statements of the Company are recorded using the currency of the primary economic environment in which the Company operates (the 'functional currency'). Transactions and balances with values below the rounding off norm adopted by the Company have been reflected as "0" in the relevant notes in these financial statements. The financial statements of the Company for the year ended 31st March, 2018 were approved for issue in accordance with the resolution of the Board of Directors on 31st May, 2018.

(b) Basic of measurement: These financial statements are prepared under the historical cost convention unless otherwise indicated.

2.2 Key Accounting Estimates and Judgements : The preparation of financial statements requires management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Continuous evaluation is done on the estimation and judgments based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Revisions to accounting estimates are recognised prospectively.

2.3 Recent Accounting Developments :

(a) Standards issued but not yet effective: IND AS 115: Revenue from Contracts with Customers : In March 2018, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2017, notifying Ind AS 115, 'Revenue from Contracts with Customers'. The Standard is applicable to the Company with effect from 1st April, 2018.

2.4 Significant Accounting Policies :(a) Property, Plant and Equipment: Property, plant and equipment is stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any. Property, plant and equipment acquired in a business combination are recognised at fair value at the acquisition date. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance cost are charged to the Statement of Profit and Loss during the period in which they are incurred.

Gains or losses arising on retirement or disposal of property, plant and equipment are recognised in the Statement of Profit and Loss.

Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital work-in-progress".

Depreciation is provided on a pro-rata basis on the straight line method based on estimated useful life prescribed under Schedule II to the Companies Act, 2013 with the exception of the following:

Plant and equipment is depreciated over 3 to 30 years based on the technical evaluation of useful life done by the management.

Assets costing ` 5,000 or less are fully depreciated in the year of purchase.

Freehold land is not depreciated.

The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate.

(b) Intangible Assets: Separately purchased intangible assets are initially measured at cost. Intangible assets acquired in a business combination are recognised at fair value at the acquisition date. Subsequently, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

The useful lives of intangible assets are assessed as either finite or indefinite. Finite-life intangible assets are amortised on a straight-line basis over the period of their expected useful lives. Estimated useful lives by major class of finite-life intangible assets are as follows:

Design - 10 years

Know-how - 10 years

Computer software - 5 years

The amortisation period and the amortisation method for finite-life intangible assets is reviewed at each financial year end and adjusted prospectively, if appropriate.

For indefinite life intangible assets, the assessment of indefinite life is reviewed annually to determine whether it continues, if not, it is impaired or changed prospectively basis revised estimates.

Goodwill is initially recognised based on the accounting policy for business combinations [refer note 2.4.(r)]. These assets are not amortised but are tested for impairment annually.

(c) Investments in Subsidiaries, Associates and Joint Ventures: Investments in subsidiaries, associates and joint ventures are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries, associates and joint venture, the difference between net disposal proceeds and the carrying amounts are recognized in the Statement of Profit and Loss.

(d) Inventories: Inventories are valued at the lower of cost and net realisable value. Cost is computed on a weighted average basis. Cost of finished goods and work-in-progress include all costs of purchases, conversion costs and other costs incurred in bringing the inventories to their present location and condition. The net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale.

(e) Cash and Cash Equivalents: Cash and cash equivalents are short-term (three months or less from the date of acquisition), highly liquid investments that are readily convertible into cash and which are subject to an insignificant risk of changes in value.

(f) Assets Held for Sale: Non-current assets or disposal groups comprising of assets and liabilities are classified as 'held for sale' when all of the following criterias are met: (i) decision has been made to sell. (ii) the assets are available for immediate sale in its present condition. (iii) the assets are being actively marketed and (iv) sale has been agreed or is expected to be concluded within 12 months of the Balance Sheet date.

Subsequently, such non-current assets and disposal groups classified as 'held for sale' are measured at the lower of its carrying value and fair value less costs to sell. Non-current assets held for sale are not depreciated or amortised.

(g) Financial Instruments: Financial Assets: Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument.

On initial recognition, a financial asset is recognised at fair value. In case of Financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost are recognised in the statement of profit and loss. In other cases, the transaction cost are attributed to the acquisition value of the financial asset.

Financial assets are subsequently classified and measured at

- **amortised cost**

- **fair value through profit and loss (FVTPL)**

- fair value through other comprehensive income (FVOCI).

Financial assets are not reclassified subsequent to their recognition, except if and in the period the Company changes its business model for managing financial assets.

Trade Receivables and Loans: Trade receivables are initially recognised at fair value. Subsequently, these assets are held at amortised cost, using the effective interest rate (EIR) method net of any expected credit losses. The EIR is the rate that discounts estimated future cash income through the expected life of financial instrument.

Debt Instruments: Debt instruments are initially measured at amortised cost, fair value through other comprehensive income ('FVOCI') or fair value through profit or loss ('FVTPL') till derecognition on the basis of (i) the Company's business model for managing the financial assets and (ii) the contractual cash flow characteristics of the financial asset.

(i) Measured at amortised cost: Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows that are solely payments of principal and interest, are subsequently measured at amortised cost using the effective interest rate ('EIR') method less impairment, if any. The amortisation of EIR and loss arising from impairment, if any is recognised in the Statement of Profit and Loss.

(ii) Measured at fair value through other comprehensive income: Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income. Fair value movements are recognized in the other comprehensive income (OCI). Interest income measured using the EIR method and impairment losses, if any are recognised in the Statement of Profit and Loss. On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss.

(iii) Measured at fair value through profit or loss: A financial asset not classified as either amortised cost or FVOCI, is classified as FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised as 'other income' in the Statement of Profit and Loss.

Equity Instruments: All investments in equity instruments classified under financial assets are initially measured at fair value, the Company may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL.

The Company makes such election on an instrument-by-instrument basis. Fair value changes on an equity instrument is recognised as 'other income' in the Statement of Profit and Loss unless the Company has elected to measure such instrument at FVOCI. Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognised in OCI. Amounts recognised in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised as 'other income' in the Statement of Profit and Loss.

Derivative Financial Instruments: The Company uses derivative financial instruments, such as forward currency contracts to hedge its foreign currency risk. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Any changes therein are recognised in the statement of profit and loss account. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Derecognition : The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

Impairment of Financial Asset : The Company applies expected credit losses (ECL) model for measurement and recognition of loss allowance on the following:

- i. Trade receivables
- ii. Financial assets measured at amortized cost (other than trade receivables)
- iii. Financial assets measured at fair value through other comprehensive income (FVTOCI)

In case of trade receivables, the Company follows a simplified approach wherein an amount equal to lifetime ECL is measured and recognized as loss allowance.

In case of other assets (listed as ii and iii above), the Company determines if there has been a significant increase in credit risk of the financial asset since initial recognition. If the credit risk of such assets has not increased significantly, an amount equal to 12-month ECL is measured and recognized as loss allowance. However, if credit risk has increased significantly, an amount equal to lifetime ECL is measured and recognized as loss allowance.

Subsequently, if the credit quality of the financial asset improves such that there is no longer a significant increase in credit risk since initial recognition, the Company reverts to recognizing impairment loss allowance based on 12-month ECL.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive (i.e., all cash shortfalls), discounted at the original effective interest rate.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial asset. 12-month ECL are a portion of the lifetime ECL which result from default events that are possible within 12 months from the reporting date. ECL are measured in a manner that they reflect unbiased and probability weighted amounts determined by a range of outcomes, taking into account the time value of money and other reasonable information available as a result of past events, current conditions and forecasts of future economic conditions.

As a practical expedient, the Company uses a provision matrix to measure lifetime ECL on its portfolio of trade receivables. The provision matrix is prepared based on historically observed default rates over the expected life of trade receivables and is adjusted for forward-looking estimates. At each reporting date, the historically observed default rates and changes in the forward-looking estimates are updated.

ECL impairment loss allowance (or reversal) recognized during the period is recognised as income/ expense in the Statement of Profit and Loss under the head 'Other expenses'.

Financial Liabilities: Initial recognition and measurement : Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss. In case of trade payables, they are initially recognised at fair value and subsequently, these liabilities are held at amortised cost, using the effective interest rate method.

Subsequent measurement : Financial liabilities are subsequently measured at amortised cost using the EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

Derecognition : A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

(h) Provisions and Contingent Liabilities: Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date.

If the effect of the time value of money is material, provisions are discounted to reflect its present value using a current pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

(I) Revenue Recognition: Revenue from sale of goods is recognised when all the significant risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract, there is no continuing managerial involvement with the goods and the amount of revenue can be measured reliably. The Company retains no effective control of the goods transferred to a degree usually associated with ownership and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods. Revenue is measured at fair value of the consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government which are levied on sales such as sales tax, value added tax, goods and services tax, etc.

Income from export incentives such as duty drawback and premium on sale of import licenses and lease license fee are recognised on accrual basis.

Income from services rendered is recognised based on agreements/ arrangements with the customers as the service is performed in proportion to the stage of completion of the transaction at the reporting date and the amount of revenue can be measured reliably.

Interest income is recognized using the effective interest rate (EIR) method.

Dividend income on investments is recognised when the right to receive dividend is established.

(j) Government Grant: The Company is entitled to 'MEIS Scheme' under export incentive. Such incentive are measured at amount receivable from the government and are recognised as other operating revenue. The Company will comply with all necessary conditions attached to incentives.

(k) Expenditure: Expenses are accounted on accrual basis.

(l) Employee Benefits: Defined contribution plans : Contributions to defined contribution schemes such as employees state insurance are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees. Company's provident fund contribution, in respect of certain employees, is made to a government administered fund and charged as an expense to the Statement of Profit and Loss.

Retirement and other employee benefits: (a) 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.

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

(c) No provision is made for unencashable short term compensated absences.

(m) Impairment of Non-Financial Assets: Assessment for impairment is done at each Balance Sheet date as to whether there is any indication that a non-financial asset may be impaired. Indefinite life intangibles are subject to a review for impairment annually or more frequently if events or circumstances indicate that it is necessary. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets is considered as a cash generating unit. Goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Company's cash-generating units that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

If any indication of impairment exists, an estimate of the recoverable amount of the individual asset/cash generating unit is made. Asset/cash generating unit whose carrying value exceeds their recoverable amount are written down to the recoverable amount by recognising the impairment loss as an expense in the Statement of Profit and Loss. The impairment loss is allocated first to reduce the carrying amount of any goodwill (if any) allocated to the cash generating unit and then to the other assets of the unit, pro rata based on the carrying amount of each asset in the unit. Recoverable amount is higher of an asset's or cash generating unit's fair value less cost of disposal and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset or cash generating unit and from its disposal at the end of its useful life. Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased, basis the assessment a reversal of an impairment loss for an asset other than goodwill is recognised in the Statement of Profit and Loss account.

(n) Income Taxes: Income tax expense for the year comprises of current tax and deferred tax. It is recognised in the Statement of Profit and Loss except to the extent it relates to a business combination or to an item which is recognised directly in equity or in other comprehensive income.

Current tax is the expected tax payable/receivable on the taxable income/loss for the year using applicable tax rates at the Balance Sheet date, and any adjustment to taxes in respect of previous years. Interest expenses and penalties, if any, related to income tax are included in finance cost and other expenses respectively. Interest Income, if any, related to Income tax is included in current tax expense.

Deferred tax is recognised in respect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes.

A deferred tax liability is recognised based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted, or substantively enacted, by the end of the reporting period. Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities; and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority.

(o) **Leases:** Leases in which a substantial portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments and receipts under such leases are recognised to the Statement of Profit and Loss on a straight-line basis over the term of the lease unless the lease payments to the lessor are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases, in which case the same are recognised as an expense in line with the contractual term.

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership to the lessee.

(p) **Foreign Currencies:** Foreign currency transactions are translated into the functional currency using exchange rates at the date of the transaction. Foreign exchange gains and losses from settlement of these transactions, and from translation of monetary assets and liabilities at the reporting date exchange rates are recognised in the Statement of Profit and Loss.

(q) **Earnings Per Share:** Basic earnings per share is computed by dividing the net profit for the period attributable to the equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

(r) **Business Combination:** Business combinations are accounted for using the acquisition accounting method as at the date of the acquisition, which is the date at which control is transferred to the Company. The consideration transferred in the acquisition and the identifiable assets acquired and liabilities assumed are recognised at fair values on their acquisition date. Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. The Company recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets. Consideration transferred does not include amounts related to settlement of pre-existing relationships. Such amounts are recognised in the Statement of Profit and Loss.

Transaction costs are expensed as incurred, other than those incurred in relation to the issue of debt or equity securities. Any contingent consideration payable is measured at fair value at the acquisition date. Subsequent changes in the fair value of contingent consideration are recognised in the Statement of Profit and Loss.



Himalaya Food International Limited

Notes to the standalone financial statements for the year ended 31st March, 2018

Note 3: Property, plant and equipment

(All amounts in Rs in lacs unless otherwise stated)

Particulars	Freehold land	Leasehold land	Freehold Building	Leasehold building	Furniture, fittings and equipment	Plant and machinery	Vehicle	Total	Capital Work In progress
Year ended 31 March 2018									
Gross carrying amount									
Deemed cost as at 1 April 2016	1482.98	80.64	6807.08	303.26	133.09	15369.91	556.83	24733.79	5252.71
Additions	0		6.51		1.42	286.39	78.4	372.72	
Disposals	0						-1.74	-1.74	
Closing gross carrying amounts	1482.98	80.64	6813.59	303.26	134.51	15656.3	633.49	25104.77	5252.71
Accumulated depreciation	0		1106.92	150.08	78.69	6072.31	341.15	7749.15	
Depreciation Charged during the year	0		215.2	9.6	9.24	848.95	55.37	1138.36	
Closing Accumulated depreciation	0	0	1322.12	159.68	87.93	6921.26	396.52	8887.51	0
Net Carrying Amount	1482.98	80.64	5491.47	143.58	46.58	8735.04	236.97	16217.26	5252.71
Year ended 31 March 2018									
Gross carrying amount									
Opening gross carrying amount	1482.98	80.64	6813.59	303.26	134.51	15656.3	633.49	25104.77	5252.71
Additions	0		375.08	115.02	0	171.68	0	661.78	237.86
Assets classified as held for sale	0	0	0	0	0	0	0	0	0
Disposals	0	0	0	0	0	0	0	0	0
Transfers	0	0	0	0	0	0	0	0	0
Closing gross carrying amounts	1482.98	80.64	7188.67	418.28	134.51	15827.98	633.49	25766.55	5490.57
Accumulated depreciation and impairment									
Opening accumulated depreciation	0	0	1322.12	159.68	87.93	6921.26	396.52	8887.51	0
Depreciation Charged During the Year	0	0	215.41	9.6	9.38	881.61	53.69	1169.69	0
Impairment loss	0	0	0	0	0	0	0	0	0
Disposals	0	0	0	0	0	0	0	0	0
Exchange differences	0	0	0	0	0	0	0	0	0
Assets classified as held for sale	0	0	0	0	0	0	0	0	0
Closing accumulated depreciation and impairment	0	0	1537.53	169.28	97.31	7802.87	450.21	10057.2	0
Net carrying amounts	1482.98	80.64	5651.14	249	37.2	8025.11	183.28	15709.35	5490.57

Capital work-in-progress

Capital work in progress as at 31st March, 2018 is ` 5490.57 lacs (31st March, 2017: ` 5252.71 lacs)

Himalaya Food International Limited

Notes to the standalone financial statements for the year ended 31st March, 2018

(All amounts in Rs in lacs unless otherwise stated)

Note	Particulars	As at March 31, 2018	As at March 31, 2017
4(a): Non-current investments			
	Unquoted		
	Investment carried at cost		
	Investment in equity instruments of subsidiaries		
	Himalya Green Apartments Limited	5	5
	50,000 (50,000) shares of Rs. 10 each fully paid up		
	Appetizer and Snacks Foods Limited	5	5
	50,000 (50,000) shares of Rs. 10 each fully paid up		
	Total non-current investments	10	10
Information about subsidiaries and joint ventures			
Name of the company	Country of incorporation	Principal activities	Proportion (%) of equity interest
			As at March 31, 2018
			As at March 31, 2017
Subsidiaries			
Himalya Green Apartments Ltd	India	Real estate Company	100
Appetizer and Snacks Foods Ltd	India	Manufacturing	100
Joint Venture			
Himalya Simplot Pvt Ltd.	India	FMCG business	50
			50
Note	Particulars	As at March 31, 2018	As at March 31, 2017
4(b) Loans			
	Unsecured, considered good		
	Advance to associates	568	566
	- APJ Laboratories Ltd		
	Total	568	566
4(c) Other Financial Assets			
	Security deposits		
	Unsecured, considered good		
	Deposits to others	39	39
	Subsidy and Other Receivables		
	Unsecured, considered good		
	Capital Subsidy	319	319
	Other loans and advances		
	Unsecured, considered good		
	Advance tax and tax deducted at source	439	434
	Total	797	792
4(d) Trade Receivables			
	Trade Receivable	2,024	3,640
	Receivable from related parties	-	-
	Less : Allowance for doubtful debts	-	-
	Total Receivable	2,024	3,640
	Current Portion	1,954	3,149
	Non- Current Portion	70	491

Note	Particulars	As at March 31, 2018	As at March 31, 2017
4(e)	Cash and Cash Equivalents		
	Balances with banks:		
	On current accounts with scheduled banks	46	96
	On EEFC accounts	0	0
	Cash on hand	1	1
	Total	47	98
4(f)	Other bank balances		
	Fixed deposits with Banks	107	117
	Total	107	117
5	Other Non Current Assets		
	Capital advances	61	61
	Advances to suppliers	193	95
	TDS / VAT receivable	129	10
	Subsidy and incentive receivable	872	793
	MAT Credit entitlements	185	185
	Claim receivable	348	1,977
	Total	1,789	3,122
6	Inventories		
	Raw Materials	698	633
	Work-in-Progress	1,572	2,138
	Finished Goods	3,929	3,449
	Stores & Spares	353	325
	Total	6,552	6,544
7	Other Current Assets		
	Prepaid Insurance	10	8
	Total	10	8

Himalaya Food International Limited

Notes to the standalone financial statements for the year ended 31st March, 2018

(All amounts in Rs in lacs unless otherwise stated)

Note	Particulars	No of Shares	Amount
8	Equity Share Capital and Other Equity		
(a)	Equity Share Capital		
	Authorised Equity Share Capital		
	As at 31.03.2017	7,50,00,000	7,50,000
	Increase during the year	-	-
	As at 31.03.2018	7,50,00,000	7,50,000

Particulars	No of Shares	Equity share capital par value
Movement in equity share capital		
As at 31.03.2017	5,78,72,884	5,787
Warrant application money		278
As at 31.03.2018	5,78,72,884	6,065

Terms and rights attached to equity shares

Equity shares have par value of INR 10. They entitle the holder to participate in dividends, and to share in the proceeds of winding up the company in proportion to the number of and amounts paid on the shares held.

Every holder of equity shares present at a meeting in person or proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

Issue of share warrants

Pursuant to Extra Ordinary General Meeting held on 12.01.2018, 3500000 share warrants were issued to general public and body corporate on 18.01.2018. Share application money amounting to Rs. 2,77,50,000 was received

(b) Reserves and surplus

Particulars	As at March 31, 2018	As at March 31, 2017
Capital reserve	1321.69	1321.69
Securities premium reserve	3377.89	3377.84
Retained earnings	1434.54	1519.19
Total	6134.12	6218.72
(i) Capital Reserve		
Opening balance	1321.69	1321.69
Closing balance	1321.69	1321.69
(ii) Securities premium reserve		
Opening balance	3377.89	3377.89
Closing balance	3377.89	3377.89
(ii) Retained earnings		
Opening balance	1519.19	1763.27
Loss for the year	(84.64)	(244.08)
Closing balance	1,434.55	1,519.19

B. Nature and purpose of reserves

- (a) **Capital Reserve:** Capital Subsidies received by the company is treated as capital reserve.
- (b) **Securities Premium Reserve:** The amount received in excess of face value of the equity shares is recognised in Securities Premium Reserve.
- (c) **General Reserve:** The Company has transferred a portion of the net profit of the Company before declaring dividend to general reserve pursuant to the earlier provisions of Companies Act, 1956. Mandatory transfer to general reserve is not required under the Companies Act, 2013.
- (d) **Retained Earnings:** Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

C. Capital Management

Equity share capital and other equity are considered for the purpose of Company's capital management.

The Company manages its capital so as to safeguard its ability to continue as a going concern and to optimise returns to shareholders. The capital structure of the Company is based on management's judgement of its strategic and day-to-day needs with a focus on total equity so as to maintain investor, creditors and market

The management and the board of directors monitors the return on capital as well as the level of dividends to shareholders. The Company may take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

Himalaya Food International Limited

Notes to the standalone financial statements for the year ended 31st March, 2018

(All amounts in Rs in lacs unless otherwise stated)

Note	Particulars	Maturity Date	Terms of repayment	Rate of Interest %	As at March 31, 2018	As at March 31, 2017
9	Financial liabilities					
	(a) Non-current borrowings					
	Secured					
	Term Loans					
	<i>From Banks</i>					
	Rupee Loan	30.06.2024	Quarterly	11.30	9,257	9,609
	Rupee Loan	30.06.2024	Quarterly	10.65	235	248
	Foreign Currency Loan (USD)	30.06.2024	Quarterly	4+Libor	3,021	3,016
	Long term maturities of finance lease obligations					
	Obligations under finance lease	01.09.2017	Monthly	10.82-11.00	73	104
	Total Non Current Borrowing				12,586	12,977
	Less Current maturities on long term debt				1,309	884
	Less Current maturities on loan from other Parties				39	45
	Total Non-Current Borrowings (As per Balance Sheet)				11,238	12,048
	(b) Current borrowings					
	<i>From Banks</i>					
	Rupee Loan	Payable on demand	Payable on demand	11.30	5,550	5,413
	Total Current Borrowing				5,550	5,413

Secured borrowings and assets pledged as

- 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 working capital limits are secured by first pari passu charge over the entire current assets of the company, along with personal guarantees of promoters.
- All vehicle loans are secured against the vehicle and personal guarantee of the CMD, Mr. Man Mohan Malik, taken from BMW Financial Services and Mahindra Finance

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

Particulars	2018		2017	
	Rs.	US\$	Rs.	US\$
Secured loan (Exim Bank)	3,021	47	3,016	47
Conversion rate applied 1 USD= Rs. 65.12 (Previous rate Rs.64.85)				

Himalaya Food International Limited

Notes to the standalone financial statements for the year ended 31st March, 2018

(All amounts in Rs in lacs unless otherwise stated)

Note	Particulars	As at March 31, 2018	As at March 31, 2017
9(c) Other Financial liabilities			
	Non Current (Other)		
	Advances and deposits from customers	44	1
	Customer Deposit	-	3,415
	Total Other Non-current Financial liabilities	44	3,416
	Current		
	Current maturities of long-term debt	1,309	884
	Current maturities on finance lease obligations	39	45
	Capital Creditors for(purchase of fixed assets)	-	125
	Total Other current Financial liabilities	1,348	1,053
9(d) Trade payables			
	Current		
	Trade payables	1,351	1,041
	Total	1,351	1,041
10 Other Current Liabilities			
	Other payables		
	Expense payable	174	162
	TDS payable (tax deducted at source)	21	47
	Employees State Insurance payable	4	2
	Employees Provident Fund payable	8	7
	Total	206	218

Contingent Liabilities not provided for

Particulars	As at March 31, 2018	As at March 31, 2017
Guarantees and Counter guarantees given by the Company	74	65
Letter of credit	172	208
Income Tax demand in respect of assessment years 2013-14 against which the Company had gone in appeal	0	1,529
Excise duty on Domestic Tariff Areas sales pending in Delhi Tribunal	4	4
Corporate Guarantee given	1	1

Himalaya Food International Limited

Notes to the standalone financial statements for the year ended 31st March, 2018

(All amounts in Rs in lacs unless otherwise stated)

Note	Particulars	March 31, 2018			March 31, 2017		
		Current	Non-current	Total	Current	Non-current	Total
11							
(a)	Provisions						
	Provision for tax	-	274	274	-	274	274
	Total	-	274	274	-	274	274

Deferred Payment Liabilities
2018
2017
Particulars

Deferred Current Assets (Liabilities) as per Balance Sheet (801) (792)

Deferred Tax Liability

Depreciation as per Companies Act 1,170 1,138

Depreciation as per Income Tax Act 1,086 1,177

Difference (84) 39

Deferred Tax Liability (27) 13

Deferred Tax Assets on 43B Items

PF (Employers Share) not deposited as on 31.03.2016 8 7

ESI (Employers Share) not deposited as on 31.03.2016 4 2

Total 11 9

Deferred Tax Assets 4 3

Net Deferred Tax Liability (771) (801)

Particulars	March 31, 2018			March 31, 2017		
	Current	Non-current	Total	Current	Non-current	Total
(b) Employee Benefit obligation						
Provision for employee benefits						
Provision for gratuity	15	89	103	15	66	80
Provision for leave encashment	22	-	22	16	-	16
Total	36	89	125	31	66	97

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 30 days is lapsed

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 valuation on projected unit credit method made at the end of each financial year.

Key Parameters	2018	2017
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 Post Retirement Medical Benefits

There is no post retirement medical benefit in the company

e 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 expense during the year :

Defined Contribution Plan	Expenses recognised during 2017-18	Contribution for key management personnel 2016-17
Employer's contribution to provident fund	2,996	22
(Previous year)	(1955)	(22)
Employer's Contribution to Employee State Insurance	778	0
(Previous year)	(674)	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	10,317	0	0
(Previous year)	(8030)	0	0

Himalaya Food International Limited

Notes to the standalone financial statements for the year ended 31st March, 2018

(All amounts in Rs in lacs unless otherwise stated)

Note	Particulars	Year ended March 31, 2018	Year ended March 31, 2017
12	Revenue from Operations		
	Sale of goods		
	Sales- Export	3,206	5,539
	Sales- Domestic	7,953	6,590
	Total	11,159	12,129
13	Other Income		
	Minimum Guarantee against processing charges	-	18
	Flood Claim Received	20	
	Export Incentives	106	221
	Total	126	239
14	Raw Material & Consumables Consumed		
	Raw material at the beginning of the year	958	1,154
	Add:		
	Purchases	3,264	3,832
	Freight inward	43	6
	Packing Expenses	1,015	1,149
	Less: Raw material at the end of the year	1,051	958
	Total	4,229	5,184
15	Changes in inventories of finished goods and work-in-progress		
	Opening Stock		
	Goods in process	2,138	1,934
	Finished goods	3,449	2,920
	Closing Stock	5,587	4,854
	Goods in process	1,572	2,138
	Finished goods	3,929	3,449
	Increase/(Decrease) in inventories	5,501	5,587
		(86)	733

Himalaya Food International Limited

Notes to the standalone financial statements for the year ended 31st March, 2018

(All amounts in Rs in lacs unless otherwise stated)

Note	Particulars	Year ended March 31, 2018	Year ended March 31, 2017
17	Depreciation and amortisation expense		
	Depreciation of property, plant and equipment	1,170	1,138
	Total	1,170	1,138
18	Other expenses		
	Power and fuel	1,144	1,157
	Rent:		
	- Offices and Godowns	5	5
	Rates and taxes	18	25
	Insurance	14	21
	Repairs and maintenance:		
	- Plant and machinery	45	12
	- Building	11	22
	- Others	-	2
	Advertisement and sales promotion	12	27
	Postage and courier	3	3
	Travelling and conveyance	70	114
	Printing and stationery	6	2
	Communication	10	16
	Legal and professional	42	78
	Payment to Auditors	5	6
	Selling Expenses	1,488	1,943
	Freight Outward	101	169
	Other expenses	101	91
	Total	3,076	3,694
	Auditor's Remuneration		
	(included under other expenses)		
	Professional Fee		
	- Audit Fees	5	5
	- Tax Audit Fees	0	1
	Reimbursement of Expenses	0	0
		5	6
19	Finance cost		
	Interest and finance charges on financial liabilities not at fair value through profit or loss	1,793	1,936
	Total	1,793	1,936

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' in note 18.
- c The year wise breakup of future lease payments in respect of leased premises are as under:

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Minimum lease payments:		
Not later than 1 year	5	5
Later than 1 year but not later than 5 years	0	0
Later than 5 years	0	0

Himalaya Food International Limited

Notes to the standalone financial statements for the year ended 31st March, 2018

(All amounts in Rs in lacs unless otherwise stated)

20 Disclosures pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 186 of the Companies Act, 2013

a 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:

	Year ended March 31, 2018	Year ended March 31, 2017
(i) Loans and advances		
APJ Laboratories Ltd	568	566
Doon Valley Foods Pvt Ltd.	223	3
(ii) Investment in shares of subsidiary companies:		
Himalya Green Apartments Ltd (50000 shares of Rs. 10 each fully paid up)	5	5
Appetizer and Snacks Foods Ltd (50000 shares of Rs. 10 each fully paid up)	5	5

b Related party disclosures

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.

Subsidiary companies

Himalya Green Apartments Ltd
Appetizer and Snacks Foods Ltd

Nature of transaction

(i) Managerial remuneration

Mr. M.M. Malik
Mrs. Sangita Malik

	Year ended March 31, 2018	Year ended March 31, 2017
Mr. M.M. Malik	60	102
Mrs. Sangita Malik	19	19

(ii) Loans and advances

APJ Laboratories Ltd
Doon Valley Foods Pvt Ltd.

(iii) Investment in shares of subsidiary companies:

Himalya Green Apartments Ltd
(50000 shares of Rs. 10 each fully paid up)
Appetizer and Snacks Foods Ltd
(50000 shares of Rs. 10 each fully paid up)

c Derivative instruments and hedged foreign currency exposures

Particulars of derivatives

Forward contract outstanding as at
Balance Sheet date

	Year ended 31st March, 2018		Year ended 31st March, 2017	
	Rs.(000)	US\$(000)	Rs.(000)	US\$(000)
Forward contract outstanding as at Balance Sheet date	4,94,863	7,400	0	0
Purpose	Hedge of expected future sales			

d 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 31.03.2018. Amount outstanding to these enterprises to the year ended 31.03.2018 is Rs. Nil (previous year Rs. Nil).

e Segment Disclosure
Information About the Secondary Segments

Revenue and sundry debtors as per geographical markets

Particulars	Revenue		Sundry debtors	
	2018	2017	2018	2017
India	9,285	6,590	687	328
Outside India	1,874	5,539	1,337	3,313
Total	11,159	12,129	2,024	3,640

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.

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

	Year ended March 31, 2018	Year ended March 31, 2017
Basic E.P.S.	-0.15	-0.42
Diluted E.P.S.	-0.14	-0.42
Calculation of basic E.P.S.		
a) Net profit for the year attributable to equity shareholders	(85)	(244)
b) Weighted average number of equity shares	5,78,72,884	5,78,72,884
c) Basic earnings per share (a/b)	-0.15	-0.42
d) Nominal value per share	Rs. 10/-	Rs. 10/-
Calculation of diluted shares		
Weighted average number of equity shares	5,78,72,884	5,78,72,884
Number of shares in respect of shares warrants	35,00,000	-
Total:	6,13,72,884	5,78,72,884

g 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	1,14,936	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

Consequently accounts of Jointly held entity are not consolidated with the company's accounts.

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.

h 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.

i During the year there is no liability to pay MAT as there is carried forward business loss.

j 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.

k 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 20

As per our report of even date

For and on behalf of the Board

For SATNAM ASSOCIATES

Chartered Accountants

Firm Registration No. 009870C

(Satnam Singh)
Proprietor FCA
Membership no. 79646

Man Mohan Malik
Chairman & Managing Director
DIN:00696077

Sangita Malik
Director
DIN: 02428506

Dated: 31.05.2018
Place : Dehradun

Ajay Kaushik
CFO

Vijay Garg
Company Secretary

**HIMALAYA FOOD 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: <https://himalayafoodcompany.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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf to be held on Saturday, the 29th Day of September 2018, at 03:00 PM at **PRIYANKA PARTY HALL Adjoining Vandana International School Behind Dwarka Court (Near Sector - 10 Metro Station) 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 31st March, 2018, together with the Reports of the Board of Directors and Auditors' thereon		
2.	Appointment of Mr. Ashish Sachdeva DIN: 03069836). who retires by rotation and being eligible, offers herself for re-appointment		
3	Appointment of M/s Satnam Associates, Chartered Accountants, as Statutory Auditors of the Company for the period of Two Year.		
4.	Disclosure on Non-Promoter allottee of warrant on EGM 12.01.2018 to M/s LRSD Securities Private Limited detail of their ultimate beneficiaries of Lalit Dua (HUF) PAN AAAHL7279J holding 25% Shares each (1) Mr. Lalit Dua (Karta) (2) Mrs. Ritu Dua, Spouse of Karta (3) Ms. Shreya Dua Daughter of Karta, (4) Ms. Dakshata Dua Daughter of Karta.		
5.	Regularisation of Additional Director, Mr. Sanjiv Kumar Kakkar DIN 02434426 by appointing him as Executive Director of the Company for the period of 5 years		
6	Regularisation of Additional Director, Mr. Akhil Gupta DIN 07971889 by appointing him as Executive Director of the Company for the period of 5 years		
7	Regularisation of Additional Director, Mr. Surendra Kumar Kaushik (DIN: 05286196) by appointing him as Independent Director of the Company the period of 5 years		

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 27th Annual General Meeting.
- It is optional to put a (√) 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.

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 Annual General Meeting of the Company at Priyanka Party Hall Adjoining Vandana International School Behind Dwarka Court (Near Sector - 10 Metro Station) New Delhi - 110075 on Saturday, the 29th Day of September 2018, at 03:00 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



To,

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If undelivered please return to :


Himalaya
FOOD INTERNATIONAL LTD

Village : Shubhkhera, Paonta Sahib
Himachal Pradesh - 173 025
Phone : 01704-223494
Fax : 01704-225178
www.HimalayaFoodCompany.com