



September 6, 2020

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

Scrip Code: 526899
Symbol: HFIL

Sub: Annual Report for Financial Year 2019-20 of Himalaya Food International Limited
(formerly known as Himalaya International Limited) ('Company')

Dear Sir/ Madam,

This is in furtherance to our letter dated September 5, 2020 wherein the Company had informed that the 29th Annual General Meeting ('AGM') of the Company will be held on Wednesday, September 30, 2020 at 4:30 p.m. (IST) via two-way Video Conference / Other Audio-Visual Means only, in accordance with the General Circular issued by the Ministry of Corporate Affairs dated May 5, 2020 read with General Circulars dated April 8, 2020 and April 13, 2020 and SEBI Circular dated May 12, 2020.

Please find enclosed herewith the Annual Report of Himalaya Food International Limited (formerly known as Himalaya International Limited)) for the Financial Year 2019-20 along with the Notice of the 29th AGM ('Annual Report'). The Annual Report is also being sent through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrars and Transfer Agent/Depositories.

The Annual Report is available on the website of the Company at himalayafoodcompany.com

This is submitted pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

This is for your information and record.

Thanking you,

Yours truly,
For Himalaya Food International Ltd.

Surabhi Maheshwari
Company Secretary & Compliance Officer

Himalaya Food International Ltd.

CIN : L70102DL1992PLC047399 Formerly known as Himalaya International Ltd.

Contact@HimalayaFoodCompany.com

www.HimalayaFoodCompany.com

Registered Office :

118, 1st Floor, 12 Gagandeep Building
Rajendra Place, New Delhi-110008
Tel.: +91-11-45108609

Shubhkhera, Paonta Sahib,
Himachal Pradesh - 173 025
Tel.: +91-1704-223494, Fax:225178

Plants

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



100% vegetarian

Himalaya is a socially conscientious company. We believe in nourishing the community we work within -through supporting local farms by ways of contract farming, educating farmers on better farming practices and providing them with our nitrogen-rich soil from the Mushroom Houses to fertilize their fields.



Himalaya Food International Ltd

29th Annual Report

Year 2019-2020

A WIDE RANGE OF ALL NATURAL PRODUCTS



Kindly Share Your Email id To CS@Himalyainternational.com for Transfer of Digital Copy of Company Annual Report and All Other Communication on BSE Site

HIMACHAL PRADESH



GUJARAT



DELHI



USA



CORPORATE INFORMATION

BOARD OF DIRECTORS

MAN MOHAN MALIK

Chairman & Managing Director

SANGITA MALIK

Whole time Director

SANJIV KUMAR KAKKAR

Executive Director

SUNIL KHERA

Independent Director

SURENDRA KUMAR KAUSHIK

Independent Director

ASHISH SACHDEVA

Independent Director

NEELAM KHANNA

Independent Director

SHAMSHER ALI

Chief Financial Officer (CFO)

SURABHI MAHESHWARI

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 -110062

SHARES LISTED AT

Bombay Stock Exchange (BSE)
526899 (Scrip Code)

RAGISTERD OFFICE

Himalaya Food International Ltd
118 - 1st Floor, 12 Gagandeep Building
Rajendra Place New Delhi-110008
www.himalayafoodcompany.com

HEAD OFFICE & PLANT

Village: Shubhkhera, paonta Sahib Distt.
Sirmour (H.P) 173025 Tel.: 01704-
223494 Fax: 01704-225178

GUJARAT PLANT

215/A/1 Vadnagar-Redlaxmipura Road
At-Sultanapura, Ta-Vadnagar
Mehsana District, Gujarat
India, 384355

Dear Himalaya Family,

On behalf of the Board of Directors, I welcome you all to 29th AGM of your company.

Amidst the world wide Covid-19 Pandemic; It's my privilege to greet you and share Positive Thoughts that will help us all to Reset our Aspirations & Move Forward with High Spirits!

Inspite of all the gloom & fear for life since March, your company has stayed afloat and has been able to Reset its targets towards most optimal cost controls and enhance the efficiency of all resources at our command.

The results of last FY ending March 2020 are with you. We could pay Rs. 12 Cores from the cash generated in last financial year to the three banks that had approved our OTS Proposal. Corporation Bank had been working to restructure their part of loan but after their merger with Union Bank; they also preferred OTS on same terms and conditions as was earlier approved by the lead Bank SBI. We have paid them an upfront advance of Rs 1.25 Crore last month as desired by them for the final sanction. Once UBI sanction is received all four banks will consider the economic effect of Covid Lockdown and a final payment plan for the OTS amount to all four banks will be redrawn.

Mushroom operations had abruptly halted since March and we propose to restart these operations this month so as to be in market for sale by end of October.

Exports are continuing, though at slow pace due to total closure of food service (Restaurants, Hotels & Catering) segment in USA.

Contract Processing of frozen potato products is showing signs of picking pace for domestic market.

I assure you that inspite of multiple challenges we have been facing, our resolve has always remained stronger & we are confident to sail through tough times to fulfil your aspirations within next few quarters.

Earnestly
&
With Best Wishes

For Himalaya Food International Ltd.

**Man Mohan Malik
Chairman & CEO**

NOTICE

NOTICE is hereby given that the 29th Annual General Meeting of the members of the Company will be held on Wednesday, the 30th Day of September 2020, at 04:30 PM through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM') to transact the following business: -

Ordinary Business:

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the year ended 31st March 2020 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Sanjiv Kumar Kakkar (DIN: 02434426), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. To appoint and if thought fit to pass, with or without modifications, pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Sharma Kumar & Associates, Chartered Accountants, (Firm Registration No: 030842N) be and are hereby appointed as the Statutory Auditors of the Company, in place of the outgoing Statutory Auditors i.e. Satnam Associates, Chartered Accountants, (Firm Registration No: 009870C), for a term of 5 (Five) consecutive years, i.e. to hold office from the conclusion of the 29th Annual General Meeting till the conclusion of the 34th Annual General Meeting of the Company, at such professional fees and reimbursement of out of pocket expenses, if any, in each financial year, as recommended by the Audit Committee and mutually agreed to between the Board of Directors and the Statutory Auditors of the Company."

Place: Delhi
Date: 05.09.2020

By order of the Board of Directors
Himalaya Food International Limited
Sd/-

Surabhi Maheshwari
Company Secretary & Compliance Officer

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 ('Act') read with SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 with respect to the business set out under Item Nos. 3 of the Notice, is annexed hereto and forms part of the notice.
2. In view of the global outbreak of the Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circulars dated April 8, 2020 April 13, 2020 and May 05, 2020 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting ('AGM' or 'Meeting') through Video Conferencing ('VC') facility or other audio visual means (OAVM), without physical presence of the Members at a common venue. Further, Securities and Exchange Board of India ('SEBI') vide its Circular dated May 12, 2020 ('SEBI Circular') has also granted certain relaxations. In Compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA Circulars, the 29th AGM of the Company is being held through VC/OAVM on Wednesday, 30th September, 2020 at 4.30 p.m.
3. Further, pursuant to the MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report for FY 2019-20 is sent in electronic form only to those Members whose email addresses are registered with the Company/ Depositories. The Notice calling the 29th AGM has been uploaded on the website of the Company at www.himalayafoodcompany.com. The Notice can also be accessed from the website of the Bombay Stock Exchange at www.bseindia.com and CDSL (agency for providing the Remote e-Voting facility) at www.evotingindia.com. Members who would like to obtain pdf copy on their email ID may write an email to cs@himalyainternational.com. Pursuant to the Circulars mentioned above, the Company has not printed the Annual Reports and hence no hard copies of the Annual Report will be provided.
4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. The facility of joining the e-AGM through VC/OAVM will be opened 15 minutes before and will be open upto 15 minutes after the scheduled start time of the e-AGM, i.e., from 4.15 p.m. to 4.45 p.m. and will be available for 1,000 members on a firstcome first-served basis. This rule would however not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key and senior managerial personnel, auditors, etc.
7. Corporate members intending to send their authorised representative to attend the AGM through VC or OAVM or to vote through remote e-voting, pursuant to Sections 112 and 113 of the Act, are requested to send a certified copy of the board resolution to the Scrutinizer by e-mail at bsgoyal.associates@gmail.com with a copy marked to cs@himalyainternational.com, authorising their representative to attend and vote on their behalf at the AGM.
8. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. All documents referred to in the accompanying Notice of the AGM and the Explanatory Statement will be available electronically for inspection by the members during the AGM.
10. The Register of Members and Share Transfer Books of the Company will remain closed from **24th September 2020 to 30th September 2020**, both days inclusive.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DP's with whom they are maintaining their accounts. Members holding shares in physical

form can also submit their PAN to the Company/RTA.

12. Brief resume of Director proposed to be re-appointed, nature of their expertise in specific functional areas, of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under regulation 36(3)(a) of SEBI (LODR) Regulations, 2015 are provided on page 8.
13. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
14. Members holding shares in electronic form are requested to intimate immediately any change in their bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their bank mandates immediately to the Company or its Registrar & Share Transfer Agents - Ms. Beetal Computer & Financial Services Pvt. Ltd.
15. In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can only be transferred in dematerialised form with effect from 1st April, 2019. In view of the above, members are advised to dematerialise shares held by them in physical form.
16. 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

17. 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 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 (Amended Rules 2015), Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, Himalaya Food International Limited is offering e-voting facility to its members in respect of businesses to be transacted at the 29th Annual General Meeting scheduled to be held on Wednesday, the 30th Day of September 2020, at 04:30 PM The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide E- voting facilities. The Notice of the 29th 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 <27th September 2020 at 9.00 A.M. > and ends on <29th September 2020 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 <23rd September 2020> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.

- (iv) Click on “Shareholders” module.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:-

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth(DOB)	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. <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 (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting 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.
- (xi) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Votingpage.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (xx) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 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.
- (xxi) If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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 or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

Process for those Shareholders whose Email Addresses are not Registered with The Depositories for Obtaining Login Credentials for E-Voting for the Resolutions Proposed in this Notice:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@himalyainternational.com or beetalrta@gmail.com.

Instructions for Shareholders attending the AGM through VC/OAVM are as under:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / I Pads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least four days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@himalyainternational.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance four days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

Instructions for Shareholders for E-Voting During the AGM are as under:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Place: Delhi
Date: 05.09.2020

By order of the Board of Directors
Himalaya Food International Limited

Sd/-
Surabhi Maheshwari
Company Secretary & Compliance Officer

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013**ITEM No. 3**

The following disclosure is made further to the requirement of sub-regulation (5) of Regulation 36 of the SEBI (LODR), 2015 read with Section 102 of Companies Act, 2013:

M/s Satnam Associates, Chartered Accountants, (Firm Registration No: 09870C), were appointed as the Statutory Auditors of the Company at the 27th Annual General Meeting (AGM) of the Company held on September 29, 2018 for a second term of two years to hold the office till the conclusion of this AGM, having completed their term as prescribed under Section 139 of the Companies Act, 2013.

The Board of Directors has, based on the recommendation of the Audit Committee, at its meeting held on August 31, 2020, proposed the appointment of Sharma Kumar & Associates, Chartered Accountants, (Firm Registration No: 030842N) as the Statutory Auditors of the company for a term of 5 consecutive years, to hold the office from the conclusion of this 29th AGM till the conclusion of the 34th AGM.

Sharma Kumar & Associates, Chartered Accountants, (Firm Registration No: 030842N) have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be accordance with Section 139 read with Section 141 of the Act.

The Board of Directors of the Company, based on the fee proposal received and on the recommendation of the Audit Committee, has proposed a professional fee of Rs. 5,00,000/- plus applicable taxes and reimbursement of out of pocket Expenses at the actuals, if any, to Sharma Kumar & Associates, Chartered Accountants, (Firm Registration No: 030842N) for the Financial Year 2020-21, towards carrying out the Statutory Audit of the Company. The Board may revise the fee payable to the Statutory Auditors, as per the recommendation of the Audit Committee, as may be mutually agreed with the Statutory Auditors of the Company.

The Company had paid a professional fee of Rs. 6,00,000/- to the outgoing Statutory Auditors i.e. M/s Satnam Associates, Chartered Accountants, (Firm Registration No: 09870C) for the financial year 2019-20. In the opinion of the Audit Committee and the Board of Directors of the Company, the fees payable to M/s Satnam Associates, Chartered Accountants, is based on the fee proposal received at the time of selection of the Statutory Auditors by the Audit Committee.

None of the Directors, Manager, Key Managerial Personnel of the Company and/or any relatives of such Director, Manager, Key Managerial Personnel are in anyway concerned or interested in the resolution set out as Item No. 3 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the notice for approval by the Members

Place: Delhi
Date: 05.09.2020

By order of the Board of Directors
Himalaya Food International Limited

Sd/-
Surabhi Maheshwari
(Company Secretary)

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

Annexure – A

Details of the Directors seeking Appointment/re-appointment/variation in terms of appointment at the Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are as under:

Name of the Director	Mr. Sanjiv Kumar Kakkar
Date of Birth & Age	November 17,1957 62 Years
DIN	02434426
Qualification	He holds a diploma in Marine Engineering from the MERI (marine engineering and Research Institute) collage Calcutta in the year 1978 and Class 1 Marine engineering from DOT, UK.
Terms and Conditions of appointment/reappointment	Executive Director, liable to retire by rotation.
Experience & Expertise	24 years of experience in the field of marketing strategy. As the co-founder of Himalaya, he uses that understanding of the international business landscape to make Himalaya successful in the gargantuan North American market. He has built Himalaya into a global brand with a strong footprint across the continent.
Date of first appointment on the Board	28/10/2017
Shareholding in the Company	3016500 Equity Shares as on 31 st March 2020
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Mr. Man Mohan Malik is Brother in law and Mrs. Sangita Malik is Sister in law of Mr. Sanjiv Kumar Kakkar
Number of Board Meetings attended during the year	1 (One)
Other Directorships, Membership/ Chairmanship of Committees of other Boards	Currently Mr. Sanjiv Kumar Kakkar hold Director in the following Companies <ul style="list-style-type: none"> • Doon Valley Foods Private Limited • Appetizers And Snacks Foods Limited • A.P.J. Laboratories Limited • Himalaya Carbonates Pvt Ltd • Himalya Green Apartments Limited

DIRECTORS' REPORT

To
The Members,
Himalaya Food International Limited

Your Directors have pleasure in submitting their Annual Report of the Company together with the Audited Financial Statement for the year ended 31st March, 2020.

1. GENERAL INFORMATION

The Company was incorporated on 30/01/1992. The Company is engaged in the business of Growing of mushrooms (agriculture Activity) and manufacturing & export of Cheese, sweets and appetizer. We are pursuing to establish Franchisee business spanning three modules as Distribution Hubs, Exclusive Stores & Quick Service food Vans.

2. FINANCIAL RESULTS

The Company's financial performance for the year along with previous year's figures is given hereunder:

(Rs. in Lacs)

Particulars	Financial Year ended 31.03.2020	Financial Year ended 31.03.2019
Income from Operation	7876	9122
Other Income	445	211
Profit before Finance cost, Depreciation and Taxes	2033	(3597)
Finance Cost	28	196
Depreciation	1146	1143
Profit/(Loss) before Exceptional Items and Tax	859	(4936)
Less: Provision for W/o of Fire Claim	0	2071
Profit/(Loss) before Tax	859	-7007
Deferred Tax(Assets)/Liability	(133)	(53)
Profit/(Loss) for the year	992	(6954)

3. RESULTS OF OPERATIONS AND STATE OF COMPANY'S AFFAIRS

During the year under review, the total income from operation of your Company was Rs. 7876 Lacs as compared to Rs. 9122 Lacs in the previous year. The net profit of the company for the current financial year is of Rs. 992 Lacs as compared to loss of (Rs. 6954) Lacs in the previous year. The Company come under profit from loss in previous year. Company is now in recovery mode and focusing on export business.

4. DIVIDEND

With the view to conserve the resources of company the directors are not recommending any dividend for the financial year 2019-20.

5. IMPACT OF COVID-19 ON COMPANY

The COVID-19 pandemic is a global humanitarian and health crisis. The actions taken by various governments to contain the pandemic, such as closing of borders and lockdown restrictions, resulted in significant disruption to people and businesses.

We Lost All Mushrooms Composts (around 4000 Tons) at various stages / temperatures due to Abrupt Full Stop of all activity (No Workers, No Transport, No Sales) The total Loss of Mushroom crops expected from the Composts in progress was 800 Tons valued at Rs. 8 Crores.

We maintained all Composts and Mushroom crops at low temperature by air conditioning in the hope of lockdown to be opened in a few weeks but lockdown kept on being extended from time to time and finally after 12/16 weeks we lost all the crops and the even the cost incurred on electricity used to maintain the air conditioned low temperatures.

We could use limited Resident Workers & Staff to meet export orders partially. Even the export orders could not be serviced due to closure of all businesses of our suppliers of RM / PM.

6. TRANSFER TO RESERVE

The Company has not transferred any amount to reserves.

7. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The Company was not required to transfer any amount to Investor Education and Protection Fund as there was no amount due for transfer under Section 125(2) of the Companies Act, 2013.

8. COMPOSITION OF BOARD OF DIRECTORS

During the year the Board of Directors consists of as hereunder:

Name	Designation	DIN	Date of Appointment	Date of Resignation
Man Mohan Malik	Managing Director & Chairman	00696077	30/01/1992	-
Sangita Malik	Whole Time Director	02428506	30/07/2007	-
Sanjiv Kumar Kakkar	Executive Director	02434426	28/10/2017	-
Sunil Kumar Khera	Non- Executive & Independent Director	00263581	30/10/2004	-
Ashish Sachdeva	Non- Executive & Independent Director	03069836	30/09/2015	-
Surendra Kumar Kaushik	Non- Executive & Independent Director	05286196	22/01/2018	-
Neelam Khanna	Additional Non- Executive & Independent Director	08332836	16/01/2019	-
Akhil Gupta	Executive Director & CFO	07971889	28/10/2017	07/02/2020

- Mr. Sanjiv Kumar Kakkar (DIN: 02434426), Executive Director of the Company shall be retire by rotation at the ensuing Annual General Meeting and being eligible, offers themselves for re appointment. Your Directors have recommended his re-appointment. Brief profile of Mr. Sanjiv Kumar Kakkar is given in the Annexure –A of AGM Notice.
- Mr. Akhil Gupta was resigned from the post of Chief Financial Officer (CFO) & Executive Director w.e.f 07/02/2020.

9. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR

The Company had 9 Board meetings during the financial year under review.

S.No.	Date of meeting	Total No. of Directors on the Date of Meeting	No. of Directors attended	% of Attendance
1	10/04/2019	8	5	62.5
2	30/05/2019	8	7	87.5
3	01/07/2019	8	4	50
4	14/08/2019	8	7	87.5
5	05/09/2019	8	4	50
6	14/11/2019	8	3	37.5
7	07/02/2019	7	5	71.43

10. MEETING OF INDEPENDENT DIRECTOR

As per Regulation 25(3) of the Listing Regulations as well as pursuant to Section 149(8) of Companies Act, 2013, the independent directors of the listed entity shall hold at least one meeting in a year, without the presence of non-

independent directors and members of the management and all the independent directors shall strive to be present at such meeting.

By the General Circular No. 11/2020 – MCA, in order to support and enable Companies and Limited Liability Partnerships (LLPs) in India to focus on taking necessary measures to address the COVID-19 threat, including the economic disruptions caused by it, some measures have been implemented by the Ministry of Corporate Affairs to reduce their compliance burden and other risks includes the relaxation of not required to hold at least one meeting without the attendance of Non independent directors and members of management. For the financial year 2019-20, if the IDs of a company have not been able to hold such a meeting, the same shall not be viewed as a violation.

Accordingly, no Independent Director’s meeting held during the financial Year 2019-20

11. AUDIT COMMITTEE

The Audit Committee during the year consisted of 6 members. More details on the committee are given in Corporate Governance Report.

12. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee consist of 4 members. More details on the committee are given in Corporate Governance Report.

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

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

A. CONSERVATION OF ENERGY:

The information required under the provisions of section 134 (3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 relating to the conservation of energy and technology absorption. 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. FOREIGN EXCHANGE EARNINGS AND OUTGO:

Particulars (Accrual Basis)	Amount(In Laks)
Inflow foreign Exchange	2791
Outflow foreign Exchange	NIL

14. PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED UNDER SECTION 186 OF THE COMPANIES ACT, 2013

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year and hence the said provision is not applicable.

15. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

The particulars of contracts or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under the proviso thereto have been disclosed in Form No. AOC -2, annexed.

16. AUDITORS AND AUDIT REPORT

a. STATUTORY AUDITORS:

Pursuant to the provisions of Section 139 of the Act (the Act) read with the Companies (Audit and Auditors) Rules, 2014, M/s Satnam Associates, (Firm Registration No. 09870C), Chartered Accountants, were appointed as Statutory

Auditors of the Company, to hold office from the conclusion of the 27th Annual General Meeting (AGM) until the conclusion of 29th AGM.

Since, the tenure of M/s Satnam Associates, Chartered Accountants, Statutory Auditors shall conclude at the 29th AGM, the Audit Committee and Board of Directors may consider the appointment of Sharma Kumar & Associates Statutory Auditors (Firm Registration No: 030842N) of the Company in place of M/s Satnam Associates, Chartered Accountants and may place the said proposal before the shareholders in the ensuing AGM, who will hold office from the conclusion of said AGM until the conclusion of 34th AGM of the Company.

b. AUDITORS REPORT:

There are no observations (including any qualification, reservation, adverse remark or disclaimer) of the Auditors in their Audit Report that may call for any explanation under section 134(3)(f) of the Companies Act, 2013 from the Directors. Further, the notes to accounts referred to in the Auditors Report are self-explanatory.

c. SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company with the approval of its Board, appointed **B. S. Goyal & Co.**, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the financial year ended March 31, 2020. The Secretarial Audit Report is annexed herewith as Annexure.

There are no qualifications, reservation or adverse remark or disclaimer made by the auditor in the report save and except disclaimer made by them in discharge of their professional obligation.

d. INTERNAL AUDITORS

The Board has appointed **Grownnumero Advisors Pvt. Ltd., Chartered Accountants Faridabad** as Internal Auditors for a period of one year under Section 138 of the Companies Act, 2013 and he has completed the internal audit as per the scope defined by the Audit Committee.

17. EXTRACT ANNUAL RETURN

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in Form MGT-9 is attached to this Report. **(Annexure-1)**. Copy of Annual Return can be found on our Website: www.himalayafoodcompany.com

18. DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submit its responsibility Statement:—

(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; and

(e) That internal financial controls were laid down to be followed and that such internal financial controls were adequate and were operating effectively.

(f) That proper system was devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

19. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company have two Subsidiaries Himalya Green Apartments Ltd. and Appetizer and Snacks Foods Ltd.

20. DEPOSITS

The Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014.

21. BOARD EVALUATION:

The performance evaluation of the individual Directors including chairman of Board was done in accordance with the provision of the Company Act, 2013.

22. VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Board has established a vigil mechanism for directors and employees to report genuine concerns to be disclosed, the detail of which is placed on the website of the company. The Board has also formulated the whistle blower policy, same has been uploaded on the website of the company https://cdn.shopify.com/s/files/1/2290/3477/files/Vigil_Mechanism_cum_Whistle-Blower-Policy.pdf

There was no reporting made by any employee for violations of applicable laws and regulations and the Code of Conduct for the F. Y. 2019-20.

23. CORPORATE SOCIAL RESPONSIBILITY (CSR):

As the Company does not fall under the Class of Companies as prescribed under Section 135 of Companies Act, 2013 and Rules made there under, therefore the provisions related to Corporate Social Responsibility is not applicable to the Company. Therefore, Company is not liable to contribute towards Corporate Social Responsibility.

24. MANAGERIAL REMUNERATION

None of the employees of the company was in receipt of the remuneration exceeding the Appointment and Remuneration of Managerial Personnel of the Companies Act, 2013 limits prescribed u/s 197 (12) read with rule 5, sub-rule 2 of The Companies during the year under review.

The Company does not have any material information to report in accordance to Rule 5, of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

25. SHARE CAPITAL:

The Company has 57872884 Equity Shares of Rs. 10 each amounting to Rs. 578728840, during the year under review; the Company has not issued any shares or any convertible instruments.

The Company has only one class of Equity Share having a par value of Rs. 10/-each holder of share is entitled to one vote per share with same rights.

During the Year 2019-20, the company has not made any issue of equity shares with differential voting rights, Sweat Equity Shares and employee stock option.

26. INTERNAL FINANCIAL CONTROL

The Company has proper place and adequate internal control systems commensurate with the nature of its business, and size and complexity of its operations. Internal control systems comprising of policies and procedures are designed to ensure reliability of financial reporting, timely feedback on achievement of operational and strategic goals, compliance with policies, procedure, applicable laws and regulations, and all assets and resources are acquired economically, used efficiently and adequately protected.

27. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

The Company has its Risk Management Policy to identify and deal with the risks and threats that could impact the organization. Risk Management Policy is available for inspection at the Registered Office of the Company during business hours on any working day.

28. MATERIAL CHANGES AND COMMITMENT

Other than stated elsewhere in this report, there are no material changes and commitments affecting the financial position of the Company between the end of the financial year and the date of this report.

29. GENERAL INFORMATION PURSUANT TO SECTION 134 (3) (q) READ WITH RULE 8 (5) OF COMPANIES (ACCOUNTS) RULES, 2014

Your Directors state that except as stated above no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year:

1. The change in the nature of business, if any
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

30. CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS

The Corporate Governance and Management Discussion & Analysis Report, which forms a part of this Report, are set out separately together with the Certificate from the Auditors of the Company regarding compliance with the requirements of Corporate Governance as stipulated in SEBI (LODR) Regulations, 2015.

31. NUMBER OF CASES FILED (IF ANY), AND THEIR DISPOSAL U/S 22 OF THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance towards any action on the part of any of its official, which may fall under the ambit of 'Sexual Harassment' at workplace, and is fully committed to uphold and maintain the dignity of every women employee of the Company. The Company's Sexual Harassment Policy provides for protection against sexual harassment of Women at workplace and for Prevention and redressal of such complaints. During the financial year no case of Sexual Harassment were reported.

32. MAINTENANCE OF COST RECORDS

The provisions of section 148 (1) of the Companies Act, 2013 for maintenance of cost records is not applicable to the Company.

33. ACKNOWLEDGEMENTS

Your Directors wish to express their grateful appreciation to the continued co-operation received from the Banks, Government Authorities, Customers, Vendors and Shareholders during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed service of the Executives, staff and Workers of the Company

**For and on behalf of the Board of Directors
Himalaya Food International Limited**

Sd/-

MAN MOHAN MALIK

Chairman cum Managing Director

DIN: 00696077

Date: 05.09.2020

Place: : Poanta Sahib

FormNo.MGT 9

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**EXTRACT OF ANNUAL RETURN
As on the financial year ended on 31/03/2020**

I. REGISTRATION AND OTHER DETAILS:

CIN	L70102DL1992PLC047399
Registration Date	30/01/1992
Name of the Company	HIMALAYA FOOD INTERNATIONAL LIMITED
Category/Sub-Category of the Company	Company Limited by Shares/ Indian Non-Govt. Company
Address of the Registered office and contact details	118, 1st Floor, 12 Gagandeep Building, Rajendra Place, New Delhi-110008 Phone No. 0170-4223494 Email ID: cs@himalyainternational.com
Whether Listed Company Yes /No	Yes
Name, Address and Contact details of Registrar and 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 ACTIVITY 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 Katli, Motichoor Ladoo, Mawa and etc.)	1071	

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. NO.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
1.	Appetizers And Snacks Foods Limited	U15490DL2016P LC306438	Subsidiary	100	2 (87)
2.	Himalya Green Apartments Limited	U70109DL2016P LC306441	Subsidiary	100	2 (87)

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)
i) Category-wise Share Holding

Category of Shareholder	No. of Shares held at the beginning of the year 01/04/2019				No. of Shares held at the end of the year 31/03/2020				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	19165532	-	19165532	33.12	19165532	-	19165532	33.12	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)									
d) Bodies Corp.	4930432	-	4930432	8.52	5115975	-	5115975	8.84	0.32
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
TOTAL A1	24095964		24095964	41.64	24281507		24281507	41.96	0.32
(2) Foreign									
a) NRI -Individual	-	-	-	-	-	-	-	-	-
b) Other-Individual	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	4868778	-	4868778	8.41	4868778	-	4868778	8.41	-
d) Banks / FI									
e) Any Others									
TOTAL A2	4868778	-	4868778	8.41	4868778	-	4868778	8.41	
Total shareholding of Promoter (A1) & (A2)	28964742		28964742	50.05	29150285		29150285	50.37	0.32
B. Public Shareholding									
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	600	-	600	0.00	1500	-	1500	0.00	0.00
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	600	-	600	0.00	1500	-	1500	0.00	0.00
2. Non-Institutions									
a) Bodies Corp.		-	-	-	-	-	-	-	-
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders									

holding nominal share capital upto Rs. 2 lakh	11570604	1105132	12675736	21.90	11510896	1098232	12609128	21.79	-0.11
ii) Individual shareholders holding nominal share capital in excess of Rs2 lakh	9129961	63000	9192961	15.88	9625594	63000	9688594	16.74	0.86
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	520481	202700	723181	1.25	543363	199200	742563	1.28	0.03
Others Corporate Bodies	3998003	1122200	5120203	8.85	3329519	1122200	4451719	7.69	-1.16
Others Individual/HUF	1159736	-	1159736	2.00	1159923	-	1159923	2.00	0.00
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	35725	-	35725	0.06	69172	-	69172	0.12	0.06
Trusts	-	-	-	-	-	-	-	-	-
ESOP/ESOS/ESPS	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	26414510	2493032	28907542	49.95	26238467	2482632	28721099	49.63	-0.32
	-	-	-	-	-	-	-	-	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	26414510	2493032	28907542	49.95	26239967	2482632	28722599	49.63	-0.32
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	55379852	2493032	57872884	100	55390252	2482632	57872884	100	0

ii) Shareholding of promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Anita Kakkar	1871193	3.23	3.23	1871193	3.23	3.23	3.23
2	Arjun Malik	4915713	8.49	0.00	4915713	8.49	0.00	0
3	Jyoti Malik	1492700	2.58	0.00	1492700	2.58	0.00	0
4	Man Mohan Malik	954915	1.65	1.65	954915	1.65	1.65	0
5	M M Malik (HUF)	240000	0.41	0.41	240000	0.41	0.41	0
6	Purnima Malik	2317300	4.00	0.00	2317300	4.00	0.00	0
7	Ananditta Kakkar	1580000	2.73	0.00	1580000	2.73	0.00	0
8	Sangita Malik	1144900	1.98	1.98	1144900	1.98	1.98	0
9	Sanjiv Kakkar	3016500	5.21	0.17	3016500	5.21	0.17	0
10	Sidarth Kakkar	1632311	2.82	0.00	1632311	2.82	0.00	0

11	Doon Valley Foods (p) Ltd	2211957	3.82	3.79	2397500	4.14	3.79	0.32
12	Himalya Carbonates Pvt Ltd	2718475	4.70	0.00	2718475	4.70	0.00	0
13	Himalya International Inc.	4868778	8.41	0.00	4868778	8.41	0.00	
	Total	28964742	50.05	11.23	29150285	50.37	11.23	0.32

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

S.N.	Shareholder's Name	Shareholding at the beginning of the year		Shareholding at the end of the year		Change in no of Share	% 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.	Doon Valley Foods (p) Ltd	2211957	3.82	2397500	4.14	185543	0.32

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDR 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	DEEPAK CHOKHANI				
	At the beginning of the year	408946	0.71%		0.00%
	Changes during the year		0.00%	102053	0.17%
	At the end of the year		0.00%	510999	0.88%
2	GIRDHARI P ROHIRA				
	At the beginning of the year	480000	0.83%		0.00%
	Changes during the year		0.00%	-	0.00%
	At the end of the year		0.00%	480000	0.83%
3	DEVIKA ANAND				
	At the beginning of the year	307840	0.53%		0.00%
	Changes during the year		0.00%		0.00%
	At the end of the year		0.00%	307840	0.53%
4	NITIN TANDON				
	At the beginning of the year	304500	0.53%		0.00%
	Changes during the year		0.00%	-	0.00%
	At the end of the year		0.00%	304500	0.53%
5	KANCHAN TANDON				
	At the beginning of the	300000	0.52%		0.00%

	year				
	Changes during the year		0.00%	-	0.00%
	At the end of the year		0.00%	300000	0.52%
6	SAROJ MAHAVEER MEGHAWAT				
	At the beginning of the year	200082	0.35%		0.00%
	Changes during the year		0.00%		0.0%
	At the end of the year		0.00%	200082	0.35%
7	SARLA SHANTILAL SHAH				
	At the beginning of the year	100000	0.17%		0.00%
	Changes during the year		0.00%	100000	0.17%
	At the end of the year		0.00%	200000	0.35%
8	AKASH BAJAJ				
	At the beginning of the year	105250	0.18%		0.00%
	Changes during the year		0.00%	87100	0.15%
	At the end of the year		0.00%	192350	0.33%
9	JAGDISH AMRITLAL SHAH				
	At the beginning of the year	175725	0.30%		0.00%
	Changes during the year		0.00%	-	0.00%
	At the end of the year		0.00%	175725	0.30%
10	CHANDER BAJAJ				
	At the beginning of the year	165472	0.29%		0.00%
	Changes during the year		0.00%	9528	0.01%
	At the end of the year		0.00%	175000	0.30%

(v) Shareholding of Directors and Key Managerial Personnel:

S.N.	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	954,915	1.65%		0.00%
	Changes during the year	0	0.00%	-	0.00%
	At the end of the year		0.00%	954,915	1.65%

2	Sangita Malik					
	At the beginning of the year	1,144,900		1.98%		0.00%
	Changes during the year			0.00%	-	0.00%
	At the end of the year			0.00%	1,144,900	1.98%
3	Sanjiv Kakkar					
	At the beginning of the year	3016500		5.21%		5.17%
	Changes during the year			0.00%	-	0.04%
	At the end of the year			0.00%	3016500	5.21%

V. INDEBTEDNESS
Indebtedness of the Company including interest outstanding/accrued but not due for payment
(Rs. In Lacs)

Indebtedness at the beginning of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
i) Principal Amount	11038	0	0	11038
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	11038	0	0	11038
Change in Indebtedness during the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
* Addition	0	0	0	0
* Reduction	3753	0	0	3753
Net Change	3753	0	0	3753
Indebtedness at the end of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
i) Principal Amount	7285	0	0	7285
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	7285	0	0	7285

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Man Mohan Malik CMD	Sangita Malik WTD	
1.	Gross salary	60,00,000	19,00,000	79,00,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	0	0
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0

	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0
2.	Stock Option	0	0	0
3.	Sweat Equity	0	0	0
4.	Commission	0	0	0
	- as % of profit	0	0	0
	- others, specify	0	0	0
5.	Others, please specify	0	0	0
	Total (A)	60,00,000	19,00,000	79,00,000
	Ceiling as per the Act	-	-	-

B. Remuneration to Other Directors:

S. No.	Particulars of Remuneration	Name Of Directors			Total Amount
		Surendra Kumar Kaushik	Ashish Sachdeva	Neelam Khanna	
1.	Independent Directors				
	Fee for attending board/ committee meetings	5000	50000	5000	15,000
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (1)	-	-	-	-
2.	Other Non-Executive Directors				
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify (Remuneration)	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	-	-	-	-
	Total Managerial Remuneration	-	-	-	-
	Overall Ceiling as per the Act	5000	50000	5000	15,000

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

S. No.	Particulars of Remuneration	Key Managerial personnel		Total Amount
		Company Secretary	CFO	
		Surabhi Maheshwari	Akhil Gupta	
1.	Gross salary	3,84,000	8,50,000	12,34,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-

2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission				
	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
5.	Others, please specify	-	-	-	-
	Total (A)	3,84,000	8,50,000		12,34,000

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fee imposed	Authority (RD / NCLT /Court)	Appeal made, if any (give details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

**For and on behalf of the Board of Directors
Himalaya Food International Limited**

Sd/-
MAN MOHAN MALIK
Managing Director
DIN: 00696077

Date: 05.09.2020
Place: : Poanta Sahib

MANAGEMENT DISCUSSION AND ANALYSIS

Industry Structure and Developments

Company Business: The Company's primary business is Growing of Mushroom (agriculture Activity), & vegetables and manufacture 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.7876 Lacs as compared to Rs. 9122 Lacs in the previous year. The net (Profit) of the company for the current financial year is of (Rs. 922) Lacs as compared to loss of (Rs. 6954) Lacs in the previous year. Company is now in recovery mode and focusing on export business.

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.

Effect of Covid -19:

We Lost All Mushrooms Composts (around 4000 Tons) at various stages / temperatures due to Abrupt Full Stop of all activity (No Workers, No Transport, No Sales) The total Loss of Mushroom crops expected from the Composts in progress was 800 Tons valued at Rs. 8 Crores.

We maintained all Composts and Mushroom crops at low temperature by air conditioning in the hope of lockdown to be opened in a few weeks but lockdown kept on being extended from time to time and finally after 12/16 weeks we lost all the crops and the even the cost incurred on electricity used to maintain the air conditioned low temperatures.

We could use limited Resident Workers & Staff to meet export orders partially. Even the export orders could not be serviced due to closure of all businesses of our suppliers of RM / PM.

Outlook:

In the hope that Lockdown shall be finally over by October 2020, we are planning to restart the operations but to reach the Pre-Lockdown stage it will take at least 4-6 Months

Industry Structure & Development:

Our Company is manufacturing and selling Specialty Mushrooms and Frozen Food in India or USA.

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. H R 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.

Human Resources:

The Company has good relation with its employees.

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

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

CORPORATE GOVERNANCE REPORT FOR THE YEAR 2019-2020

The Corporate Governance code is a professional system framed for directing and controlling the organization. The purpose is to ensure compliance of local statutes and ensure safeguard and value addition in long term to the interest of its members, creditors, customers and employees. The Company has initiated the practice of incorporating the Corporate Governance Report in the Annual Report in compliance with pursuant to Regulation 34 (3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR). A concerted attempt has been made to bring in transparency and professionalism to ensure ethical standard in business activities while implementing the Corporate Governance Code. The management places on record that the mandatory compliances to constitute various committees as required by SEBI (LODR), Regulations 2015, are in place. The detailed report on Corporate Governance as per the format prescribed by SEBI and incorporated in SEBI (LODR), Regulations, 2015 as applicable to the Company is set out below:

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company is committed to good corporate governance and has implemented the corporate governance norms as prescribed by SEBI. The Company's philosophy of corporate governance is based on preserving core values and ethical business conduct which enhances the efficiency of the Board and inculcates a culture of transparency, accountability and integrity across the Company.

2. BOARD OF DIRECTORS

The Company is fully compliant with the Corporate Governance Norms in terms of constitution of the Board which is well blended with a good combination of Executive and Independent Directors. The Board has complete access to any information within the Company & to any employee of the Company. Pursuant to SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015, the Board meets at least once in every quarter to review quarterly/annual results and other items on the agenda and gap between two board meetings is not more than 120 Days. The Board is apprised and informed of all the important information relating to the business of the Company including those listed in SEBI Listing Obligation and Disclosure Requirements, Regulations 2015.

As on March 31, 2020, strength of the Board of Directors was seven, whose composition is given below:

Promoter, Chairman, Managing Director - 1
Promoter, Non-Independent Director - 2
Independent Directors -4

During the financial year ended March 31st 2020, Seven Board Meetings were held on 10th April 2019, 30th May 2019, 1st July 2019, 14th August 2019, 5th September 2019, 14th November 2019 & 7th February 2020.

Attendance of Directors at Board Meetings during the financial year and the last AGM and Number of Directorships/Committee positions of Directors as on 31st March, 2020, were as under:

Name of the Director with DIN	Composition and Category	No. of Board Meetings attended	Attendance at last AGM held on September 30 th , 2019	No. of Directorship in other Companies	No. of committee positions held in other Companies
Mr. Man Mohan Malik (00696077)	Chairman cum Managing Director	6	Yes	5	Nil
Mrs. Sangita Malik (02428506)	Whole Time Director	6	No	3	Nil
Mr. Sanjiv Kumar Kakkar (02434426)	Non-Independent Director	1	No	3	Nil
Mr. Akhil Gupta (07971889)	Executive Director	5	No	Nil	Nil
Mrs. Neelam Khanna (08332836)	Independent Director	4	No	Nil	Nil
Mr. Sunil Kumar Khera (00263581)	Independent Director	5	No	1	Nil
Mr. Ashish Sachdeva (03069836)	Independent Director	4	No	3	Nil
Mr. Surendra Kumar Kaushik (05286196)	Independent Director	4	No	1	Nil

* Mr. Akhil Gupta Director and Chief Financial Officer resigned from Company with effect from 07.02.2020.

3. AUDIT COMMITTEE

The terms of reference of this Committee are wide enough to cover the matters specified for Audit Committee under SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015 as well as Section 177 of the Companies Act, 2013. The primary role of Audit Committee, inter alia, is:

- To oversee the Company's financial reporting process and disclosure of financial information.
- To review the financial statements, adequacy of internal control systems and periodic audit reports.
- To recommend to the Board the matters relating to the financial management of the Company.
- To recommend appointment/re-appointment of Statutory Auditors and fixation of their remuneration.
- To hold discussions with Statutory Auditors periodically.
- To review the financial statements, in particular, the investments made by unlisted Subsidiary Company.

The Statutory Auditors of the Company are invited to attend Audit Committee Meetings, to discuss and review the quarterly/ half yearly unaudited results, the annual audited accounts, internal audit, matters relating to the compliance with accounting standards, Auditor's observations arising from the audit of the Company's accounts and other related matters.

The Chairman of the Audit Committee is an Independent Director.. During the financial year ended four Board Meetings were held on 30th May, 2019, 14th August, 2019, 14th November, 2019 & 7th February, 2020.

The names of the Committee Members and number of Meetings attended during the year are as follows:

Name of the Members	Composition and Category	Total Meetings Attended
Mr. Sunil Kumar Khera (Chairman)	Independent, Non-Executive Director	3
Mr. Ashish Sachdeva (Member)	Independent, Non-Executive Director	4
Mr. Surendra Kumar Kaushik (Member)	Independent, Non-Executive Director	3
Mrs. Neelam Khanna (Member)	Independent, Non-Executive Director	4
Mr. Man Mohan Malik (Member)	Executive Director	2
Mrs. Sangita Malik (Member)	Executive Director	2

4. NOMINATION AND REMUNERATION COMMITTEE

The term of reference of the Committee is to determine, review and recommend the Company's policy on specific remuneration packages. The recommendations of the Committee are put up to the Board of Directors and Shareholders of the Company.

The Remuneration Committee met twice in the year 2019-2020 on 5th September, 2019 & 7th February 2020.

The names of the Committee Members, their composition are as follows:

Name of the Members	Composition and Category	Total Meetings Attended
Mr. Sunil Kumar Khera (Chairman)	Independent, Non-Executive Director	1
Mr. Ashish Sachdeva (Member)	Independent, Non-Executive Director	2
Mr. Surendra Kumar Kaushik (Member)	Independent, Non-Executive Director	2

5. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Committee reviews all matters connected with the physical securities transfer. The Committee also looks into redressal of shareholders' complaints relating to transfer of shares/dematerialization, non-receipt of balance sheet, non-receipt of dividends, and issue of share certificates on account of bonus, split or any other matter related to securities of the Company.

The Committee oversees the performance of the Registrar and Transfer Agents and recommends measures for overall improvement in the quality of investor services. The Committee meets as and when required, depending upon grievances and/ or request for physical transfer of securities received by the Company.

The report received from the Share Transfer Agents as reviewed by the Committee is placed at the Board Meetings from time to time. During the financial year ended March 31, 2020, One Stakeholders Relationship Committee Meetings was held on 5th September, 2019.

The names of the Committee Members and meetings attended during the year are as follows:

Name of the Members	Composition and Category	Total Meetings Attended
Mr. Sunil Kumar Khera (Chairman)	Independent Director	1
Mr. Ashish Sachdeva (Member)	Non-Executive cum Non-Independent Director	1
Mr. Man Mohan Malik (Member)	Executive Director	1
Mrs. Sangita Malik (Member)	Executive Director	1

The Company has attended the investor's grievances / correspondence promptly. There were no investors' complaints pending as on March 31, 2020. There were nil outstanding requests for transfer & nil pending requests for dematerialization of shares as on March 31, 2020.

6. GENERAL BODY MEETINGS

The last three Annual General Meetings of the Company were held as under:

Financial Year	Date	Time	Venue
2018-19	30 th September, 2019	3:00 P.M.	Hotel Lalsons Continental" 8/1, East Patel Nagar New Delhi Metro Pillar No. 171, New Delhi, Delhi 110008
2017-18	29 th September, 2018	3:00 P.M.	Priyanka Party Hall, Adjoining Vandana Imitational School, Behind Dwarka Court Near Sector-10, Metro Station, New Delhi-110075
2016-17	29 th September, 2017	3:00 P.M.	Priyanka Party Hall, Adjoining Vandana Imitational School, Behind Dwarka Court Near Sector-10, Metro Station, New Delhi-110075

✓ No extraordinary general meeting was held during the year 2019-2020.

- ✓ One Postal ballot was conducted during the year 2019-2020. The Postal Ballot process begins on 7th June, 2019 and ended on 6th July, 2019.

7. DISCLOSURES

The Company has complied with all the requirements of the Listing Agreement with the BSE Limited as well as the regulations and guidelines of SEBI.

The Whistle blower policy is put in place to report concerns about unethical behavior. As required, the chairman of the Audit Committee is accessible if employees and Directors encounter any unethical behavior. The said policy has been also put up on the website of the Company at the following link www.himalayafoodcompany.com

8. CODE OF CONDUCT

The Company has formulated and implemented a Code of Conduct for all Board Members and Senior Management of the Company. In compliance with SEBI (Listing Obligations and Disclosures Requirements), Regulations 2015, all personnel have affirmed to it.

9. MEANS OF COMMUNICATION

The quarterly, half-yearly and yearly financial results of the Company are sent to the BSE Limited immediately after they are approved by the Board and these are published in The Pioneer-Delhi Edition (English Newspaper) and The Pioneer - Delhi Edition (Hindi Newspaper).

Company has created a website addressed as www.himalayafoodcompany.com
Email address of the Company is cs@himalyainternational.com

10. INTERNATIONAL SECURITIES IDENTIFICATION NUMBER (ISIN)

ISIN is a unique identification number of traded scrip. The number has to be quoted in each transaction relating to the dematerialized equity shares of the Company. The Company's ISIN is **INE552B01010**.

11. SECRETARIAL AUDIT REPORT REGARDING RECONCILIATION OF SHARE CAPITAL

As required by regulation 76A of SEBI (Depositories and Participants) Regulations, 2018, a quarterly audit is conducted by a Practicing Company Secretary, reconciling the Issued and Listed Share Capital of the Company with the aggregate of the shares held by the investors in physical form and in demat form in CDSL and NSDL and said certificates are submitted to the BSE wherein the shares are traded, within the prescribed time limit.

As on March 31st, 2020, there was no difference between the Issued capital and the aggregate of shares held by the investors in both physical form and in electronic form with depositories.

12. GENERAL SHAREHOLDER INFORMATION

Day, Date and Time	Monday, the 30 th Day of September 2019, at 03:00 PM
--------------------	---

Venue	Hotel Lalsons Continental” 8/1, East Patel Nagar New Delhi Metro Pillar No. 171, New Delhi, Delhi 110008
--------------	--

- Financial Year:** 01st April, 2019 to 31st March, 2020
- Date of Book Closure:** 24th September, 2020 to 30th September, 2020 (both days Inclusive)
- Listing on Stock Exchange:** Shares of the Company are listed on BSE Limited
- Stock Codes (for shares) :** 526899
- Symbol (for shares):** HFIL
- Demat ISIN Number in NSDL :** INE552B01010
- Registrar and Transfer Agents:**

BEETAL Financial & Computer Services Pvt Ltd.

BEETAL HOUSE, 3rd Floor,
99, Madangir, behind LSC, New Delhi - 110062
Ph. 011-29961281-283, 26051061, 26051064 Fax 011-29961284

➤ **Share Transfer System:**

The Company’s shares are traded on BSE mandatorily in demat mode. Physical Shares which are lodged with the Registrar and Transfer Agents/ or with the Company for transfer are processed and returned to the Shareholders duly transferred within the time limit stipulated under the Listing Agreement subject to the documents being in order. Members holding shares in physical form are requested to get them dematerialized for easy transactions on stock exchange.

➤ **Share Holding Pattern as on March 31, 2020:**

	Category	No. of shares	% of Shareholding
a.	Promoter’s holding	29150285	50.37
b.	Bank/FIIs	1500	0.00
c.	Corporate Bodies	3351719	5.79
d.	Others(public)	25204281	43.55
e.	NRIs / OCBs	95927	0.17
f.	Clearing Member	69172	0.12
g.	Any Other (Trust)	-	-
GRAND TOTAL		57872884	100

➤ **Dematerialization of shares:**

95.71% of the Company's paid up equity share capital has been dematerialized up to March 31, 2020. Trading in the equity shares of the Company at BSE Limited is permitted only in dematerialized form. The details of dematerialized shares as on March 31, 2020 are as under:

Depository	No. of Shares	% of Capital
CDSL	13937614	24.083
NSDL	41452638	71.627
Total	55390252	95.710

Request for dematerialization of shares are processed and confirmation is given to the respective depositories i.e. National Security Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) within 15 days. Shares of the Company are traded on BSE

13. ADDRESS FOR CORRESPONDENCE:

All Correspondence relating to the shares of the Company should be forwarded to the below mentioned address.

BEETAL Financial & Computer Services Pvt Ltd.

BEETAL HOUSE, 3rd Floor,

99, Madangir, behind LSC, New Delhi - 110062

Ph. 011-29961281-283, 26051061, 26051064 Fax 011-29961284

14. GREEN INITIATIVE:

The Ministry of Corporate affairs has taken "Green Initiative in Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of Notice/documents including Annual Report can be sent by email to its members. To Support this Green initiative of the Government in full measure, members who have not registered their e-mail, so far, are requested to register their email addresses in respect of their holdings with the Depository through their concerned Depository Participants. Members who hold share in physical form are requested to contact Ms. Surabhi Maheshwari, Company Secretary and Compliance officer, on **cs@himalyainternational.com** or at the registered office of the Company or to M/s BEETAL Financial & Computer Services Pvt Ltd. on above mentioned contact details.

**For and on behalf of the Board of Directors
Himalaya Food International Limited**

Sd/-

Man Mohan Malik

Chairman cum Managing Director

DIN: 00696077

Date: 05.09.2020

Place: : Poanta Sahib

**AUDITOR'S CERTIFICATE ON COMPLIANCE OF CORPORATE
GOVERNANCE**

To

The Board of Directors

HIMALAYA FOOD INTERNATIONAL LIMITED

We have examined the records with respect to the compliance of Corporate Governance by **HIMALAYA FOOD INTERNATIONAL LIMITED** ("the Company"), for the financial year ended on March 31, 2020, as stipulated in SEBI (LODR) Regulations, 2015 entered into by the Company with the stock exchange(s).

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

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in SEBI (LODR) Regulations, 2015.

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

Place: Dehradun

Date: 31-07-2020

**For Satnam Associate
Chartered Accountants
FRN:009870C**

**Sd/- (Satnam singh)
Partner
M. No. 79646**

CEO/CFO CERTIFICATION

**To
The Board of Directors
HIMALAYA FOOD INTERNATIONAL LIMITED**

We, Man Mohan Malik, Managing Director, and Shamsher Ali , Chief Financial Officer of the company hereby certify to the Board that-

A) We have reviewed the financial statements and the cash flow statement for the year ended March 31, 2020 and that to the best of our knowledge and belief

b) These statements do not contain any material untrue statement or omit any material fact or contain statements that might be misleading;

c) 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.

d) There are, to the best of our knowledge and "belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violation of the Company's Code of Conduct.

e) We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control system of the Company pertaining to financial reporting and We 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 I have taken or propose to take to rectify these deficiencies.

f) We have indicated to the Auditors and the Audit Committee that:

There has not been any significant change in internal control over financial reporting during the year under reference

There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements; and

There has not been any instance during the year of significant fraud of which We had 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.

Date: 05.09.2020

Place: Paonta Sahib

**Sd/-
Mr. Man Mohan Malik
(Managing Director)**

**Sd/-
Mr. Shamsher Ali
(Chief Financial Officer)**

**DECLARATION BY THE CEO UNDER REGULATION 17 (5) OF THE SEBI LODR
REGARDING ADHERENCE TO THE CODE OF CONDUCT**

- a) This is to confirm that the company has adopted a code of conduct for its Board of Directors and Senior Management Personnel. This Code is available at the Company's Registered Office.
- b) I confirm that Board of Directors and Senior Management Personnel of the company have, in respect of the financial year ended March 31, 2020, affirmed compliance with the Code of Conduct as applicable to them.
- c) For the purposes of this declaration, Senior Management Personnel means the Personnel who are members of the core management team, including persons in the cadre of functional heads and above but excluding Board of Directors as on March 31, 2020.

Date: 05.09.2020

Place: Paonta Sahib

For and on behalf of the Board of Directors

**Sd/-
(Mr. Man Mohan Malik)
Chairman & Managing Director**

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020

To,
The Members,
HIMALAYA FOOD INTERNATIONAL LIMITED
118, 1ST FLOOR, 12 GAGANDEEP BUILDING,
RAJENDRA PLACE, NEW DELHI-110008

We 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 118, 1st Floor, 12 Gagandeep Building, Rajendra Place, New Delhi-110008. Due to Covid-19 situation in the country, the Secretarial Audit is conducted on the reasonable basis of information provided by company's compliance officer through email.

Based on my verification of information provided through email of **HIMALAYA FOOD INTERNATIONAL LIMITED** ("the Company") for the financial year ended on 31st March, 2020, we hereby report, 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 there under;
- (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 – **No information was provided.**

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India
- (j) (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, **except that it did not file MSME Forms.**

We further report that the Board of Directors of the Company was duly constituted in terms of clause 49 of the Listing agreement, with Executive, Non- Executive Director and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

**For B.S. GOYAL & CO.
Company Secretaries**

**Date: 05/09/2020
Place: New Delhi**

**FCS B.S. Goyal
CP. No.: 2915**

STANDALONE FINANCIAL STATEMENTS

**Independent Auditor's Report
To the Members of Himalaya Food International Limited**

Report on the Audit of Standalone Financial Statements

Opinion

We have audited the accompanying standalone Financial Statements of Himalaya Food International Limited ("the Company") which comprise the Balance sheet as at 31 March 2020, the Statement of Profit and Loss, the Cash flow statement and the Statement of changes in Equity for the year then ended and Notes to the financial statements including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1	<p>COVID-19 Impact on Inventory Measurement Ind AS 2, Impairment of Non Financial Assets Ind AS 36, Impairment of Financial Instruments Ind AS 109</p> <p>Due to COVID-19 all businesses are affected. Net realisable value of the inventories was to be checked. . Net realisable value refers to the net amount that an entry expects to realise from the sale of inventory in the ordinary course of business. Due to COVID-19, there might be</p>	<p><u>Principal Audit Procedures</u> <i>We assessed the Company's process to identify and implement the impact of COVID-19</i> <i>Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:</i></p> <p><input type="checkbox"/> Evaluated the design of internal controls relating to implementation of guidance note and accounting standards. <input type="checkbox"/> Selected a sample of inventory, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of</p>

	<p>temporary ceasing of operations or an immediate decline in demand or prices resulting in lowering of revenues and profitability and reduced economic activity. Financial Instruments within the scope of Ind AS 109 such as Loans, Trade Receivables, Other Receivables, Investment in Debt instruments, Financial Guarantees and Loan Commitments not measured at fair value through profit or loss, Contract Assets and Lease Receivables are subject to impairment loss recognition and measurement based on an approach called Expected Credit Loss (ECL).</p>	<p>COVID-19 impact. We carried out a combination of procedures involving enquiry and observation, reperformance and inspection of evidence in respect of operation of these aspects.</p> <p><input type="checkbox"/> Tested the relevant information technology systems' access and change management controls relating to COVID-19 and related information used in recording and disclosing revenue in accordance with the new revenue accounting standard.</p> <p><input type="checkbox"/> Selected a sample of continuing and new Non Financial Assets and Impairment of financial instruments and performed the following procedures:</p> <ul style="list-style-type: none"> • Read, analysed and identified the distinct performance obligations in these assets. • Compared these performance obligations with that identified and recorded by the Company. • Considered the terms of the contracts to determine the transaction price including any variable consideration to verify the transaction price used to compute revenue and to test the basis of estimation of the variable consideration. • Samples in respect of revenue recorded for time and material contracts were tested using a combination of approved time sheets including customer acceptances, subsequent invoicing and historical trend of collections and disputes. • In respect of samples relating to fixed price contracts, progress towards satisfaction of performance obligation used to compute recorded revenue was verified with actual and estimated efforts from the time recording and budgeting systems. We also tested the access and change management controls relating to these systems. • Sample of revenues disaggregated by type and service offerings was tested with the performance obligations specified in the underlying contracts. • Performed analytical procedures for reasonableness of revenues disclosed by type and service offerings. • We reviewed the collation of information and the logic of the report generated from the budgeting system used to prepare the disclosure relating to the periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.
2	<p><i>Accuracy of revenues and onerous obligations in respect of fixed price contracts involves critical estimates</i></p> <p>Estimated effort is a critical estimate</p>	<p><i>Principal Audit Procedures</i></p> <p>Our audit approach was a combination of test of internal controls and substantive procedures which included the following:</p> <p><input type="checkbox"/> Evaluated the design of internal controls</p>

	<p>to determine revenues and liability for onerous obligations. This estimate has a high inherent uncertainty as it requires consideration of progress of the contract, efforts incurred till date and efforts required to complete the remaining contract performance obligations.</p>	<p>relating to recording of efforts incurred and estimation of efforts required to complete the performance obligations.</p> <p><input type="checkbox"/> Tested the access and application controls pertaining to time recording, allocation and budgeting systems which prevents unauthorised changes to recording of efforts incurred.</p> <p><input type="checkbox"/> Selected a sample of contracts and through inspection of evidence of performance of these controls tested the operating effectiveness of the internal controls relating to efforts incurred and estimated.</p> <p><input type="checkbox"/> Selected a sample of contracts and performed a retrospective review of efforts incurred with estimated efforts to identify significant variations and verify whether those variations have been considered in estimating the remaining efforts to complete the contract.</p> <p><input type="checkbox"/> Reviewed a sample of contracts with unbilled revenues to identify possible delays in achieving milestones, which require change in estimated efforts to complete the remaining performance obligations.</p> <p><input type="checkbox"/> Performed analytical procedures and test of details for reasonableness of incurred and estimated efforts.</p>
<p>3</p>	<p><i>Evaluation of uncertain tax positions</i></p> <p>The Company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes.</p>	<p><i>Principal Audit Procedures</i></p> <p>Obtained details of completed tax assessments and demands for the year ended March 31, 2020 from management. We involved our internal experts to challenge the management's underlying assumptions in estimating the tax provision and the possible outcome of the disputes. Our internal experts also considered legal precedence and other rulings in evaluating management's position on these uncertain tax positions. Additionally, we considered the effect of new information in respect of uncertain tax positions as at April 1, 2018 to evaluate whether any change was required to management's position on these uncertainties.</p>

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments 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 accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.

d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.

ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

iii. There were no amounts which required to be transferred, to the Investor Education and Protection Fund by the Company.

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **Satnam Associates.**

Firm Registration No.009870C

Chartered Accountants

(Satnam Singh)

Proprietor, FCA.

M No.79646

Place: Dehradun

Dated: 31.07.2020

ANNEXURE 'A'
(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Himalaya Foods International Limited of even date)

- 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. In respect of immovable properties of land and building that have been taken on lease and disclosed as fixed assets in the standalone financial statements, the lease agreements are in the name of the Company.

- 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 in Lacs)

Name of the company	Nature of loan	Balance as on 31.03.2020	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, 2020 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.
- b) According to information and explanation given to us there are 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	30
ESI	18

c) As certified by the management on which we have relied upon the dues of 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
Income Tax	7.29	2011-12	HC
Sales Tax	.50	2013-14	AETC

- viii. Based on our audit procedure and in accordance with the information and explanation given to us by the company, the company has defaulted in repayment of dues to banks and the complete balance of loans Rs 18062 lakhs is classified as NPA by the banks. The company does not have any loans or borrowings 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 and on the basis of examination of the records, 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: 31.07.2020

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, 2020.

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, 2020 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 l/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, 2020, 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: 31.07.2020

Himalaya food International Ltd.
Balance sheet as at March 31, 2020

(All amounts in Rs in lacs unless otherwise stated)

Particulars	Note	As at 31-Mar-2020	As at 31-Mar-2019
ASSETS			
Non-current assets			
Property, plant and equipment	3	13554	14549
Capital work-in-progress	3	5491	5491
Financial assets			
i Investments	4a	10	10
ii Loans	4b	568	568
iii Other financial assets	4c	587	546
Other non-current assets	5	<u>1291</u>	<u>1183</u>
Total non-current assets		<u>21501</u>	<u>22347</u>
Current assets			
Inventories	6	1538	1251
Financial assets			
i Trade receivables	4d	2644	2694
ii Cash and cash equivalents	4e	59	4
iii Bank balance other than (ii) above	4f	102	96
Other current assets	7	<u>1233</u>	<u>4</u>
Total current assets		<u>5576</u>	<u>4049</u>
Total assets		<u>27077</u>	<u>26396</u>
EQUITY AND LIABILITIES			
Equity			
Equity share capital	8a	5787	6065
Other equity		<u>172</u>	<u>-820</u>
		<u>5959</u>	<u>5245</u>
Liabilities			
Non-current liabilities			
Financial liabilities			
i Borrowings	9a	7285	11038
ii Other financial liabilities	9c	335	14
Provision	11a	185	185
Deferred tax liabilities (net)		585	718
Other non-current liabilities	11b	<u>109</u>	<u>142</u>
Total non-current liabilities		<u>8499</u>	<u>12097</u>
Current liabilities			
Financial liabilities			
i Borrowing	9b	5440	5678
ii Trade payables	9d	1482	1472
iii Other financial liabilities	9c	5389	1657
Provision for employee benefit obligations	11b	19	14
Other current liabilities	10	<u>289</u>	<u>233</u>
Total current liabilities		<u>12619</u>	<u>9054</u>
Total equity and liabilities		<u>27077</u>	<u>26396</u>

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: 31.07.2020
 Place: Dehradun

Man Mohan Malik
 Chairman & Managing Director
 DIN: 00696077

Shamsher Ali
 CFO

Sangita Malik
 Director
 DIN:02428506

Surabhi Maheshwari
 Company Secretary

Himalaya food International Ltd.
Statement of profit and loss account for the year ended March 31, 2020
(All amounts in Rs in lacs unless otherwise stated)

Particulars	Note	Year ended 31-Mar-2020	Year ended 31-Mar-2019
Continuing operations			
Revenue from operations	12	7876	9122
Other income	13	44	211
		5	
Total income		832	9333
Expenses			
Cost of material consumed	14	3612	4585
Changes in inventory of work-in-progress & finished goods	15	-158	4519
Employee benefits expense	16	825	876
Finance costs	19	28	196
Depreciation and amortisation expense	17	1146	1143
Other expenses	18	200	2950
		9	
Total expenses		746	14269
		2	
Profit before exceptional items and tax		859	-4936
Exceptional items			
i write-off of claims		0	2071
Profit / loss before tax from continuing operations		859	-7007
Tax expense			
i Current tax		0	0
ii Deferred tax		-133	-53
Profit / (Loss) from continuing operations		99	-6954
Profit / (Loss) from discontinued operations		2	-
Other comprehensive income		-	-
		-	-
Earnings per equity share (for continuing operations)			
i Basic earnings per share		1.71	-12.02
ii Diluted earnings per share		1.71	-11.33

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

Man Mohan Malik
Chairman & Managing Director
DIN: 00696077

Sangita Malik
Director
DIN:02428506

Dated: 31.07.2020
Place: Dehradun
Shamsher Ali
CFO

Surabhi Maheshwari
Company Secretary

Statement of changes in equity for the year ended 31, 2020
(All amounts in Rs in lacs unless otherwise stated)
A. Equity Share Capital

Particulars	Note	Amount
Balance at the beginning of the reporting period	8	6065
Changes in equity share capital during the year	8	-278
Balance at the end of the reporting period	8	5787

B. Other Equity

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	0		1321.69	3377.89	0	-5519.66	0	0	0	0	0	0	0	-820.08
Changes in accounting policy or prior period errors		0		0	0	0		0	0	0	0	0	0	0	0
Restated balance at the beginning of reporting period		0		0	0	0		0	0	0	0	0	0	0	0
Total comprehensive		0		1321.69	3377.89	0	-5519.66	0	0	0	0	0	0	0	-820.08
Income for the year		0		0	0	0	992	0	0	0	0	0	0	0	991.95
Dividends		0		0	0	0	0	0	0	0	0	0	0	0	0
Transfer to retained earnings		0		0	0	0	0	0	0	0	0	0	0	0	0
Any other change (to be specified)		0		0	0	0	0	0	0	0	0	0	0	0	0
Balance at the end of the reporting period	8	0		1321.69	3377.89	0	-4527.71	0	0	0	0	0	0	0	171.87

Himalaya food International Ltd.
Statement of cash flows for the period ended March 31st 2020

Particulars	Note	(All amounts in Rs in lacs unless otherwise stated)	
		Half Year ended	Year ended
		31-Mar-2020 Un-audited	31-Mar-2019 Audited
Loss before Income Tax from			
Continuing Operations		992	-6954
Adjustment for:			
Depreciation and amortisation expenses		1146	1143
Deferred Tax		-133	-53
Finance costs		28	196
Operating profit before working		1041	128
capital changes Adjustment for:			6
(Increase)/decrease in trade receivables		50	
			-
			670
(Increase)/decrease in inventories		(287)	5301
Increase/(Decrease) in Trade payables		10	121
(Increase)/Decrease in other financial assets		(41)	251
(Increase)/decrease in other non-current assets		(108)	606
(Increase)/decrease in other current assets		(1229)	6
Increase in employee benefit obligations and provisions		5	-22
Increase/(Decrease) in other Current Liabilities		3788	336
Increase/(Decrease) in other non-Current Liabilities		(3465)	-64
Cash generated from operations		(1277)	5865
Income tax paid		0	0
Net cash inflow from operating activities		756	197
Cash flows from investing activities			
Payments/Sale of property, plant and equipment		151	16
Investment in Subsidiary		0	0
Loans to employees and related parties		0	0
Net cash outflow from investing activities		151	16
Cash flows from financing activities			
Proceeds from issue of shares		(278)	0
Proceeds/(Payment) from borrowings		(238)	-71
Finance lease payments/Increase		0	0
Finance Expenses		28	196
Net cash used in financing activities		(544)	267
Net increase (decrease) in cash and cash equivalents		61	-54
Cash and cash equivalents at the beginning of the financial year		100	154
Cash and cash equivalents at end of the year		161	100

Himalaya food International Ltd.**Notes to the standalone financial statements for the year ended March 31, 2020****1 Company Information**

Himalaya Food International Ltd., incorporated in New Delhi, India with UIN L51909DL1992PLC047399, 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**Basis of Preparation and Measurement****(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 prescribed under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, as amended from time to time.

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

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.

(b) Basis of measurement

These financial statements are prepared under the historical cost convention unless otherwise indicated.

Key Accounting Estimates and Judgements

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS 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.

Recent Accounting Development**Recent Indian Accounting Standards (Ind AS)**

Ministry of Corporate Affairs (MCA), through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified the following new and amendments to Ind ASs which the Company has not applied as they are effective from April 1, 2019:

Ind AS 116 – Leases

Ind AS 116 will replace the existing leases standard, Ind AS 17 Leases. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single on-balance sheet lessee accounting model for lessees. A lessee recognises right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

The Company will adopt Ind AS 116, effective annual reporting period beginning April 1, 2019.

Ind AS 12 – Income taxes (amendments relating to income tax consequences of dividend and uncertainty over income tax treatments)

The amendment relating to income tax consequences of dividend clarify that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. The Company does not expect any impact from this pronouncement. It is relevant to note that the amendment does not amend situations where the entity pays a tax on dividend which is effectively a portion of dividends paid to taxation authorities on behalf of shareholders. Such amount paid or payable to taxation authorities continues to be charged to equity as part of dividend, in accordance with Ind AS 12.

Ind AS 109 – Prepayment Features with Negative Compensation

The amendments relate to the existing requirements in Ind AS 109 regarding termination rights in order to allow measurement at amortised cost (or, depending on the business model, at fair value through other comprehensive income) even in the case of negative compensation payments. The Company does not expect this amendment to have any impact on its financial statements.

Ind AS 19 – Plan Amendment, Curtailment or Settlement

The amendments clarify that if a plan amendment, curtailment or settlement occurs, it is mandatory that the current service cost and the net interest for the period after the re-measurement are determined using the assumptions used for the re-measurement. In addition, amendments have been included to clarify the effect of a plan amendment, curtailment or settlement on the requirements regarding the asset ceiling. The Company does not expect this amendment to have any significant impact on its financial statements.

Ind AS 23 – Borrowing Costs

The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings. The Company does not expect any impact from this amendment.

Ind AS 28 – Long-term Interests in Associates and Joint Ventures

The amendments clarify that an entity applies Ind AS 109 Financial Instruments, to long-term interests in an associate or joint venture that form part of the net investment in the associate or joint venture but to which the equity method is not applied. The Company does not expect any impact from this amendment.

Ind AS 103 – Business Combinations and Ind AS 111 – Joint Arrangements

The amendments to Ind AS 103 relating to re-measurement clarify that when an entity obtains control of a business that is a joint operation, it re-measures previously held interests in that business. The amendments to Ind AS 111 clarify that when an entity obtains joint control of a business that is a joint operation, the entity does not re-measure previously held interests in that business. The Company will apply the pronouncement if and when it obtains control / joint control of a business that is a joint operation.

Significant Accounting Policies**Revenue recognition**

The Company earns revenue primarily from growing and processing of mushrooms and manufacturing IQF ready to eat items.

Effective April 1, 2018, the Company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts. The Company has adopted Ind AS 115 using the cumulative effect method. The effect of initially applying this standard is recognised at the date of initial application (i.e. April 1, 2018). The standard is applied retrospectively only to contracts that are not completed as at the date of initial application and the comparative information in the statement of profit and loss is not restated – i.e. the comparative information continues to be reported under Ind AS 18 and Ind AS 11. Refer Significant accounting policies – Revenue recognition in the Annual report of the Company for the year ended March 31, 2018, for the revenue recognition policy as per Ind AS 18 and Ind AS 11. The impact of the adoption of the standard on the financial statements of the Company is insignificant.

(a) Property, Plant and Equipment:

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 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 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

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 recognized.

(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

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

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

(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

Retirement and other employee benefits

(i) Retirement benefit in the form of Provident Fund is a defined contribution scheme and the contributions are charged to the Profit and Loss Account of the year when the contributions to the respective funds are due. There are no other obligations other than the contribution payable to the respective funds.

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

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

(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

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

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 Ltd.
Notes to the standalone financial statements for the year ended March 31, 2020**

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 2020									
Gross carrying amount									
Deemed cost as at 1 April 2019	1483	81	7189	418	135	15828	633	25767	5491
Additions **	0		0	0	0	151	9	0	0
Disposals	0						26	26	
Closing gross carrying amounts	1483	81	7189	418	135	15979	616	25901	5491
Accumulated depreciation	0		1538	169		7803	450	10058	0
Depreciation Charged during the year	0		232	7	98	855	40	1143	0
Closing Accumulated depreciation	0	0	1770	176	107	8658	490	11201	0
Net Carrying Amount	1483	81	5419	242	28	7321	126	14700	5491
Year ended 31 March 2020									
Gross carrying amount									
Opening gross carrying amount	1483	81	7189	418	135	15979	616	25901	5491
Additions	0		0	0	0	0	0	0	0
Assets classified as held for sale	0	0	0	0	0	0	0	0	
Disposals	0	0	0	0	0	0	1	1	
Transfers	0	0	0	0	0	0	0	0	
Closing gross carrying amounts	1483	81	7189	418	135	15979	616	25900	5491
Accumulated depreciation and impairment									
Opening accumulated depreciation	0	0	1770	176	106	8658	490	11200	0
Depreciation Charged During the Year	0	0	232	7	9	851	47	1146	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	115	0	0	0	0
Closing accumulated depreciation and impair	0	0	2002	183	20	9509	537	12346	0
Net carrying amounts 31.03.2020	1483	81	5187	235		6470	79	13554	5491

Capital work-in-progress

Capital work in progress as at 31st March, 2020 is 5491 lacs (31st March, 2019: 5491 lacs)

* The company has incurred necessary capex as under:

1) The mushroom houses racks that were torn out have been portionally replace.

Himalaya food International Ltd.
Notes to the standalone financial statements for the year ended March
31, 2020

(All amounts in Rs in lacs unless otherwise stated)

Note	Particulars	As at March 31,2020	As at March 31, 2019
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 incorp- oration	Principal activities	Proportion (%) of equity interest	
			As at March 31, 2020	As at March 31, 2019
Subsidiaries				
Himalya Green Apartments Ltd	India	Real estate Company	100	100
Appetizer and Snacks Foods Ltd	India	Manufacturing	100	100
Joint Venture				
Himalya Simplot Pvt Ltd.	India	FMCG business	50	50

Note	Particulars	As at March 31, 2020	As at March 31, 2019
4(b)	Loans		
	Unsecured, considered good		
	Advance to associates		
	- APJ Laboratories Ltd	568	568
		568	568
4(c)	Other Financial Assets		
	Unsecured, considered good		
	Deposits to others	51	46
	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	217	181
	Total	587	546

4(d)	Trade Receivables		
	Trade Receivable	2644	2694
	Total Receivable	2644	2694
	Current Portion	1164	1368
	Non- Current Portion	1480	1326
4(e)	Cash and Cash Equivalents		
	Balances with banks:		
	On current accounts with scheduled banks	58	2
	On EEFC accounts	0	0
	Cash on hand	1	2
	Total	59	4
4(f)	Other bank balances		
	Fixed deposits with Banks	102	96
	Total	102	96
Note	Particulars	As at March 31, 2020	As at March 31, 2019
5	Other Non Current Assets		
	Advances to suppliers	146	146
	TDS / GST receivable	216	203
	Subsidy and incentive receivable	833	739
	MAT Credit entitlements	96	95
	Total	1291	1183
6	Inventories		
	Raw Materials	229	206
	Work-in-Progress	424	421
	Finished Goods	716	561
	Store & Spares	169	63
	Total	1538	1251
7	Other Current Assets		
	Prepaid Insurance	1	4
	Deposit in One Time Settlement		
	Bank of Broda	278	0
	Export Import Bank of India	261	0
	State Bank of India	693	0
	Total	1233	4

Himalaya food International Ltd.
Notes to the standalone financial statements for the year ended March 31, 2020

(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 31.03.2019	7,50,00,000	7,50,000
	Increase during the year	0	0
	As at 31.03.2020	7,50,00,000	7,50,000
	Particulars	No of Shares	Equity share capital par value
	Movement in equity share capital		
	As at 31.03.2019	57872884	6064.78
	Less: Application money forfeited	0	277.50
	As at 31.03.2020	57872884	5787.28
	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 but balance call money not received now amount forfeited through profit & loss account.		
(b)	Reserves and surplus		
	Particulars	As at March 31, 2020	As at March 31, 2019
	Capital reserve	1322	1322
	Securities premium reserve	3378	3378
	Retained earnings	-4528	-5520
	Total	172	-820
	(i) Capital Reserve		
	Opening balance	1322	1322
	Closing balance	1322	1322
	(ii) Securities premium reserve		
	Opening balance	3378	3378
	Closing balance	3378	3378

(ii) Retained earnings		
Opening balance	-5520	1435
Profit for the year	992	-6954
Closing balance	<u>-4528</u>	<u>-5519</u>

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 confidence.

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 March 31, 2020

 (All amounts in Rs in lacs
unless otherwise stated)

Note	Particulars	Maturity Date	Terms of repayment	Rate of Interest %	As at March 31, 2020	As at March 31, 2019
9	Financial liabilities					
(a)	Non-current borrowings					
	Secured					
	Term Loans					
	From Banks					
	Rupee Loan	30.06.2024	Quarterly	11.30	12418	12418
	Rupee Loan	30.06.2024	Quarterly	10.65	243	243
	Long term maturities of finance lease obligations					
	Obligations under finance leases	01.09.2017	Monthly	10.82-11.00	13	34
	Total Non Current Borrowing				12674	12695
	Less Current maturities on long term debt (OTS Amount)				5376	1618
	Less Current maturities on loan from other Parties				13	39
					5389	1657
	Total Non-Current Borrowings (As per Balance Sheet)				7285	11038
(b)	Current borrowings					
	From Banks					
	Rupee Loan	Payable on demand		11.30	5440	5678
	Total Current Borrowing				5440	5678

Secured borrowings and assets pledged as security:

- a. 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, along with personal guarantees of the Directors and Promoters.
 - b. 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.
 - c. All vehicle loans are secured against the vehicle and personal guarantee of the CMD, Mr. Man Mohan Malik, taken from Mahindra Finance
- 2 As the company Bank account is NPA since **December 2018** and hence no Interest Charged During the year
 - 3 Bank account Shown at the same value as on 31.03.2019 while the bank SBI, Exim and BOB has sanctioned One Time Settlement (OTS) which will be reflected in next year. Amount Deposited in OTS shown in other current assets.

Himalaya Food International Limited
Notes to the standalone financial statements for the year ended March 31, 2020

(All amounts in Rs in lacs unless otherwise stated)

Note	Particulars	As at March 31, 2020	As at March 31, 2019
9(c)	Other Financial liabilities		
	Non Current (Other)		
	Advances and deposits from customers	335	14
	Total Other Non-current Financial liabilities	335	14
	Current		
	Current maturities of long-term debt	5376	1618
	Current maturities on finance lease obligations	13	39
	Total Other current Financial liabilities	5389	1657
9(d)	Trade payables		
	Current		
	Trade payables	1482	1472
	Total	1482	1472
10	Other Current Liabilities		
	Other payables		
	Expense payable	194	179
	TDS payable (tax deducted at source)	40	21
	Security from Customer	7	0
	Employees State Insurance payable	18	14
	Employees Provident Fund payable	30	19
	Total	289	233
	Contingent Liabilities not provided for		
	Particulars	As at March 31, 2020	As at March 31, 2019
	Guarantees and Counter guarantees given by the Company	57	67
	Letter of credit	0	0
	Excise duty on Domestic Tariff Areas sales pending in Delhi Tribunal	4	4
	Corporate Guarantee given	1	1
	Income Tax AY 2012-13 Appeal Pending before HC	729	765
	Sales Tax	5	5
	Liability in the Dispute with JV Partner Simplot at SIAC (Detail Given at Point j in Notes to accounts)	2970	0

Himalaya Food International Limited
Notes to the standalone financial statements for the year ended March 31, 2020

(All amounts in Rs in lacs unless otherwise stated)

Note	Particulars	31-Mar-20			31-Mar-19		
		Current	Non-current	Total	Current	Non-current	Total
11							
(a)	Provisions						
	Provision for tax	0	185	185	0	185	185
	Total	0	185	185	0	185	185
	Deferred Payment Liabilities			202		2019	
				0			
	Particulars						
	Deferred Current Assets (Liabilities) as per Balance Sheet			-717		-771	
	Deferred Tax Liability						
	Depreciation as per Companies Act			1146		1143	
	Depreciation as per Income Tax Act			601		978	
	Difference			-545		-166	
	Deferred Tax Liability			-146		-44	
	Deferred Tax Assets on 43B Items						
	PF (Employers Share) not deposited as on 31.03.2020			30		19	
	ESI (Employers Share) not deposited as on 31.03.2020			18		14	
	Total			48		33	
	Deferred Tax Assets			13		9	
				133		53	
	Net Deferred Tax Liability			-584		-717	

(b)	Particulars	March 31,2020			March 31,2019		
		Current	Non-current	Total	Current	Non-current	Total
	Employee Benefit obligation						
	Provision for employee benefits						
	Provision for gratuity	13	80	93	6	121	127
	Provision for leave encashment	6	29	35	8	21	29
	Total	19	109	128	14	142	156

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	2020	2019
Discount rate	0	0
Expected rate of return on assets	0	0
Healthcare cost increase rate	0	0
Rate Of Increase in Compensation levels	0	0

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	Contribution for key management personnel
Employer's contribution to provident fund	24.00	0.22
(Previous year)	25.00	0.22
Employer's Contribution to Employee State Insurance	4.00	0.00
(Previous year)	7.00	0.00

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	93	0	0
(Previous year)	(127)	0	0

Himalaya Food International Limited
Notes to the standalone financial statements for the year ended March 31, 2020

(All amounts in Rs in lacs unless otherwise stated)

Note	Particulars	Year ended 31-Mar-20	Year ended March 31, 2019
12	Revenue from Operations		
	Sale of goods		
	Sales- Export	2791	4707
	Sales- Domestic	5085	4415
	Total	7876	9122
13	Other Income		
	Interest income	6	4
	Duty draw back	3	7
	Other Income	1	3
	Profit on Sale of Machinery	0	6
	Income from Forfieted of Share Application Money	278	0
	Export Incentives	157	191
	Total	445	211
14	Raw Material & Consumables Consumed		
	Raw material at the beginning of the year	269	1051
	Add:		
	Purchases	3643	3385
	Freight inward	37	30
	Packing Expenses& other	61	388
	Less: Raw material at the end of the year	398	269
	Total	3612	4585
15	Changes in inventories of finished goods and work-in-progress		
	Opening Stock		
	Goods in process	421	1572
	Finished goods	561	3929
		982	5501
	Closing Stock		
	Goods in process	424	421
	Finished goods	716	561
		1140	982
	Increase/(Decrease) in inventories	158	-4519

Himalaya food International Ltd.
Notes to the standalone financial statements for the year ended March 31, 2020

(All amounts in Rs in lacs unless otherwise stated)

Note	Particulars	Year ended March 31, 2020	Year ended March 31, 2019
16	Employee benefit expense		
	Salaries, wages and bonus	763	810
	Contribution to Provident Fund	24	25
	Employees' State Incorporation Fund	4	7
	Gratuity	29	30
	Staff welfare expenses	<u>5</u>	<u>4</u>
	Total	<u>825</u>	<u>876</u>
	Directors' remuneration (included under employee benefit expense)		
	Salaries to Managing Director	60	30
	Salaries to Whole Time Director	19	19
	Contribution to provident fund	<u>0</u>	<u>0</u>
		<u>79</u>	<u>49</u>
17	Depreciation and amortisation expense		
	Depreciation of property, plant and equipment	<u>1146</u>	<u>1143</u>
	Total	<u>1146</u>	<u>1143</u>
18	Other expenses		
	Power and fuel	827	1095
	Rent:		
	- Offices and Godowns	4	5
	Rates and taxes	19	34
	Insurance	11	13
	Repairs and maintenance:		
	- Plant and machinery	11	53
	- Building	0	0
	- Others	0	0
	Advertisement and sales promotion	1	47
	Postage and courier	1	2
	Travelling and conveyance	42	54
	Printing and stationery	3	3
	Communication	3	5
	Legal and professional	25	51
	Payment to Auditors	6	6
	Selling Expenses	845	1224
	Misc exp.	12	6
	Freight Outward	36	64
	Other expenses	<u>163</u>	<u>288</u>
	Total	<u>2009</u>	<u>2950</u>

Auditor's Remuneration		
Professional Fee		
-Audit Fees	6	6
-Tax Audit Fees	0	0
Reimbursement of Expenses	<u>6</u>	<u>6</u>
Finance cost		
Interest and finance charges on financial liabilities not at fair value through profit or loss	28	196
Total	<u>28</u>	<u>196</u>

Assets Taken on Operating Lease

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.

The aggregate lease rentals payables are charged as 'Rent ' in note 18.

The year wise breakup of future lease payments in respect of leased premises are as under:

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
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 Ltd.
Notes to the standalone financial statements for the year ended March 31, 2020

(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 31-Mar-2020	Year ended 31-Mar-2019
(i) Loans and advances		
APJ Laboratories Ltd	568	568
(ii) Sundry Creditors		
Doon Valley Foods Pvt Ltd.	363	335
(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
(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. Doon Valley Foods Pvt. APJ Laboratories Ltd Himalya Simplot Pvt Ltd.	
Subsidiary companies	Himalya Green Apartments Ltd Appetizer and Snacks Foods Ltd	
Nature of transaction	Year ended 31-Mar-2020	Year ended 31-Mar-2019
(iv) Managerial remuneration		
Mr. M.M. Malik	60	30
Mrs. Sangita Malik	19	19
(v) Loans and advances		
APJ Laboratories Ltd	568	568
(vi) Sundry Creditors		
Doon Valley Foods Pvt Ltd.	363	335
Purchase Value	361	369
(vii) 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

(c) 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 **31.03.2020**. Amount outstanding to these enterprises to the year ended **31.03.2019** is Rs. Nil (previous year Rs. Nil).

(d) Segment Disclosure

Primary Segment

We have to segment Agriculture and Processed foods. In Agriculture we produced fresh Mushroom, sale as fresh, chilled. And in process food we sell canned Mushroom, Frozen Appetizers, we maintained both segments books separately Profit & loss accounts of both are as under:

Particular	Agri Div.	Mfg Div.	Total
By Sales			
By Sales	1294	6582	7876
By Other Income	7	438	445
By Transfer to process Div	2596	0	2596
Total	3896	7020	10917
By Closing Stock			
- Raw Material	14	384	398
- Work in Progress	424	0	424
- Finished Goods	22	694	716
To Opening Stock			
- Raw Material	58	211	269
- Work in Progress	421	0	421
- Finished Goods	6	555	561
Increase/decrease in Stock	-25	312	287
Total Income	3871	7332	11204
To Purchases Raw- Material	0	2542	2542
To Purchase of Fresh Mushroom	0	2596	2596
To Agriculture Expenses Raw - Mat	1101	0	1101
To Growing Expenses	725	0	725
To Manufacturing Exp.	0	528	528
To Repair	3	8	11
To Financial Exp.	0	28	28
To Depreciation	193	953	1146
To Employee Salary	257	171	428
To Freight Out Ward	24	12	36
To Selling Exp.	35	813	848
To Admin Exp.	213	142	356
Total Expenses	2552	7793	10345
To Net Earnings	1319	-461	859

Information About the Secondary Segments
Revenue and sundry debtors as per geographical markets

Particulars	Revenue		Sundry debtors	
	2020	2019	2020	2019
India	5085	4415	373	342
Outside India	2791	4707	2271	2352
Total	7876	9122	2644	2694

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.

e Earning per shares (E.P.S.)	Year ended 31-Mar-2020	Year ended 31-Mar-2019
Basic E.P.S.	1.71	-12.02
Diluted E.P.S.	1.71	-11.33
Calculation of basic E.P.S.		
a) Net profit for the year attributable to equity shareholders	992	-6954
b) Weighted average number of equity shares	57872604	57872604
c) Basic earnings per share (a/b)	1.71	-12.02
d) Nominal value per share	Rs. 10/-	Rs. 10/-
Calculation of diluted shares		
Weighted average number of equity shares	57872604	57872604
Number of shares in respect of shares warrants		3500000
Total:	57872604	61372604

f 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	114936	Simplot India LLC	0.5

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

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

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.

g

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

i 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.

j **Explanatory Note:** In the dispute that arose with Erstwhile JV partner Simplot USA in 2013, the Singapore International Arbitration Centre (SIAC) awarded US 3.96 mm with further interest @ 5.33% till the date of payment from the date of award to be payable by the Company and in turn the sale of French Fry line and Specialty Potato Lines stands cancelled and has been reverted back to the Company. The Tribunal has directed Simplot to return the Pieces and Penals removed from French Fry & Potato Specialty Lines. Company Proposes to file an appeal in Singapore High court to Challenge the amount awarded. However company shown the amount in contingent liability and on conclusion pass the necessary entries to add the value of the French Fry & Potato Specialty Lines into assets.

. CO ID-19 has had an impact on the business operations of the company, as on the signing date. The operation of growing Mushroom has been affected. The management is hopeful of restarting the Operations in the month of October 2020. This however does not affect the concept of Going Concern for the company. Further there has been no impairment in the value of Inventories or Financial assets and Non financial

i 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: 31.07.2020
Place : Dehradun

Shamsher Ali
CFO

Surabhi Maheshwari
Company Secretary

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

Details of contracts or arrangements or transactions not at arm's length basis:

The Company has not entered in any contract or arrangement or transactions with its related parties which is not at arm's length during the Financial Year 2020-21.

Details of material contracts or arrangement or transactions at arm's length basis:

In accordance with the requirements of IND AS 24, name of the related party, related party relationship, outstanding balances including commitments where control exists and with whom transactions have taken place during reported periods, are reported as under:

(i) Related party name and relationship:

Particulars	Designation
Mr. M.M. Malik	Managing Director
Mrs. Sangita Malik	Whole Time Director

(ii) Enterprises over which key management personnel / shareholders and their relatives have significant influence (With whom transactions have taken place):

Particulars	Designation
Doon Valley Foods Pvt. Ltd.	Managing Directors

(iii) Transactions Carried Out With Related Parties referred in point (i) & (ii) above in ordinary course of Business

Nature of Transactions	(Rs. in Lakhs)	
	As at 31 st March, 2019	As at 31 st March, 2020
M.M. Malik (Managing Director) Remuneration paid	30	60
Sangita Malik Remuneration paid	19	19
Doon Valley Foods Pvt. Ltd. Purchases of Raw Material	369	361

For and on behalf of the Board of Directors
Himalaya Food International Limited

Sd/-
Man Mohan Malik

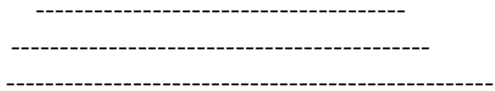
Chairman cum Managing Director

DIN: 00696077

Date: 05.09.2020

Place: : Poanta Sahib

BOOK-POST



If undelivered Please return to:-

WORK : HIMALAYA INTERNATIONAL LTD

VILLAGE SUBHKHERA, POANTA SAHIB (H.P)-173025
DISTT. SIRMOUR (HIMACHAL PRADESH)

REGD. OFF: 118, 1ST FLOOR, 12 GAGANDEEP BUILDING,
RAJENDRA PLACE, NEW DELHI-110008