

HIMALCHULI FOOD PRODUCTS LIMITED

Reg. Off : B-102, Saraswati Apt. Radhakrishna, Marg Mogra
Village, Andheri (East), Mumbai - 400069
Phone: 022-26875180
Email : himalchulifoodproducts@gmail.com
Website: www.hfpltd.in
CIN: L15400MH1986PLC316001

26.09.2019

To,
The Manager DCS
BSE Limited,
P J Towers, Dalal Street,
Mumbai- 400001

Sub: Proceedings of the 33rd Annual General Meeting held on 26th September 2019
Ref.: Scrip Code : 511169
Scrip ID : HIMALFD

Dear Sir,

Pursuant to the provision of Regulation 30, Schedule III of the Listing Regulations we hereby furnish the proceedings of the 33rd Annual General Meeting of the company held on 26th September, 2019 at 11:00 A.M. at **B-102, Saraswati Apt. Radhakrishna, Marg Mogra Village, Andheri (East), Mumbai - 400069.**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company provided e-voting facility to the members to vote on the matters to be transacted at the Annual General Meeting. Further, to facilitate those members who were present at the AGM, either personally or by proxy, who did not cast their vote in respect of items of business as set out in the Notice of the Annual General Meeting through E-voting CS PAYAL TACHAK, Proprietor of PAYAL TACHAK & ASSOCIATES, Company Secretaries, Mumbai was appointed as Scrutinizer for Conducting the Poll by way of polling papers.

The results of voting on each resolution were determined considering the aggregate of vote cast by the members on each resolution separately, through e-voting as well as poll on which the Scrutinizer issued Consolidated Scrutinizer's Report.

The Annual General Meeting was attended by requisite quorum and following businesses were passed with requisite majority.

1. Approval of Accounts: Ordinary Business with Ordinary Resolution

The members considered and adopted the Audited Balance Sheet as at 31st March, 2019 and the Statement of Profit and Loss for the year ended on that date together with Reports of the Board of Directors' and Auditors' thereon.

2. Appointment of Mr. Nilesh Savla (DIN: 05354691) who retires by rotation, and being eligible offers himself for reappointment. Ordinary Business with Ordinary Resolution

J. Anand



HIMALCHULI FOOD PRODUCTS LIMITED

Reg. Off : B-102, Saraswati Apt. Radhakrishna, Marg Mogra
Village, Andheri (East), Mumbai - 400069
Phone: 022-26875180
Email : himalchulifoodproducts@gmail.com
Website: www.hfpltd.in
CIN: L15400MH1986PLC316001

The members approved the appointment of Mr. Nilesh Savla (DIN: 05354691), who retires by rotation and being eligible, offers himself for re-appointment.

3. Regularization of appointment of HETAL DAVE (DIN: 08397075) as Independent Director as per Companies Act, 2013. Special Business with Ordinary Resolution

The members approved the regularization of HETAL DAVE (DIN: 08397075), who was appointed as an Additional Director with effect from 29/03/2019 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office, for five years effective from the date of appointment by the Board that is from 29th March, 2019 to 28th March, 2024.

4. Reduction of Share Capital of the Company. Special Business with Special Resolution

The Members approved the reduction of Share Capital of the Company. Subject to the sanction of the Scheme of Arrangement by way of Amalgamation of RKD Trendy Retailers Private Limited with Himalchuli Food Products Limited ("the Scheme") by the National Company Law Tribunal, Mumbai Bench, Mumbai ("the NCLT") and other appropriate authorities, if any, proposed by the Company pursuant to the provisions of Sections 230 to 232 read with Section 66 of the Companies Act, 2013 The share capital of the Company be reduced from Rs. 1,90,00,000 (Rupees One Crore Ninety Lac Only) divided into 19,00,000 equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 19,00,000 /- (Rupees Nineteen Lacs only) divided into 19,00,000 equity shares of Re. 1/- (Rupee One Only) each fully paid up by adjusting against Debit balance of Rs. 1,71,00,000/- (Rupees One Crore Seventy One Lac Only) in Profit and Loss Account which is lost or unrepresented by the available assets .

5. Reduction in face value of Equity Shares of the Company from Rs. 10/- each to Re. 1/- each. Special Business with Special Resolution

The members approved the Reduction in face value of Equity Shares Upon the reduction of capital set out in resolution no. 4 and pursuant to the provisions of section 61 and other applicable provisions, if any, of the Companies Act, 2013 and of the Articles of Association of the Company, the nominal value of the fully paid up Equity Share of Rs. 10/- (Rupees Ten Only) each of the Company be and shall stand reduced to Re. 1/- (Rupees One Only) per share and the relevant clauses in the Memorandum of Association of the Company be accordingly altered as proposed in the resolutions as item no. 6 of this notice.

S. S. Savla



HIMALCHULI FOOD PRODUCTS LIMITED

Reg. Off : B-102, Saraswati Apt. Radhakrishna, Marg Mogra
Village, Andheri (East), Mumbai - 400069
Phone: 022-26875180
Email : himalchulifoodproducts@gmail.com
Website: www.hfpltd.in
CIN: L15400MH1986PLC316001

6. Alteration in Memorandum of Associations of the Company. **Special Business with Ordinary Resolution**

The Members approved alteration in Clause V of the Memorandum of Association of the Company pursuant to Reduction in Share capital of the Company.

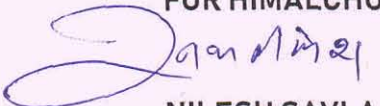
V. The Authorised Share Capital of the Company is Rs. 7,00,00,000 (Rupees Seven Crores only) divided into 700,00,000 (Seven Crores only) equity shares of Re. 1/- (Rupee One only) each with power to increase to increase, reduce, modify and cancel the same and to divide the original or increased or reduced or modified capital into several classes subject to the provisions of the Act and to attach thereto such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being, be provided by the regulations of the Company.

Kindly take the same on your records.

Thanking You,

Yours Faithfully,

FOR HIMALCHULI FOOD PRODUCTS LIMITED



**NILESH SAVLA
DIRECTOR**

