

HIMALCHULIFOOD PRODUCTS LIMITED

Reg Off : 2nd Floor, Vishwakarma Chambers, Majura
Gate, Ring Road, Surat – 395 002, Fax : 0261-2477053,
Phone: 0261-2477052-58-59
Email : himalchulifoodproducts@gmail.com
Website: www.himalchuli.com
CIN: L15400GJ1986PLC008652

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

Sub: **Proceedings of the 29th Annual General Meeting**
Ref.: **Scrip Code : 511169**
Scrip ID : HIMALFD

Dear Sir,

Pursuant to the provision of clause 31 of the listing agreement we hereby furnish the proceedings of the 29th Annual General Meeting of the company held on Friday, 25th September, 2015 at 11.30 a.m. at the Registered Office of the Company at Second Floor, Vishwakarma Chambers Majura Gate, Ring Road, Surat 395002

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 remote 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. CS Shilpa Parekh, Proprietor of S.G. Parekh & Co, Company Secretaries, 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 remote 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:

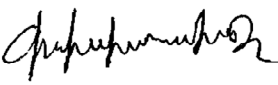

The members considered and adopted the Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date together with Reports of the Board of Directors' and Auditors' thereon.

2. Re-appointment of Mr. Vivek omprakash Goel

The members re-appointed of a Director in place of Mr. Vivek Omprakash Goel (DIN: 02364914) who retires by rotation, and being eligible offers himself for reappointment

3. Re-appointment of Statutory Auditors of the Company:

The members re-appointed M/s. C.S. Jariwala & Co., Chartered Accountants, (FRN No. 114906W), retiring auditor of the Company as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the Thirty First (31st) Annual General Meeting of the Company and authorized the Board of Directors to fix their remuneration.

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4. Appointment of Ms. Reenaben Bipinchandra Joshi (DIN: 07141061) as an Independent Director as per Companies Act, 2013.

Ms. Reenaben Bipinchandra Joshi (DIN: 07141061), who was appointed as an Independent Director of the Company as per Section 149, 152 and Schedule IV and all other applicable provisions of the Companies Act, 2013 and who holds office upto 30th March 2020.

5. To Re-Appoint Mr. Rashmikant Ratilal Desai (DIN: 02370162) as an Independent Director as per Companies Act, 2013.

Mr. Rashmikant Ratilal Desai (DIN: 02370162) is hereby re-appointed as an Independent Director of the Company as per Section 149, 150, 152 and Schedule IV and all other applicable provisions of the Companies Act, 2013 and who holds office for a term upto the conclusion of the 33rd Annual General Meeting of the Company in the Calendar Year 2019.

6. Adoption of new Articles of Association

Pursuant to provisions of Section 14 of the Companies Act, 2013 the Company adopted new Articles of Association to be at par with new provisions.


A copy of consolidated Scrutinizer's Report received from CS Shilpa Parekh, Proprietor of M/s. S. G. Parekh & Co, is enclosed herewith for your records.

Kindly take the same on your records.

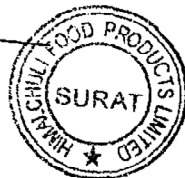
Thanking You,

Yours Faithfully,

For Himalchuli Food Products Limited



Omprakash Agarwal
Managing Director



Encl.: As Above

S. G. PAREKH & CO.

(Practising Company Secretary)

201, Somnath Darshan, Kastur Park, Shimpoli Road, Borivali (West), Mumbai – 400092
Mobile : +919969208200 E-mail Id: shilpagparekh31@gmail.com

Scrutinizer's Report - Combined

To,
The Chairman
Himalchuli Food Products Limited
Second Floor, Vishwakarma Chambers Majura Gate,
Ring Road, Surat 395002

Sub: 29th Annual General Meeting ("AGM") of the Members of Himalchuli Food Products Limited held on Friday, 25th September, 2015 at 11.30 a.m. at the Registered Office of the Company at Second Floor, Vishwakarma Chambers Majura Gate, Ring Road, Surat 395002.

Dear Sir,

1. Shilpa Parekh, a Company Secretary in practice have been appointed as Scrutinizer by the Board of Directors of Himalchuli Food Products Limited ("Company") for the following purpose with respect to the voting on the Resolutions contained in the Notice of the 29th AGM of the Members of the Company:
 - (i) scrutinizing remote e-voting process under provisions of Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rule, 2014, as amended ("Rules"); and
 - (ii) Poll through Polling Papers under the provisions of Section 109 the Act read with Rule 21 of the Rules
2. The Management of the Company is responsible for the compliance with the requirement of the Companies Act, 2013 and the Rules relating to remote e-voting and poll on the resolutions contained in the notice to the 29th AGM of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process and for poll at the AGM is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the report generated from the e-voting system provided by the Central Depository Services (India) Limited ("CDSL"), the authorised agency engaged by the Company to provide e-voting facilities for remote e-voting.
3. I have also issued a separate Scrutinizer's Report dated 26th September, 2015 on the remote e-voting and on the poll on the resolutions contained in the notice to the AGM. As requested by management I hereby submit my combined report on the results of remote e-voting together with the poll as under:-



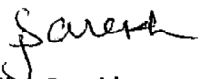
S. G. PAREKH & CO.

(Practising Company Secretary)

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Mobile : +919969208200 E-mail Id: shilpagparekh31@gmail.com

Item No. of Notice and brief text of resolution	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast	
1. Ordinary Resolution Adoption of Audited Financial Statements for the year ended 31 st March, 2015 together with Reports of the Board of Directors' and Auditors' thereon.	1,95,625	100	Nil	Nil	Nil
2. Ordinary Resolution Appointment of Mr. Vivek Omprakash Goel, Director retiring by rotation	1,95,625				
3. Ordinary Resolution Re-appointment of M/s. C S Jariwala & Co., Chartered Accountants, as Statutory Auditors of the Company	1,95,625	100	Nil	Nil	Nil
4. Ordinary Resolution Appointment of Mrs. Reenaben Bipinchandra Joshi as an Independent Woman Director	1,95,625	100	Nil	Nil	Nil
5. Ordinary Resolution Re-appointment of Mr. Rashmikant Ratilal Desai as an Independent Director	1,95,625	100	Nil	Nil	Nil
6. Special Resolution Adoption of new set of Articles of Association Pursuant to provisions of Section 14 of the Companies Act, 2013	1,95,625	100	Nil	Nil	Nil

For S. G. PAREKH & Co.
Practising Company Secretaries



Shilpa Parekh
Proprietor

Membership No.: 21939, C. P. No. – 10746
26th September, 2015 at Mumbai

