

# HIMALCHULIFOOD PRODUCTS LIMITED

Reg Off : 2<sup>nd</sup> Floor, Vishwakarma Chambers, Majura  
Gate, Ring Road, Surat – 395 002, Fax : 0261-2477053,  
Phone: 0261-2477052-58-59  
Email : [himalchulifoodproducts@gmail.com](mailto:himalchulifoodproducts@gmail.com)  
Website: [www.hfpltd.in](http://www.hfpltd.in)  
CIN: L15400GJ1986PLC008652

Date: 22<sup>nd</sup> September, 2017

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

**Sub: Proceedings of the 31<sup>st</sup> Annual General Meeting held on 22<sup>nd</sup> September, 2017**  
**Ref.: Scrip Code : 511169**  
**Scrip ID : HIMALFD**

Dear Sir / Madam,

Pursuant to the provisions of Regulation 30, Schedule III of the listing agreement we hereby furnish the proceedings of the 31<sup>st</sup> Annual General Meeting of the Company held on Friday, 22<sup>nd</sup> September, 2017 at 11:00 A.M. at Vishwakarma Chambers, 2<sup>nd</sup> Floor, Majura Gate, Surat, Gujarat - 395 002



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 casted their vote in respect of items of business as set out in the Notice of the Annual General Meeting. CS Payal Tachak, Proprietor of Payal Tachak & Associates, Practising 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:

The members considered and adopted the Audited Balance Sheet as at 31<sup>st</sup> March, 2017 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. Vivek Omprakash Goel (DIN: 02364914) as a Director, who is liable to retire by rotation:**

The members approved the appointment of Mr. Vivek Omprakash Goel (DIN: 02364914), who retires by rotation and being eligible, offers himself for re-appointment.

**3. Appointment of Statutory Auditors of the Company:**

The members approved the appointment of Mr. Mahesh Murji Gala (Membership No. 116548), Proprietor of M/s. M M Gala & Associates, Chartered Accountants (FRN: 124913W) as a Statutory Auditor of the Company in place of M/s. C. S. Jariwala & Co. FRN - 114906W, retiring auditor to hold office from the conclusion of this meeting until the conclusion of the 36<sup>th</sup> Annual General Meeting.

A copy of consolidated Scrutinizer's Report received from CS Payal Tachak, Proprietor of Payal Tachak & Associates, Practising Company Secretaries, Mumbai 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**  
DIN: 1680000





**PAYAL TACHAK & ASSOCIATES**  
**PRACTISING COMPANY SECRETARIES**

E-mail Id: payaltachakandassociates@gmail.com

Mob: 8169069288 / 9867809345

**Scrutinizer's Report**  
**[E-Voting & Poll]**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies  
(Management and Administration) Rules, 2014]

**Certificate Number : 6/SR/2017-18**

22<sup>nd</sup> September, 2017

To,  
Board of Directors,  
Himalchuli Food Products Limited  
Second Floor, Vishwakarma Chambers,  
Mahura Gate Ring Road Surat - 395002

Sub: Combined Scrutinizer's Report on e-voting and poll conducted pursuant to provisions of Section 108, Section 109 of the Companies Act, 2013 read with Rule 20, 21 of the Companies (Management and Administration) Rules, 2014 and read with Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Dear Sir,

I, Payal Tachak, Practising Company Secretary, have been appointed as a scrutinizer by the Board of Directors of Himalchuli Food Products Limited (the Company) for 31<sup>st</sup> Annual General Meeting held on 22.09.2017 at Second Floor, Vishwakarma Chambers, Majura Gate, Ring Road, Surat – 395 002 at 11.00 AM and concluded at 12.00 PM for following purpose:

- i. scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) and;
- ii. to conduct the poll in a fair and transparent manner under the provisions of Section 109 of the 2013 Act read with Rule 21 of Rules, on the resolutions mentioned in the notice of the Annual General Meeting (AGM) of the members of the Company.





**PAYAL TACHAK & ASSOCIATES**  
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The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions mentioned in the Notice of the AGM of the members of the Company. My responsibility as a scrutinizer for the 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 mentioned in the notice based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company to provide e-voting facilities for e-voting and the poll conducted at AGM.

CDSL was engaged by the Company as authorised agency to provide e-voting facility to the members of the Company.

Moreover, I hereby submit my report on the result of e-voting as under:

- I. The e-voting period commenced on Tuesday, the 19<sup>th</sup> September, 2017 at 09:00 a.m. and ended on Thursday, 21<sup>st</sup> September, 2017 at 05:00 p.m. The e-votes casted by shareholders of the Company up till 05:00 p.m. on 21<sup>st</sup> September, 2017 were considered in the report;
- II. The Company has fixed cut-off date / record date as 15<sup>th</sup> September, 2017 for the purpose of e-voting. The shareholders possessed shares of the Company as on the cut-off date / record date were entitled to e-vote(s) for the proposed resolution(s) mentioned in the Notice calling AGM of the Company;
- III. The e-votes were unblocked on Friday, the 22<sup>nd</sup> day of September, 2017 around 5.40 PM in the presence of two witnesses, namely, Ms. Dipika Shinde residing at B- 613, Swan Mill, Mahada Complex, T J Road, Sewri, Mumbai 400015 and Mr. Dinesh Bainwal, residing at 251/1, Tanibai Niwas Road Wadala (West) Mumbai 400031 are not in employment of the company. They have signed below in the confirmation of the e-votes being unblocked in their presence.

Witness 1: Dipika Shinde

Witness 2: Dinesh Bainwal





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The result of the E-voting and Poll is as under:

**VOTES IN FAVOR OF THE RESOLUTION**

Item No of notice and brief text of Resolution	Ballot		E-voting		Combined	
	Nos	%	No. of Votes	%	No. of Votes	%
<b>ORDINARY BUSINESS AND ORDINARY RESOLUTION</b>						
1. Adoption of Statement of Profit & Loss, Balance Sheet, Report of Director's and Auditor's for the Financial Year 31 <sup>st</sup> March, 2017	53400	100%	107570	100%	160970	100%
2. Re-appointment of Mr. Vivek Omprakash Goel pursuant to retirement by Rotation eligible for re-appointment.	5900	100%	35075	100%	40975	100%
3. Appointment of M/s. M M Gala & Associates, Chartered Accountants (FRN: 124913W) as a Statutory Auditor of the Company in place of M/s. C. S. Jariwala & Co. FRN - 114906W.	53400	100%	107570	100%	160970	100%

**VOTES AGAINST THE RESOLUTION**

Item No of notice and brief text of Resolution	Ballot		E-voting		Combined	
	Nos	%	No. of Votes	%	No. of Votes	%
<b>ORDINARY BUSINESS AND ORDINARY RESOLUTION</b>						
1. Adoption of Statement of Profit & Loss, Balance Sheet, Report of Director's and Auditor's for the Financial Year.31 <sup>st</sup> March, 2017	Nil	N.A.	Nil	N.A.	Nil	N.A.
2. Re-appointment of Mr. Vivek Omprakash Goel pursuant to retirement by Rotation eligible for re-appointment.	Nil	N.A.	Nil	N.A.	Nil	N.A.
3. Appointment of M/s. M M Gala & Associates, Chartered Accountants (FRN: 124913W) as a Statutory Auditor of the Company in place of M/s. C. S. Jariwala & Co. FRN - 114906W.	Nil	N.A.	Nil	N.A.	Nil	N.A.





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**INVALID VOTES**

Item No	of notice and brief text of Resolution	Ballot		E-voting*		Combined	
		Nos	%	No. of Votes	%	No. of Votes	%
<b>ORDINARY BUSINESS AND ORDINARY RESOLUTION</b>							
1.	Adoption of Statement of Profit & Loss, Balance Sheet, Report of Director's and Auditor's for the Financial Year 31 <sup>st</sup> March, 2017	Nil	N.A.	Nil	N.A.	Nil	N.A.
2.	Re-appointment of Mr. Vivek Omprakash Goel pursuant to retirement by Rotation eligible for re-appointment.	Nil	N.A.	72500	100%	72500	100%
3.	Appointment of M/s. M M Gala & Associates, Chartered Accountants (FRN: 124913W) as a Statutory Auditor of the Company in place of M/s. C. S. Jariwala & Co. FRN - 114906W.	Nil	N.A.	Nil	N.A.	Nil	N.A.

\* Since shareholders who voted though E-voting were relatives of Mr. Vivek Omprakash and therefore those votes are considered as invalid.

**FOR PAYAL TACHAK & ASSOCIATES**  
Practicing Company Secretary

**CS PAYAL TACHAK**  
Proprietor  
ACS 38016  
CP 15010  
Date: 22.09.2017

