

**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

Date: 31st December, 2018

To,

BSE Limited,

Department of Corporate Services,

P. J. Towers, Dalal Street,

Fort, Mumbai-400 001

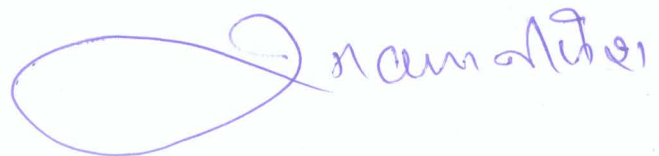
Scrip Code: 511169

Sub: Outcome of Meeting of Board of Directors held on 31st December, 2018

Dear Sir,

With reference to the captioned subject, we would like to inform you that the Board of Directors at their meeting held on 31st day of December, 2018, have subject to the approval of the Hon'ble National Company Law Tribunal [NCLT], Mumbai Bench, Mumbai, Stock Exchange where the shares of the company are listed and other relevant regulatory authorities:

1. Approved the Composite Scheme of Arrangement and Amalgamation which includes Reduction of Equity Share Capital of Himalchuli Food Products Limited (Transferee company) from Rs. 1,90,00,000/-divided into 19,00,000 Equity Shares of Rs.10/- (Rupees Ten) fully paid up to Rs. 19,00,000/- divided into 19,00,000 Equity Shares of Re.1/-- (Rupees One) each fully paid up and such reduction be effected by cancelling of 19,00,000 Equity Shares of Rs. 9/- each amounting to Rs.1,71,00,000/- in the existing paid up Equity Share Capital by writing off part of the debit balance of Profit & Loss Account and Post reduction amalgamation of RKD Trendy Retailers Private Limited (Transferor Company) with Himalchuli Food Products Limited (Transferee Company).
2. The Valuation Report has been given by M. M. Gala & Associates, Chartered Accountants, Mumbai and fairness opinion by independent Merchant Banker Ashika Capital Limited, Mumbai.



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

3. Approved Share Exchange Ratio for the proposed Composite Scheme of Arrangement and Amalgamation which is:

- 290 (Two hundred ninety) Equity Share of Re.1/- each of Himalchuli Food Products Limited (Transferee Company) for every 1 (One) Equity Share of Rs.10/- each held by the shareholders in R.K.D Trendy Pvt Limited (Transferor Company) and;

We are enclosing herewith the information pursuant to Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with SEBI Circular number CIR/CFD/CMD/4/2015 dated 9th September, 2015 as **Annexure-A**

The Scheme will be filed with the Stock Exchange as per applicable provisions of Regulation 37 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The meeting of the directors was commenced at 03.00 P.M. and concluded at 03.45 P.M.

Kindly disseminate the information on the official website of the exchange for the information of all members of the Exchange and Investors.

Thanking You,
Yours Faithfully,

For **Himalchuli Food Products Limited**


Nilesh Savla
Director
Din: 05354691

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

Disclosure of Event and Information pursuant to Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with SEBI Circular number CIR/CFD/CMD/4/2015 dated 9th September, 2015

A. Name of the entities forming part of the Amalgamation/ merger, details in brief such as size, turnover, etc.

i. R.K.D. Trendy Pvt Limited (Transferor Company)

“RKD TRENDY RETAILERS PRIVATE LIMITED” [RKD], means a company incorporated under the provisions of the Companies Act, 1956 and having its Registered Office at 102, Sarawati Apartment, Vasudev Mishra Marg, off. P.P Road, Andheri (East), Mumbai- 400069. The turnover of the company as on 31st March, 2018 was Rs. 233.17 Lacs and profit of Rs. 3.19 Lacs.

“HIMALCHULI FOOD PRODUCTS LIMITED [HIMALCHULI], means a company incorporated under the provisions of the Companies Act, 1956 and having its Registered Office at 102, Sarawati Apartment, Vasudev Mishra Marg, off. P.P Road, Andheri (East), Mumbai- 400069. The company has incurred a loss of Rs. (95,692) for the year ended on 31st March, 2018.

B. Whether the transaction would fall within related party transactions? If yes, whether the same is done at arm's length?

The proposed amalgamation shall not be treated as a related party transaction in terms of General Circular No. 30/2014 dated 7th July, 2014 issued by the Ministry of Corporate Affairs and also since the same is subject to the sanction of Hon'ble NCLT. Further, pursuant to regulation 23(5)(b) of the SEBI (LODR) Regulations, the related party provisions under SEBI (LODR) Regulations are not applicable to the propose Scheme. However, the transaction shall be done at arm's length price.

C. Area of Business of Entities:

The Transferor Company is engaged in the business of trading, marketing, selling and distribution of Travelling bags, mobile and electronic products and office supplies.



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 Transferee Company is engaged in the business to cultivate, grow, produce, harvest raise or deal in agricultural produce as agriculturist, farmers, gardeners and to set up processing units for import, export, distribute or deal in agriculture produce of all descriptions, like fruits, vegetables, seeds and herbal products and trade in all the products required for cultivation, harvesting, production and development of seeds, vegetables, fruits and herbal items.

D. Rationale for Amalgamation/Merger:

The background and circumstances which justify the said arrangement are inter- alia as follows:

- Continuous losses have substantially wiped off the value represented by the Share Capital thus the financial statements do not reflect the correct picture of the health of Transferee Company.
- For ensuring that the financial statements of the Company reflect the real picture and the Capital which is lost, is not continued to be shown on the face of balance sheet, it is necessary to carry out reduction of share capital of the Transferee Company.
- Since writing off of losses has become inevitable for growth of the Company and its shareholders, the Company is now proposing to undertake a financial restructuring exercise whereby the Company would create a "Capital Restructuring Account" from its paid up Equity Share Capital.
- The reduction of capital in the manner proposed would enable the Company to have a rational capital structure which is commensurate with its remaining business and assets.
- This Composite Scheme of Arrangement and Amalgamation is presented with a view to achieve Restructuring of the Transferee company which would result in increase in the net worth of the Transferee Company and improvement in financial health as more business activities shall be brought into the Transferee Company.
- The restructuring of the Transferee Company proposed under the Scheme does not envisage any payment to any shareholder of any paid-up share capital.

A handwritten signature in blue ink, appearing to be a stylized name or initials, located at the bottom right of the page.

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

- Hence, the proposed reduction will be for the benefit of the Company and its shareholders, creditors and all concerned as a whole.
- Himalchuli Food Products Limited and RKD Trendy Retailers Private Limited both are with a view to take advantage of consolidation in the current competitive environment, it is proposed to consolidate operations and amalgamate the two companies, which would result in benefits from economies of scale of operations and increased market share.
- Simplified group and business structure.
- The existence of independent companies at times result in duplication of efforts and the integration and combination of such businesses will lead to greater and optimal utilization of resources. The amalgamation would, therefore, enable the Transferee Company to increase operations and confer a competitive advantage on the entire business. With integrated processes, the Transferee Company can achieve higher scales of operation.
- Greater integration and greater financial strength and flexibility for the amalgamated entity, which would result in maximizing overall shareholder value, and will improve the competitive position of the combined entity.
- Better efficiency in cash management of the amalgamated entity, and unfettered access to cash-flow generated by the combined business which can be deployed more efficiently to fund organic and inorganic growth opportunities, to maximize shareholder value.
- The amalgamated company will have the benefit of synergy, optimum use of manpower for executing and management of various projects, expertise, and stability of operations and would help to achieve economies of scale through efficient utilization of resources and facilities.
- Pursuant to the implementation of the Scheme, the objects of the Transferor Company and the Transferee Company can be conveniently, advantageously and economically carried on by a single entity.
- The restructuring proposed under the Scheme will not affect the normal business operations of the Transferee Company, but would improve the same.
- To achieve the desired objectives, a Scheme of Arrangement and Amalgamation has been arrived at by the Board of Directors of the aforesaid companies and it has been decided to make the requisite application before the Hon'ble National company Law Tribunal Mumbai bench,


In am Nitai

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

Mumbai under Sections 230 to 232 read along with Section 66 of the Companies Act, 2013 for the sanction of the following Scheme of Arrangement and Amalgamation (hereinafter referred to as the 'Scheme') of the aforesaid companies.

E. In case of cash consideration- amount or otherwise share exchange ratio;

Upon the Scheme becoming finally effective, in consideration of the transfer and vesting of the undertaking of the Transferor Company in the Transferee Company in terms of this Scheme, the Transferee Company subject to the provisions of this Scheme shall issue and allot to the equity shareholders of the Transferor Company, and whose name appears in the Register of Members as on the Record Date, his/her heirs, executors, administrators or the successors-in-title, as the case may be, Two Hundred Ninety (290) Equity Shares of the Transferee company (Himalchuli) of Re. 1/- each fully paid up for every One (1) Equity Share of Rs. 10 each fully paid up held in the Share Capital of the Transferor Company (RKD).

F. Brief details of change in shareholding pattern (if any) of all entities:

The change in shareholding pattern of the Company consequent upon amalgamation of Transferor Company into Transferee Company is given below:

Category	Existing Shareholding of Transferee Company	Post-amalgamation shareholding of Transferee Company
Promoters and Promoter's Group	33.13	73.53
Public	66.87	26.47
Total	100%	100%

 n amalthee