

HIMALCHULI FOOD 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.hfpltd.in
CIN: L15400GJ1986PLC008652

Date: 13-03-2018

To
The Manager
Department of Corporate Services
BSE Ltd.
Dalal Street, Fort
Mumbai - 400 001

Sub. : Notice of Postal Ballot

Ref : Scrip Code - 511169

Dear Sir / Madam,

With regards to the captioned subject please find enclosed herewith the Notice of the upcoming Postal Ballot.

Kindly take the same on your records and acknowledge the receipt.

Thanking you,

Yours faithfully,

For Himalchuli Food Products Ltd.



Omprakash Agarwal
Managing Director



Encl. as above

HIMALCHULI FOOD PRODUCTS LIMITED

Registered Office: 2nd Floor, Vishwakarma Chambers, Majura Gate, Ring Road, Surat- 395002
Tel.: 0261-2477052-58-59, **E-mail:** himalchulifoodproducts@gmail.com
CIN: L15400GJ1986PLC008652 **Website:** www.hfpltd.in

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member,

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (the "Act") if any, read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the resolutions appended below are proposed to be passed as special resolutions by way of postal ballot. The explanatory statement pertaining to the said resolutions setting out the facts and the reasons thereof, as required in terms of Section 102 of the Act, is annexed hereto along with a postal ballot form (the "Form") for your consideration.

The Board of Directors, at its meeting held on 5th March, 2018 has appointed Mr. Sanjay Shringarpure, Partner PRS Associates, Company Secretaries, Mumbai as the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein and return the same in original duly completed and signed in the attached self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5:00 p.m. on 13th April, 2018. Please note that, if any form is received after the said date and time, it will be considered as no reply has been received from the member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the notes under the section 'voting through electronic means' Reference to the postal ballot in this postal ballot Notice include votes received electronically.

Upon completion of the scrutiny of the postal ballots (including e-voting), the Scrutinizer will submit his report to the Chairman or any other Director of the Company.

The result of the voting conducted through postal ballot would be announced by a Director of the Company on 16th April, 2018 at 12.00 p.m. at the Registered Office of the company and communicated to the stock exchange and depository and shall also be displayed on the company's website www.hfpltd.in.

SPECIAL BUSINESS:

Item No. 1: Amendment to Main Object Clause of the Memorandum of Association

To consider and, if thought fit, to give assent or dissent to pass the following resolution as special resolution through the postal ballot process:

RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), and subject to the necessary registration approvals, consents, permissions and sanctions required, if any, by the jurisdictional Registrar of Companies, and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, Clause III (A) of the Memorandum of Association of the Company dealing with the Main Objects to be pursued by the Company be amended by inserting the following new clauses 2 and 3 after the existing clause (1) and renumbered accordingly:

2. 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.

3. To acquire, purchase, lease, conduct or otherwise land for farming, to establish and run farms to carry on the business of agriculture, horticulture, dairy farming, animal husbandry and to carry out any process connected with any one or more such products, store farm products and deal and sale of articles of farm product.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to file, sign, verify and execute all such e-forms, papers, documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this resolution, including agreeing to any change to the aforesaid clauses 2 and 3 of the Memorandum of Association of the Company as may be suggested by the Registrar of Companies, Gujarat at Ahmedabad or such other authority.”

Item No. 2: Shifting of Registered Office of the Company

To consider and, if thought fit, to give assent or dissent to pass the following resolution as special resolution through postal ballot process:

“**RESOLVED THAT** pursuant to the provisions of sections 13 read with rule 30 of the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and subject to the approval of Central Government (Powers delegated to Regional Director) the consent of the members of the company be and is hereby accorded to shift the Registered Office of the Company from the State of Gujarat to the State of Maharashtra.”

“**RESOLVED FURTHER THAT** the clause-II of Memorandum of Association of the Company be and is hereby substituted to the following:

"II. The Registered office of the Company shall be situated in the State of Maharashtra.”

“**RESOLVED FURTHER THAT** upon the aforesaid resolution becoming effective, the Registered Office of the Company is shifted from the State of Gujarat to the State of Maharashtra.”

“**RESOLVED FURTHER THAT** Board of Directors of the Company or any constituted committee or any other person(s) duly authorized by any Director be and are hereby authorized (along with the power of delegation) to appear before the concerned Regional Director/Registrar of Companies or any other Statutory Authority, to plead for the aforesaid application, to file the necessary vakalatnama and/or Memorandum of Appearance with the concerned Authority, to sign, authenticate and make any kind of declaration and submit all kind of documents, papers, deeds, petition, forms relating to aforesaid application and to act for every purpose connected with the proceedings of the application and to take such other steps as may be required by the concerned Regional Director/Registrar of Companies or any other statutory authority or otherwise become necessary in the regard.”

Item No. 3: Reclassification of Promoter and Promoter Group

To consider and, if thought fit, to give assent or dissent to pass the following resolution as special resolution through postal ballot process:

“**RESOLVED THAT** pursuant to the provisions of Regulation 31A (5) and other relevant provisions of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable provisions of the Companies Act, 2013, if any, consequent to acquisition of 33.13%of the total issued capital of the Company by Mr. Nilesh Malshi Savla and Mrs. Meena Nilesh Savla (Collectively referred to as “Acquirers”) pursuant to Regulation 3(1) and 4 of SEBI(Substantial Acquisition of Shares and Takeovers) Regulations, 2011 from Kaybee Texspin Ltd, Avlon Syntex Private Ltd, Tribest Fineyarns Ltd , Somiya Bong Investment Private Ltd, Om Prakash Agarwal, Om Prakash Agarwal HUF, Bilal Memon, Ashadevi Agarwal and RatanKumar Goel (Collectively referred to as “Erstwhile Promoters’) having ceased to hold any shares in, or exercising any control over the company , nor have any special rights through formal and informal arrangement be and are hereby reclassified as non-promoters in public category.”

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to make an application to the BSE Ltd and Other stock exchanges where the shares of the Company are listed along with the necessary documents and to do all such acts, deeds, things and acts as may be necessary and expedient to give effect to this resolution.”

Item No. 4: Regularization of Additional Director, Mr. Nilesh Savla (DIN: 05354691) as Director.

To consider and, if thought fit, to give assent or dissent to pass the following resolution as Ordinary resolution through postal ballot process:

“RESOLVED THAT pursuant to the provisions of section 149,152,160 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force) and all other applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015. Mr. Nilesh Savla (DIN:05354691) who was appointed as an Additional Director by the Board of Directors pursuant to provisions of section 161(1) of the Companies Act, 2013 w.e.f. 14th November, 2017 and in respect of whom the Company has received a notice in writing along with a deposit of Rs. 1,00,000/- (Rupees One Lakh Only) from a member under section 160 of the Act, proposing his candidature for the office of the Director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to the resolution.”

Item No. 5: Regularization of Additional Director, Mrs. Meena Nilesh Savla (DIN: 05354674) as Director.

“RESOLVED THAT pursuant to the provisions of section 149,152,160 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force) and all other applicable regulations of Securities and Exchange Board of India(Listing Obligations and Disclosures Requirements) Regulations, 2015. Mrs. Meena Nilesh Savla (DIN:05354674) who was appointed as an Additional Director by the Board of Directors pursuant to provisions of section 161(1) of the Companies Act, 2013 w.e.f. 14th November, 2017 and in respect of whom the Company has received a notice in writing along with a deposit of Rs. 1,00,000/- (Rupees One Lakh Only) from a member under section 160 of the Act, proposing her candidature for the office of the Director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to the resolution.”

**By order of the Board
For Himalchuli Food Products Limited**

**Sd/-
OMPRAKASH AGARWAL
Managing Director
DIN: 01680000**

Registered Office:
2nd Floor, Vishwakarma Chambers,
Majura Gate, Ring Road, Surat- 395002

Place: Surat
Date: March 5, 2018

Notes:

1. The explanatory statement and reasons for the proposed resolution pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto.
2. The Company has appointed Mr. Sanjay Shringarpure, Partner PRS Associates, Company Secretaries, Mumbai, to act as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ Statements of beneficial ownership maintained by the Depositories i.e Central Depository Services (India) Limited (CDSL) as on the close of business hours on 9th March, 2018.
4. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, this Postal Ballot Notice is being sent by permitted mode along with a postage pre-paid self-address business envelope to all the shareholders of the Company.
5. In case a Member is desirous of obtaining Postal Ballot in printed form or a duplicate one, the Member may write to the Company or send an e-mail to himalchulifoodproducts@gmail.com. The Company shall forward the same along with self-addressed pre-paid postage Business Reply Envelope to the member.
6. The Postal Ballot Notice is also being uploaded to the Company's Website: www.hfpltd.in
7. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts and other statutory registers are open for inspection by the Members at the Registered Office of the Company between 10.00 a.m. and 12 noon on all working days except Saturdays, Sundays and national holidays, from the date hereof up to 13th April, 2018.
8. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on 9th March, 2018. The special resolutions mentioned herein shall be declared as passed if the number of votes cast in its favor is not less than three times the number of votes cast against the special resolution.
9. In compliance with the section 108 and 110 of the Companies Act, 2013 and the Rules made there under, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolutions through the e-voting facility arranged by CDSL, The instructions for electronic voting are annexed to this notice.
10. A Member cannot exercise his vote by proxy on the postal ballot.
11. A member desiring to exercise vote by Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in closed self-addressed prepaid postage Business Reply Envelope. Postage charges will be borne and paid by the Company. However, in case a Member sends the Postal Ballot by courier or registered post or delivers it in person at his expense, such Postal Ballots will also be accepted.
12. The Postal Ballot Form, duly completed and signed by the Member(s) should be returned in the enclosed self-addressed pre-paid postage Business Reply Envelope directly to the Scrutinizer so as to reach the Scrutinizer before the close of working hours on 13th April, 2018. Any Postal Ballot Form received after the said date and time shall be treated as if the reply from the Member(s) has not been received. No other form or photocopy of the Postal Ballot Form will be permitted/accepted.
13. The Scrutinizer will submit his report to the Chairman or any other Director after the completion of the scrutiny of the postal ballots (including e-voting). The result of the postal ballot would be announced by any Director of the Company duly authorized, on or before 16th April, 2018. The said result would be displayed at the Registered Office of the company and communicated to the stock exchange and depository and shall also be displayed on the company's website www.hfpltd.in.

Voting through Electronic means:

- (i) The voting period begins on Thursday, the 15th March, 2018 at 9.00 a.m. and ends on Friday, the 13th April, 2018, 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 9th March, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - A. For CDSL: 16 digits beneficiary ID,
 - B. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - C. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) 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 digits alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA0000001 in the PAN field.
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. 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 (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Himalchuli Food Products Limited> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non-Individual Shareholders and Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - 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 favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, 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.

Pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ('ICSI'), information in respect of the Directors seeking re-appointment through postal ballot, is provided herein below:

Name of the Director	Nilesh Savla	Meena Savla
DIN	05354691	05354674
Date of Birth	21/06/1975	23/06/1972
Age	42 years	45 years
Category of Director	Promoter- Executive	Promoter- Executive
Educational qualification	Graduation in philosophy from the open university of Sri Lanka	Sr. Secondary certificate from Maharashtra State Board of Secondary and Higher Secondary Education, Pune
Experience	15 years	4 years
Expertise in the functional area	Experience in the areas of sales, marketing and Administration	Experience in the field of office administration
Date of Appointment	14/11/2017	14/11/2017
Number of shares held in the Company	3,57,705	2,71,810
List of Directorships held in other companies (excluding foreign, private and Section 8 companies)	Nil	Nil
Chairmanship / Membership of Committees Audit and Stakeholders' Relationship Committees across Public Companies including Himalchuli Food Products Ltd.	Nil	Nil
Relationship between directors inter se	Husband of Meena Savla	Wife of Nilesh Savla

Explanatory Statement pursuant to section 102(1) and 110 of the Companies Act, 2013

Item No. 1

The Board of Directors is of the opinion that there is a need for enlarging the scope and diversification of the activities of the Company and therefore, it is proposed to enter into new activities and undertake a business which can be advantageously carried on with the existing business of the Company.

Agriculture is a rising sector and there is a huge gap in demand and supply of Agro Products in the market, hence the Company would like to capitalize this opportunity for the betterment of the Company as a whole.

Section 13, 110 of the Companies Act, 2013 stipulates that the object clause of the Memorandum of Association can be altered by a special resolution passed by the shareholders of the company read with Companies (Management & Administration) Rules, 2014, the consent of the Shareholder for this purpose shall be obtained by passing Special resolution through postal ballot, Accordingly, it is proposed to seek shareholders approval by postal ballot for alteration of main object clause of the Memorandum of Association by inserting additional clauses 2 and 3.

The Board recommends the aforesaid Special Resolution for your approval.

None of the Directors, Key Managerial Personnel, and their relative are in any way, concerned or interested, in the resolution set out in item No.1.

Item No. 2

The Company was incorporated as a Public Limited Company during April 30, 1986, in the name and style Saheli Leasing and Finance Ltd and obtained a certificate of Commencement of Business in the month of June 16, 1986. The name of the Company was subsequently changed to Saheli Leasing and industries Ltd on 27th February, 1991 and subsequently in the year 1999 the name was changed to Himalchuli Food products Ltd. vide Special Resolution passed on 16.12.1998 pursuant to change in name of the Company, the main object of the Company was also changed vide Special Resolution dated 22.04.1999. Mr. Nilesh Savla and Mrs. Meena Savla have now acquired the substantial shareholding and control in the Company by making an open offer pursuant to Regulation 3(1) and 4 of SEBI(SAST) Regulations, 2011. Accordingly, they have been inducted as Directors representing the new management of the Company. The new management is based in Mumbai, Maharashtra and wishes to carry on business from the State of Maharashtra for operational flexibility and which would enable the Company to conduct its operations more economically and efficiently. Hence, Board of Directors has proposed to shift the registered office of the Company from the State of Gujarat to the State of Maharashtra.

Pursuant to the provisions of section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rule, 2014, shifting of Registered Office outside the city town or village outside the state and under the jurisdiction of other Registrar of Companies requires approval of the Shareholder by passing Special resolution through postal ballot followed by Central Government and other statutory and regulatory approvals.

Shifting of Registered office of the company outside the State, will in no way, be detrimental to the interest of Shareholders or stakeholders, hence, the Board recommends the aforesaid Special Resolution for your approval.

None of the Directors, Key Managerial Personnel, and their relative are in any way, concerned or interested, in the resolution set out in item No.2.

Item No. 3

The open offer was made by Mr. Nilesh Savla and Mrs. Meena Savla pursuant to the execution of Share purchase agreement dated June 30, 2017, with the Erstwhile Promoter and Promoter Group of the Company. Pursuant to the said Share Purchase Agreement Mr. Nilesh Savla and Mrs. Meena

Savla have purchased 6,29,515 fully paid Equity Shares of Rs. 10/- each constituting 33.13% of the total Equity and Voting share capital of the Company at a price of Re. 1/- aggregating to Rs. 6,29,515 payable in cash.

Consequent to the acquisition of shares by Mr. Nilesh Savla and Mrs. Meena Savla from the erstwhile promoters, as per the Share Purchase Agreement the erstwhile promoters will be re-classified as "Non-Promoters" in public category and Mr. Nilesh Savla and Mrs. Meena Savla will be classified as promoter and Promoter group of the Company pursuant to the provisions of Regulation 31A of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Under these regulations, the person is not desirous to be classified as the promoter of the Company, must submit a request to the Company stating the same, which is to be accepted by the Company subject to the approval of the shareholders and concerned Stock Exchanges where the shares of the Company are listed.

The Board of Directors of the Company have received a request from the erstwhile promoters to Re-classify them as Non –promoters hence, the Board recommends the aforesaid Special Resolution for your approval.

Except for Mr. Nilesh Savla and Mrs. Meena Savla, None of the Directors, Key Managerial Personnel and their relatives in any way, concerned or interested, in the resolution set out in item No.3.

Item 4 & 5

Consequent to acquisition of shares by Mr. Nilesh Savla and Mrs. Meena Savla from the erstwhile promoters and on completion of open offer, Mr. Nilesh Savla and Mrs. Meena Savla were appointed as additional directors of the Company w.e.f 14th November, 2017 to hold office upto the ensuing Annual General Meeting of the Company.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") together with the requisite amount of deposit from a Member signifying his intention to propose the appointment of Mr. Nilesh Savla and Mrs Meena Savla as a Director of the Company. The Company has also received a consent from both of them to act as director of the Company. Mr. Nilesh Savla and Mrs Meena Savla are already appointed as promoter directors of the Company and their experience will immensely benefit the Company. Board recommends their appointment.

Except for Mr. Nilesh Savla and Mrs. Meena Savla, None of the Directors, Key Managerial Personnel and their relatives in any way, concerned or interested, in the resolution set out in item No. 4 & 5.

By order of the Board
For Himalchuli Food Products Limited

Sd/-
OMPRAKASH AGARWAL
Managing Director
DIN: 01680000

Registered Office:

2nd Floor, Vishwakarma Chambers,
Majura Gate, Ring Road, Surat- 395002

Place: Surat

Date: March 5, 2018

HIMALCHULI FOOD PRODUCTS LIMITED

Registered Office: 2nd Floor, Vishwakarma Chambers, Majura Gate, Ring Road, Surat-395002

Tel.: 0261-2477052-58-59, **E-mail:** himalchulifoodproducts@gmail.com

CIN: L15400GJ1986PLC008652 **Website:** www.hfpltd.in

POSTAL BALLOT FORM

Postal Ballot No. :

1. Name and Registered Address of the sole / first named member :
2. Name(s) of the Joint Holder(s), if any :
3. Registered Folio No. / DP ID & Client ID No.* :
(*applicable to investors holding shares in dematerialized form)
4. Number of shares held :

5. I/ We, exercise my/ our votes in respect of the following resolutions to be passed through Postal Ballot in respect of the business stated in the Postal Ballot Notice dated 5th March, 2018 by sending my/ our assent or dissent to the following resolutions by placing (✓) mark in the appropriate box below, (tick in both the boxes will render the ballot invalid):-

Brief particulars of the resolution proposed	Type of resolution	No. of shares held	Please (✓) in the appropriate box below	
			I/ We assent to the	I/ We dissent to the resolution
Amendment of Clause III(A) of Memorandum of Association of the Company by inserting sub-clauses	Special			
Shifting of Registered Office of the Company from the State of Gujarat to the State of Maharashtra	Special			
Reclassification of Promoter and Promoter Group	Special			
Regularization of Mr. Nilesh Savla, Additional Director as Director of the Company	Ordinary			
Regularization of Mrs. Meena Nilesh Savla, Additional Director as Director of the Company	Ordinary			

Place:

Date:

Signature of the Member or Authorized Representative _____

NOTE: Please read the instructions printed on the Postal Ballot Notice/Form carefully before exercising your vote.

INSTRUCTIONS FOR VOTING

1. A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage pre-paid envelope. Postage will be borne and paid by the Company. However, an envelope containing Postal Ballot Form, deposited in person or sent by courier or by registered post at the expense of the registered member will also be accepted.
2. The self-addressed postage pre-paid envelope bears the address of the Scrutinizer appointed by the Board of the Directors of the Company.
3. This Form should be completed and signed by the member (as per the specimen signature registered with the Company/ Depository Participants). The Postal Ballot Form shall be rejected if the signature in the Postal Ballot Form does not match with the signatures registered with Company/ Depository Participants. In case of joint holding, this Form should be completed and signed by the first named member and in his absence, by the next named member.
4. An unsigned, incomplete, incorrectly completed, incorrectly ticked or wrongly signed Postal Ballot Forms will be rejected. The voting rights in the Postal Ballot shall not be exercised by Proxy.
5. Members may not use all their votes and may not cast all their votes in the same way i.e. the only assent (FOR) or only dissent (AGAINST).
6. The voting period ends on Friday, the 13th April, 2018 at 5.00 p.m. IST. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the time mentioned above. All Postal Ballot Forms received after this date and time will be treated as if the reply from such member has not been received.
7. A member may request for a duplicate Postal Ballot Form if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified in item no. 6 above.
8. In case of members other than individuals, the Form shall be signed by an authorized representative of the Body Corporate, Trust, Societies or any other entity, provided a certified true copy of the Board Resolution or a specific authorization, duly attested, of such other entity as the case may be, giving requisite authority to such Authorized Representative to sign the Postal Ballot Form is attached to the Postal Ballot Form
9. In case the Form is signed for or on behalf of the Government, the nomination of the concerned government in favor of such signatory should be enclosed with the Form.
10. The consent must be accorded by recording the assent in the Column 'FOR' and dissent in the Column 'AGAINST' by placing a tick mark (✓) in the appropriate column. Postal Ballot Form bearing (✓) in both the columns will render the form invalid.
11. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the members as on the cut-off date i.e. Friday, 9th March, 2018 and any recipient of this notice who has no voting rights as on the aforesaid date should treat the same as intimation only.
12. There shall be one Postal Ballot for every Folio No./ DP ID & Client ID irrespective of the number of joint holders.
13. Members are requested not to send any other paper except duly completed Postal Ballot Form together with authorizations, if any (as mentioned in Point No 8 & 9 above) in the enclosed self-addressed postage pre-paid envelope since such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
14. If at all two Postal Ballot Forms are received from the same member, the Postal Ballot Form received first shall only be considered for the purposes of determining the majority.

15. For any query connected with the Resolution(s) proposed to be passed by means of Postal Ballot Purva Sharegistry (India) Pvt Ltd
16. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
17. The said result would be displayed at the Registered Office of the company and communicated to the stock exchange and depository and shall also be displayed on the company's website www.hfpltd.in.
18. The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to one of the director of the Company.