

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.hfppltd.in
CIN: L15400GJ1986PLC008652

24.08.2018

To
The Manager
Department of Corporate Services
Bombay Stock Exchange Ltd.
Dalal Street, Fort
Mumbai – 400 001

Sub. :- Notice of 32nd Annual General Meeting

Ref. -: Scrip Code – 511169

Dear Sir / Madam,

With regards to the captioned subject find enclosed herewith Notice of 32nd Annual General Meeting of to be held on 18th September, 2018.

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

Thanking you,

Yours faithfully,

FOR HIMALCHULI FOOD PRODUCTS LIMITED



OMPRAKASH RAMBILASH AGARWAL
DIN: 01680000



Encl: as above

NOTICE TO THE MEMBERS

HIMALCHULI FOOD PRODUCTS LIMITED

Registered Add: Second Floor, Vishwakarma Chambers, Majura Gate, Ring Road, Surat - 395002.

CIN: L15400GJ1986PLC008652

Website: www.hfpltd.in

Email: himalchulifoodproducts@gmail.com

Tel.: 0261-2477052, | **Fax:** 0261-2477053

NOTICE is hereby given that the 32nd Annual General Meeting of the Members of **HIMALCHULI FOOD PRODUCTS LIMITED** will be held on **Tuesday, 18th September, 2018** at **11.00 AM** at Second Floor, Vishwakarma Chambers, Majura Gate, Ring Road, Surat - 395002 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2018, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Omprakash Agarwal (DIN: 01680000) who retires by rotation, and being eligible offers himself for reappointment.

SPECIAL BUSINESS

3. **To Regularize appointment of SAMIRKUMAR BHARATBHAI SAMPAT (DIN: 08116619) as an Independent Director as per Companies Act, 2013.**

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152, schedule IV and all other applicable provisions of the Companies Act, 2013 read with (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force **SAMIRKUMAR BHARATBHAI SAMPAT (DIN: 08116619)**, who was appointed as an Additional Director (Independent) pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the company 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 his 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 21st May, 2018 to 20th May, 2023.”

By Order of the Board of Directors

Place: Surat

Date: 13th August, 2018

Omprakash Agarwal

Managing Director

DIN: 1680000

REGISTERED OFFICE:

Second Floor, Vishwakarma Chambers,
Majura Gate, Ring Road, Surat - 395002

NOTES:

1. A statement giving the relevant details of the Directors seeking re-appointment under Item No. 2 & 3 of the accompanying Notice.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be effective must be received by the company not later than forty eight (48) hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a

Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
5. Share Transfer Books of the Company will remain closed from 12th September, 2018 to 18th September, 2018 (both days inclusive) for the purpose of Annual General Meeting (AGM) of the Company to be held on 18th September, 2018
6. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
7. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
8. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
9. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants.
10. Members who hold shares in physical form are requested to send their e-mail address to the following: busicomp@vsnl.com.
11. The Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar i.e. Purva Sharegistry (I) Pvt Ltd, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
13. E-Voting process
In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their voting rights at the 32nd Annual General Meeting (AGM) by electronic means and the business may be transacted through 'remote e-voting' services provided by Central Depository Services (India) Ltd. (CDSL).

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 15th September, 2018 at (9.00 AM) and ends on 17th September, 2018 at (5.00 PM). 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 11th September, 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
For CDSL: 16 digits beneficiary ID,
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
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 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">▪ 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 RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same 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 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 favour 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.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT 2013

ITEM NO. 3

Mr. Samirkumar Bharatbhai Sampat (DIN: 08116619) was appointed as an Additional Independent Director by the Board of Directors on 21st May, 2018. In accordance with the Provisions of Section 161 of the Companies Act, 2013 the above directors holds office upto the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member of the Company proposing his candidature for appointment as Independent Director of the Company in accordance with the Provisions of Section 160 of the Companies Act, 2013. **Mr. Samirkumar Bharatbhai Sampat** is not disqualified from being appointed as a Director in terms of section 164 of the act. Section 149 of the Act stipulates the criteria of Independence and pursuant to said section an independent director can hold office for a term upto 5(five) consecutive years on the Board of the company w.e.f. the date of appointment by the Board, i.e. from 21st May, 2018 to 20th May, 2023 and shall not be included in the total number of directors for retirement by rotation. The Company has received a declaration from **Mr. Samirkumar Bharatbhai Sampat (DIN: 08116619)** that he meets the criteria of Independence as prescribed under sub- section(6) of section 149 of the Act. The Board feels that presence of **Mr. Samirkumar Bharatbhai Sampat (DIN: 08116619)** on the Board is desirable and would be beneficial to the company and hence recommend the resolution for adoption.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested in the proposed resolution except **Mr. Samirkumar Bharatbhai Sampat (DIN: 08116619)**.

The Board recommends the Resolutions as set out at item Nos. 3 of the Notice for your approval.

ANNEXURE TO ITEM 2 & 3 OF THE NOTICE

Details of Directors seeking re-appointment at the forthcoming Annual General Meeting

Name of the Director	MR. OMPRAKASH AGARWAL	MR. SAMIRKUMAR BHARATBHAI SAMPAT
Director Identification Number (DIN)	01680000	08116619
Date of Birth	04/12/1947	26/11/1979
Nationality	Indian	Indian
Date of Appointment on Board	30/04/1986	21/05/2018
Qualification	H.S.C.	H.S.C.
Shareholding in the Company	NIL	NIL
List of Directorships held in other Companies (excluding foreign and Section 8 Companies)	1) Tribest Fineyarns Limited 2) Kaybee Texspin Limited 3) Somiya Bong Investments Private Limited	1) Overseas Synthetics Limited
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	NIL	NIL

By Order of the Board of Directors

Place: Surat
Date: 13th August, 2018

Omprakash Agarwal
Managing Director
DIN: 1680000

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID

I/We, being the member(s) of _____ shares of the above named company. Hereby appoint

Name :	E-mail Id:
Address:	
Signature , or failing him	
Name :	E-mail Id:
Address:	
Signature , or failing him	
Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual General Meeting of the company, to be held on **Tuesday, 18th September, 2018 at 11.00 a.m.** at Second floor, Vishwakarma Chambers, Majura gate, Ring Road, Surat – 395 002 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

Sl. No.	Resolution(S)	Vote	
		For	Against
ORDINARY RESOLUTION			
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31 st March, 2018		
2.	Re-Appointment of Mr. Omprakash Agarwal (DIN: 01680000) pursuant to retirement by rotation eligible for re-appointment		
SPECIAL RESOLUTION			
3.	Regularization of Appointment of Mr. SAMIRKUMAR BHARATBHAI SAMPAT (DIN: 08116619) as Independent Director of the Company.		

* Applicable for investors holding shares in Electronic form.

Affix Revenue Stamps

Signed this ___ day of ___ 20 ___

Signature of Shareholder Signature of Proxy holder Signature of the shareholder across Revenue Stamp
Note:

1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

2) The proxy need not be a member of the company

HIMALCHULI FOOD PRODUCTS LIMITED

**Registered Office: Second Floor, Vishwakarma Chambers, Majura Gate, Ring Road, Surat - 395002
CIN: L15400GJ1986PLC008652**

ATTENDANCE SLIP

Please complete this attendance slip and hand it over at the entrance of the hall

I, hereby record my attendance at the Annual General Meeting of the members of Himalchuli Food Products Limited will be held on **Tuesday, 18th September, 2018 at 11.00 a.m.** at Second Floor, Vishwakarma Chambers, Majura Gate, Ring Road, Surat – 395 002.

DP ID :		CLIENT ID :	
NAME AND ADDRESS OF SHAREHOLDER (IN BLOCK CAPITALS)			FOLIO NO.

SIGNATURE OF THE SHARE HOLDER OR PROXY: _____

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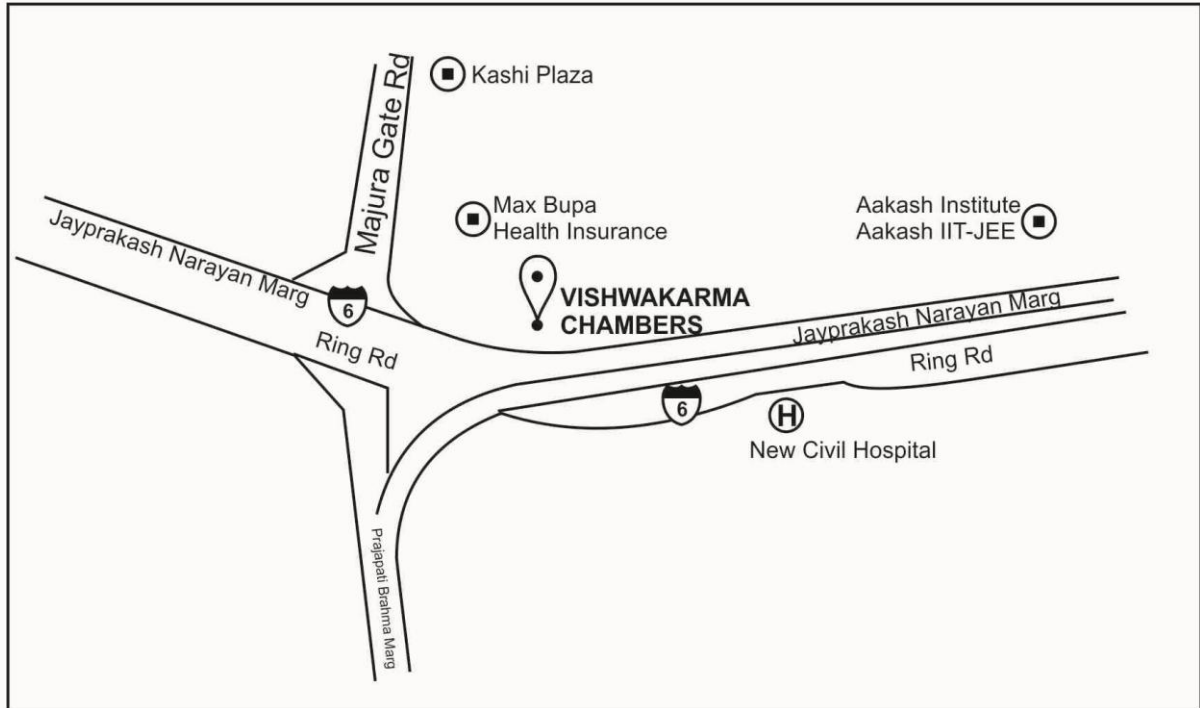
EVSN (Electronic Voting Event Number)	USER ID	PASSWORD/PIN

Note: E-voting period: 15th September, 2018 at 9.00 a.m. IST and ends on 17th September, 2018 at 05.00 p.m. IST.

If you have any query regarding e-voting Password/PIN, please contact at helpdesk.evoting@cdslindia.com

(Member's /Proxy's Signature)

ROUTE MAP FOR THE VENUE OF THE ANNUAL GENERAL MEETING
Second Floor, Vishwakarma Chambers, Majura Gate, Ring Road, Surat – 395 002.



BOOK POST

**HIMALCHULI FOOD PRODUCTS LIMITED
SECOND FLOOR, VISHWAKARMA CHAMBERS, MAJURA GATE,
RING ROAD, SURAT - 395 002**