

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

18.09.2018

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

Sub: Proceedings of the 32nd Annual General Meeting held on 18th September 2018
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 32nd annual general meeting of the company held on 18th September, 2018 at 11:00 A.M. at SECOND FLOOR, VISHWAKARMA CHAMBERS, MAHURA 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 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 PAYAL TACHAK, Proprietor of PAYAL TACHAK & ASSOCIATES, Company Secretaries, Mumbai was appointed as Scrutinizer for Conducting the Poll by way of polling papers.

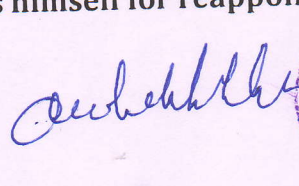

The results of voting on each resolution were determined considering the aggregate of vote cast by the members on each resolution separately, through e-voting as well as poll on which the Scrutinizer issued Consolidated Scrutinizer's Report.

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 31st March, 2018 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. Omprakash Agarwal (DIN: 01680000) who retires by rotation, and being eligible offers himself for reappointment.

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The members approved the appointment of Mr. Omprakash Agarwal (DIN: 01680000), who retires by rotation and being eligible, offers himself for re-appointment.

3. Regularization of appointment of Mr. SAMIRKUMAR BHARATBHAI SAMPAT (DIN: 08116619) as Director as per Companies Act, 2013.

Mr. Samirkumar Bharatbhai Sampat (DIN: 08116619), who was appointed as an Additional Director with effect from 21/05/2018 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, 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.

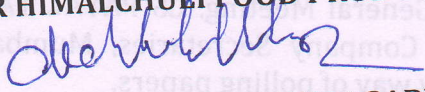
A copy of consolidated Scrutinizer's Report received from CS Payal Tachak, Proprietor of M/s. Payal Tachak & Associates, Mumbai is enclosed herewith for your records.

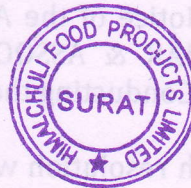
Kindly take the same on your records.

Thanking You,

Yours Faithfully,

FOR HIMALCHULI FOOD PRODUCTS LIMITED


OMPRAKASH RAMBILASH AGARWAL
MANAGING DIRECTOR
DIN: 01680000



Encl.: As Above





PAYAL TACHAK & ASSOCIATES
PRACTISING COMPANY SECRETARIES

E-mail Id: payaltachakandassociates@gmail.com

Mob: 8169069288

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]

18th September, 2018

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

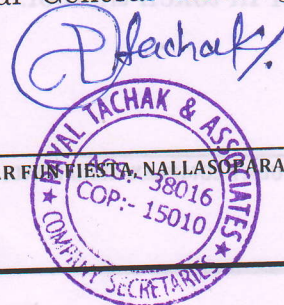
Sub: Combined Scrutinizer's Report on e-voting and poll conducted pursuant to provisions of Section 108, Section 109 of the Companies Act, 2013 read with Rule 20, 21 of the Companies (Management and Administration) Rules, 2014 and read with Regulation 44 of the SEBI (Listing Obligation and Disclosure 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 32nd Annual General Meeting held on 18.09.2018 at Second Floor, Vishwakarma Chambers, Majura Gate, Ring Road, Surat - 395 002 at 11.00 AM and concluded at 12.30 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.

ADD: 505/D, SAI ABHYUDAY COMPLEX, ZERO ROAD, MORYA NAGAR, NEAR FORTIESTA, NALLASOPARA WEST, PALGHAR 401203





PAYAL TACHAK & ASSOCIATES
PRACTISING COMPANY SECRETARIES

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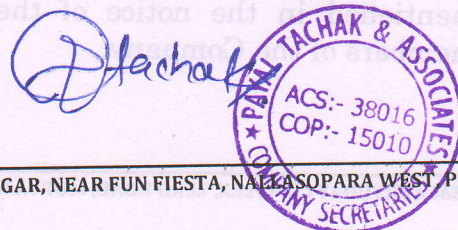
Mob: 8169069288

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 Saturday, the 15th September, 2018 at 09:00 a.m. and ended on Monday, 17th September, 2018 at 05:00 p.m. The e-votes casted by shareholders of the Company up till 05:00 p.m. on 17th September, 2018 were considered in the report;
- II. The Company has fixed cut-off date / record date as 11th September, 2018 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 votes were unblocked on Tuesday, the 18th day of September, 2018 around 2.50 PM in the presence of two witnesses, namely, Ms. Dipika Shinde residing at Sewri, Mumbai 400015 and Mr. Pratik Champaneri, Residing at Andheri, Mumbai are not in employment of the company.
- IV. The Result of voting by members through remote e-voting and the physical ballots at the 32nd Annual General Meeting in respect of the below mentioned resolutions may accordingly be declared by the chairman of the Company who has been duly authorized in this by the Chairman and who has countersigned here under in token thereof.





PAYAL TACHAK & ASSOCIATES

PRACTISING COMPANY SECRETARIES

E-mail Id: payaltachakandassociates@gmail.com

Mob: 8169069288

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	%
ORDINARY BUSINESS AND 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	115300	100%	678815	100%	794115	100%
2.	Re-appointment of Mr. Omprakash Agarwal pursuant to retirement by Rotation eligible for re-appointment.	115300	100%	678815	100%	794115	100%
SPECIAL BUSINESS AND ORDINARY RESOLUTION							
3.	Regularization of Appointment of Mr. Samirkumar Bharatbhai Sampat (DIN: 08116619)	115300	100%	678815	100%	794115	100%

* 629515 votes are of Promoters of the Company.

VOTES AGAINST THE RESOLUTION

Item No	of notice and brief text of Resolution	Ballot		E-voting		Combined	
		Nos	%	No. of Votes	%	No. of Votes	%
ORDINARY BUSINESS AND 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	Nil	N.A.	Nil	N.A.	Nil	N.A.
2.	Re-appointment of Mr. Omprakash Agarwal pursuant to retirement by Rotation eligible for re-appointment.	Nil	N.A.	Nil	N.A.	Nil	N.A.
SPECIAL BUSINESS AND ORDINARY RESOLUTION							
3.	Regularization of Appointment of Mr. Samirkumar Bharatbhai Sampat (DIN: 08116619)	Nil	N.A.	Nil	N.A.	Nil	N.A.

ADD: 505/D, SAI ABHYUDAY COMPLEX, ZERO ROAD, MORYA NAGAR, NEAR FUNNIFESTA, NALLASOPARA WEST, PALGHAR 401203





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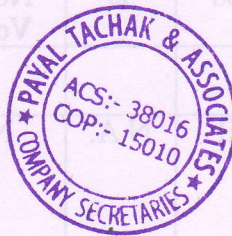
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INVALID VOTES

Item No	of notice and brief text of Resolution	Ballot		E-voting		Combined	
		Nos	%	No. of Votes	%	No. of Votes	%
ORDINARY BUSINESS AND 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	Nil	N.A.	Nil	N.A.	Nil	N.A.
2.	Re-appointment of Mr. Omprakash Agarwal pursuant to retirement by Rotation eligible for re-appointment.	Nil	N.A.	Nil	N.A.	Nil	N.A.
SPECIAL BUSINESS AND ORDINARY RESOLUTION							
3.	Regularization of Appointment of Mr. Samirkumar Bharatbhai Sampat (DIN: 08116619) as Independent Director of the Company.	Nil	N.A.	Nil	N.A.	Nil	N.A.

FOR PAYAL TACHAK & ASSOCIATES
PRACTISING COMPANY SECRETARY

CS PAYAL TACHAK
PROPRIETOR
ACS 38016
CP 15010
DATE: 18.09.2018



ADD: 505/D, SAI ABHYUDAY COMPLEX, ZERO ROAD, MORYA NAGAR, NEAR FUN FIESTA, NALLASOPARA WEST, PALGHAR 401203