

Compliance report with the requirements specified in Part-A of Annexure I of SEBI circular CIR/CFD/CMD/16/2015 dated November 30, 2015

**Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed scheme of de-merger among Himalaya International Limited and Appetizers And Snacks Foods Limited and Himalya Green Apartments Limited**

In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI circular, as given hereunder:

Sr. No.	Requirements as per SEBI circular CIR/CFD/CMD/16/2015 dated November 30, 2015	Whether Complied or not & How
1.	Listed companies shall choose one of the stock exchanges having nation-wide trading terminals as the designated stock exchange for the purpose of coordinating with SEBI.	Complied. Demerged Company is listed on BSE Limited and chosen BSE as the Designated Stock Exchange.
<b>Compliance as per Part A, Annexure I to the Circular</b>		
2.	Documents to be submitted:	
2.a	Draft Scheme of arrangement/ amalgamation/ merger/ reconstruction/ reduction of capital, etc.	Complied and enclosed
2.b	Valuation Report from Independent Chartered Accountant	Complied and enclosed
2.c	Report from the Audit Committee recommending the Draft Scheme	Complied and enclosed
2.d	Fairness opinion by merchant banker	Complied and enclosed
2.e	Pre and post amalgamation shareholding pattern of unlisted company	Complied and enclosed
2.f	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;	Complied and enclosed
2.g	Compliance with Regulation 17 to 27 of Listing Regulations	Complied and enclosed
2.h	Complaints Report	Complaint Report will be submitted within 7 days of expiry of 21 days from the date of filing the draft scheme.
3.	The equity shares sought to be listed are proposed to be allotted by the unlisted Issuer (transferee entity) to the holders of securities of a listed entity (transferor entity) pursuant to a scheme of shares on BSE Limited under Rule	Appetizers And Snacks Foods Limited and Himalya Green Apartments Limited will seek listing of their equity

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	reconstruction or amalgamation (Scheme) sanctioned by a High Court under Section 391-394 of the Companies Act, 1956 or Section 230 to 234 of the Companies Act 2013	19(2)(b) of the Securities Contract (Regulation) Rules, 1957
4.	At least 25% of the post scheme paid up share capital of the transferee entity shall comprise of shares allotted to the public holders in the transferor entity.	We confirm that at least 25% of the post scheme paid up share capital of the Resulting Companies shall comprise of shares allotted to the public holders in the Demerged Company
5.	The transferee entity will not issue/reissue any shares, not covered under the Draft scheme.	We confirm that no shares will be issued which are not covered under the Draft Scheme
6.	As on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date. If there are such instruments stipulated in the Draft scheme, the percentage referred to in point (4) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.	Yes. There are no outstanding warrant / instruments / agreements which gives right to any person to take the equity shares in the Demerged Company at any future date.
7.	The shares of the transferee entity issued in lieu of the locked-in shares of the transferor entity are subjected to the lock-in for the remaining period.	We undertake that the shares of the Resulting Companies issued in lieu of the locked-in shares of the Demerged Company are subjected to the lock-in for the remaining period

Date: 01.10.2016

for Himalya International Limited

Vijay Garg  
Company Secretary

