

18th

ANNUAL REPORT

2008-2009

HIMALYA INTERNATIONAL LIMITED

"On Recycled papers"

We 'Reduce - Recycle-Reuse' to minimize our carbon footprint on the Planet.

BOARDS OF DIRECTORS

Man Mohan Malik
Chairman & Managing Director

Sanjeev Kakkar
Managing Director

Sangita Malik
Whole Time Director

Rajan Dhawan
Director

Sunil Khera
Independent Director

Amita Kakkar
Director

Auditors
M/s Anujeet Dandona & Co.

Registered Office

206, Aggarwal Square Plaza, Pocket-7
Plot No.-9, Sector-12, Dwarka
New Delhi-110075
Tel : +91-11-45535589
Fax :+91-11-45535589
Email : mmohan@sancharnet.com
Website : www.himalyainternational.com

Corporate Identification Number (CIN)

L51909DL1992LC047399

Registrars & Share Trasfer Agent
Beetle Financial & Computer Services (P) Ltd.
Beetal House 3rd Floor, 99 Madangir
BH-Local Shopping Complex
Near Cda Harsukhdas Mandir
New Delhi-110062

Bankers
State Bank of India Overseas Branch Delhi

Shares Listed at

Bombay Stock Exchange

Depositories

National Securities Depository Limited
Central Depository Services (India) Limited

Head Office & Works

Village-Subh Kheras
Paonta Sahib
Distt.-Sirmour
H.P.-173025
Tel :+91-170-223668
Tel :+91-170-223494
Fax : +91-170-225178

HIMALYA INTERNATIONAL LTD


Man Mohan Malik
Chairman & CEO
Himalya International Ltd
Poanta Sahib (H.P.) India

October 1st 2009

Dear Shareholder,


I have a feeling of satisfaction to report that your company has not only sustained its growth but has chalked an aggressive growth strategy despite the acute gloomy scenario around the world and especially in its main market United States of America. We achieved 26% growth in turnover and 63% growth in profit.

During last financial year, mushroom expansion, yogurt plant & breaded appetizer plant were completed & partially started.

We launched our new brand  'in domestic market and have launched our 'All Natural' range of fresh, chilled & frozen products.

Himalya is being positioned as health & wellness company

Himalya Fresh Products are 'All Natural' and contain No Preservatives

We are launching world class nutraceuticals under our new brand name  The first products are Multivitamins/Minerals/antioxidants for Man and Woman for 'TOTAL HEALTH'. Co Q-10 Healthy Heart supplement and Calcium, magnesium, Vitamin D & K for Healthy Bones.

We entered into a strategic partnership with times group last year. Times has subscribed to 5 million share warrants convertible in equity in September 2010.

Having focused on Institutional /Industrial sales in export market till now, we are diversifying into Food service segment with our existing range as well as launching new innovative Products like baked potato products, and Portabella fries for food service segment. US food service is massive \$ 142 Billion industry and this is an opportunity to trapped by any Indian processed food company. We have formed a wholly owned subsidiary Himalya International Inc. that shall enter this food service segment from Coast to Coast under the brand name "Finger Food Factory"

We have chalked out exponential growth plans that include new projects in Gujarat & Rajasthan.

Gujarat project is being set up at Vadnagar in District Mehsana at the capex of Rs 130 Crores. The Government has allocated 21 Hectare land and we expect another 20 Hectares within a few weeks. The project shall be a mega processing facility for Mushrooms,

Vegetables, Cheese and Finger foods. The project work has been commenced and it is expected to be fully operational by Oct 10.

This project shall be catering to export markets from nearby seaports and also meet the demand of western India. The local raw materials and proximity to ports & major consuming markets shall impart unique advantage.

Rajasthan project on NH 8 near Delhi shall process Almonds and Cereal & Health bars which is fast growing segment due to changing nutritional choices and convenience of younger generation. Thirty-Two Acre land has been acquired and project cost is estimated at Rs. 110 Crores. US Exim bank has committed \$ 6 million at concessional rate of interest under India Infrastructure Fund.

Company has appointed new executive teams headed by three Vice Presidents with decades of experience for its plant at Paonta Sahib and for new plants in Gujarat & Rajasthan. In its passion for environment, your company has changed its oil fired boilers to agro waste and has changed in decent bulbs to CFL & LED.

Assuring you of more exciting times!

With Best Wishes
Man Mohan Malik

We 'Reduce - Recycle - Reuse' to minimize our carbon footprint on the Planet.

NOTICE

NOTICE is hereby given that the 18th Annual General Meeting of the members of the Company will be held on **Friay, 30th Day of October 2009**, at Centre for Cultural Resources and Training, 15A, Sector-7, Dwarka, New Delhi –110075, at 4.00 P.M. to transact the following business: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2009, Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Sh. Sanjeev Kakkar, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Smt. Sangita Malik, who retires by rotation and being eligible, offers herself for re-appointment.
4. To Consider and if Thought fit to pass with or without modification the following resolution as an

Ordinary Resolution:

“RESOLVED THAT M/s. Anujeet Dandona & Company, Chartered Accountants, be and are hereby appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at remuneration as may be decided by the Board of Directors of the Company.”

SPECIAL BUSINESS:

5. To Consider and if Thought fit to pass with or without modification the following resolution as a

Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 94 of the companies Act, 1956, the Authorised Capital of the company be and is hereby authorized by Rs. 50,00,00,000/- (Rupees Fifty Crore Only) from Rs. 50,00,00,000/- (Rupees Fifty Crore only) divided into 5,00,00,000 (Five Crore) equity shares of Rs. 10.00 (Rs. Ten) Each, to Rs. 100,00,00,000/- (Rupees One Hundred Crore) divided into 10,00,00,000 (Ten Crore) equity shares of Rs. 10/- each.

“RESOLVED Further that the existing clause V of the Memorandum of Association of the Company, as to Share Capital be and is hereby deleted and be substituted by the following Clause V:

The Authorised Share Capital Of The Company IS RS. 100,00,00,000/- (RUPEES ONE Hundred Crore) divided into 10,00,00,000 (Ten Crore) equity shares of Rs. 10/- each

By order of the Board of Directors
For **HIMALYA INTERNATIONAL LTD.**

Place : Paonta Sahib
Date : 01.10.2009

(Man Mohan Malik)
Chairman & Managing Director

HIMALYA INTERNATIONAL LTD

NOTES:

1. Explanatory Statement pursuant to Section 173 of the Companies Act, 1956 in respect of the business under item no. 5 setout above are annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. Members/Proxies should bring the enclosed attendance slip duly filled in, for attending the meeting, along with the Annual Report.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 26th October 2009 to 30th October 2009, both days inclusive.
5. Members who hold shares in dematerialized form are requested to bring their Client ID (Demat A/C No.) and DP ID numbers for easy identification of attendance at the meeting.
6. Members are requested to notify the change in their address, if any.
7. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during the office hours on all working days between 11a.m. and 1.00 p.m. up to the date of this Annual General Meeting.
8. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting are requested to send duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Meeting.
9. Members are requested to note that all correspondence relating to share transfer should be addressed to its Registrars and Transfer Agents, M/s. Beetal Computer & Financial Services Pvt. Ltd., Beetal House, 3rd Floor, 99, Madangir, BH - Local Shopping Centre, New Delhi – 110 062

By order of the Board of Directors
For **HIMALYA INTERNATIONAL LTD.**

Place : Paonta Sahib
Date : 01.10.2009

(Man Mohan Malik)
Chairman & Managing Director

DIRECTORS' REPORT

Dear Shareholders,

We are pleased to present the Eighteenth Annual Report of the Company together with Audited Financial Statements and Auditor's Report for the Financial Year ended as on 31st March 2009. The Financial Highlights for the year under review are given below:

Financial Results	2008-09	(Rs. in Lacs) 2007-08
Total Income	5870.66	4676.46
Profit before Interest, Depreciation & Tax	1978.70	1294.99
Interest	281.61	219.05
Depreciation	268.55	215.92
Profit before Tax	1428.54	860.02
Provision for Taxation (including Current tax, FBT, Deferred Tax & MAT credit entitlement)	29.98	29.60
Profit after Tax	1359.76	830.42

Performance

During the year under review, the total income of your Company was Rs. 5870.66 Lacs as compared to Rs. 4676.46 Lacs in the previous year thereby registered a growth of 25.53%. The net profit (PAT) of the company for the current financial year is of Rs. 1350.76 lacs as compared to Rs. 830.42 lakhs in the previous year. There is an impressive growth of 62.65% in operational profits as compared to the last financial year.

Dividend

In view of expansion plans of the Company, your Directors did not recommend any dividend.

Business Operations Overview & Future Outlook

The Company's business activities are broadly divided into mushroom, Cheese, sweets and snacks products manufacture and export. The company is envisaging huge expansion in

Gujarat project is being set up at Vadnagar in District Mehsana at the capex of Rs 130 Crores. The Government has allocated 21 Hectare land and we expect another 20 Hectares within a few weeks. The project shall be a mega processing facility for Mushrooms, Vegetables, Cheese and Finger foods. The project work has been commenced and it is expected to be fully operational by Oct 10.

This project shall be catering to export markets from nearby seaports and also meet the demand of western India. The local raw materials and proximity to ports & major consuming markets shall impart unique advantage.

Rajasthan project on NH 8 near Delhi shall process Almonds and Cereal & Health bars which is fast growing segment due to changing nutritional choices and convenience of younger generation. Thirty-Two Acre land has been acquired and project cost is estimated at Rs. 110 Crores. US Exim bank has committed \$ 6 million at concessional rate of interest under India Infrastructure Fund.

We are launching world class nutraceuticals under our new brand name I Daily. The first products are Multivitamins/Minerals/antioxidants for Man and Woman for 'TOTAL HEALTH'. Co Q-10 Healthy Heart supplement and Calcium, magnesium, Vitamin D & K for Healthy Bones.

We entered into a strategic partnership with times group last year. Times has subscribed to 5 million share warrants convertible in equity in September 2010.

Fixed Deposits

The Company has not accepted any deposits during the financial year under review.

Directors

Shri Sanjiv Kakkar and Mrs. Sangita Malik, Directors of the Company are retiring by rotation and being eligible, offers themselves for re-appointment.

During the year, Shri Rajan Dhawan, Director of the Company resigned from the Directorship of the Company.

HSI IDC has withdrawn the Nomination of Shri Chetan Sharma and Shri R. P. Jain, as the Nominee Director from the Board of the Company.

Directors' Responsibility Statement

Pursuant to Section 217 (2AA) of the Companies Act, 1956, the Directors confirm:

- i) that in the preparation of the Annual Accounts for the Financial Year ended 31st March, 2009, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- ii) that the Directors had selected such accounting policies and applied them consistently reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review;
- iii) that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- iv) that the Directors have prepared the Annual Accounts for the Financial Year ended 31st March, 2009 on a 'going concern' basis.

v)

Particulars of Energy, Technology and Foreign exchange

A- Energy conservation – The Company makes continuous efforts to explore new technologies And techniques to make the infrastructure more energy efficient. Moreover, the operations of the Company are not energy intensive. Company has changed its oil fired boilers to agro waste.

B- Technology absorption – Company uses Indian technical manpower to Operate Indian and imported infrastructure.

C- Foreign Exchange earnings and out go:

Earnings in foreign exchange : Rs. 3886.01 Lacs

Expenditure in foreign exchange : Rs. 2248.13 Lacs

Personnel and Particulars of Employees

The industrial relations with the workers and staff of the company remained cordial throughout the year. There was unity of purpose among all levels of employees, continuously striving for improvement in work practices and productivity. Training and development of employees continue to be an area of prime importance. Pursuant to Section 217(2A) read with the Companies (Particulars of Employees) Rules, 1975, as amended a statement containing list of employees and drawing remuneration exceeding Rs. 24.00 Lacs annum or Rs. 2.00 Lacs per month is given herein below.

S.No	Name	Designation	Remuneration Received (Rs. In lacs)	Qualification	Exp	Age	Date of Commence- ment	Particulars of Last Employment
	Mr. Man Mohan Malik	Chairman and Managing Director	29.33	Honors Graduate-in physics	30 years	55	1992	Industrialist

Auditors

M/s Anujeet Dandona & Co., Chartered Accountants, Statutory Auditors of the Company, retire at the conclusion of the ensuing Annual General Meeting, being eligible offer themselves for re-appointment. The Company has received a certificate from them that their re-appointment if made would be within prescribed limits under Section 224(1B) of the Companies Act, 1956.

Auditors' Report

The Auditors Observations and relevant Notes on Accounts referred to in the Auditors' Report are self explanatory and therefore do not call for any further explanation u/s 217(3) of the Companies Act' 1956.

Listing of Shares

The Equity Shares of the Company continued to be listed at the Mumbai Stock Exchange. The Company is complying with the guidelines for listing of shares at National Stock Exchange.

Management Discussion and Analysis

A detailed chapter on "Management Discussion & Analysis" (MDA) pursuant to Clause 49 of the Listing Agreement is annexed to the Annual Report and forms integral part of Directors' Report.

Corporate Governance Report

We strive to attain high standards of corporate governance while interacting with all our stakeholders. The Company has duly complied with revised Clause 49 - Corporate Governance Code as stipulated in the listing agreement with Stock Exchanges. A separate section on Corporate Governance along with Certificate from M/s. Anujeet Dandona & Co., Chartered Accountants, confirming level of Compliance is annexed and forms part of the Directors' Report.

Subsidiary

The Company has opened a 100% subsidiary in US in the name of Himalya International Inc., 901 Cranston Drive Wood Land, California USA for exploring its cheese business in Company.

Acknowledgement

Your Directors greatly appreciate the dedication and commitment of employees at all levels who have contributed towards the effective functioning of the Company. We also wish to convey gratitude to company's Bankers, Financial Institutions, Government Authorities, Clients, Vendors, and Investors for their support and encouragement during the year and look forward for their continued support in the future.

By order of the Board of Directors
For **HIMALYA INTERNATIONAL LTD.**

Place : Paonta Sahib
Date : 01.10.2009

(Man Mohan Malik)
Chairman & Managing Director

MANAGEMENT DISCUSSIONS AND ANALYSIS

Industry Structure and Developments

Company Business

The Company's primary business is manufacture of Mushroom, vegetables, Cheese, Yogurt, Appetizers, snacks and sweets and daily one tablet etc.

Discussions on Financial Performance With Respect to Operational Performance

During the year under review, the total income of your Company was Rs. 5870.66 Lacs as compared to Rs. 4676.46 Lacs in the previous year thereby registered a growth of 25.53%. The net profit (PAT) of the company for the current financial year is of Rs. 1350.76 lacs as compared to Rs. 830.42 lakhs in the previous year. There is an impressive growth of 62.65% in operational profits as compared to the last financial year.

Human Resources

During the year 2008-09 your company's Human Resources has undergone large-scale initiatives in the form of total revamping and restructuring.

Category	As on 31.03.2009	As on 31.03.2008
Skilled Employees	120	110
Non-Skilled Employees	500	400
TOTAL	620	510

Outlook

The Company is expecting a growth and better performance in the Cheese, Yoghurt and breaded appetizer division and is expecting better performance in the forthcoming financial year.

Internal Control System and Their Adequacy

Broadly the internal controls and systems are broken up into following areas:

- ☐ Financial Systems and Reporting
- ☐ Management Reporting
- ☐ H R Systems and Reporting
- ☐ Sales Systems and Reporting
- ☐ Capital Asset Systems and Reporting
- ☐ Operational Fulfillment Systems and Reporting
- ☐ General Administrative Systems and Reporting
- ☐ Knowledge Management Systems

For the size of the business, most of the systems are considered adequate. Due to the severe resource

crunch in the company, it has been unable to implement its plans of automotive systems. For making better control in financial system and reporting company has implemented SAP.

Risk and Concerns

The Company is operating its business in the Growth Oriented environment with innovations, changes and varying levels of resources available to food processing industry.

The most of company turnover comes from export and the company had large customer base in export markets.

The management of the Company is exploring new markets also. During the year company has started domestic sales and achieved a turnover of Rs. 16.37 crore in 2008-09.

Future Plans

The company is implementing in future Gujrat and Behrod project.

Gujarat project is being set up at Vadnagar in District Mehsana at the capex of Rs 130 Crores. The Government has allocated 21 Hectare land and we expect another 20 Hectares within a few weeks. The project shall be a mega processing facility for Mushrooms, Vegetables, Cheese and Finger foods. The project work has been commenced and it is expected to be fully operational by Oct 10.

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We are launching world class nutraceuticals under our new brand name '1 Daily'. The first products are Multivitamins/Minerals/antioxidants for Man and Woman for 'TOTAL HEALTH'. Co Q-10 Healthy Heart supplement and Calcium, magnesium, Vitamin D & K for Healthy Bones.

We entered into a strategic partnership with times group last year. Times has subscribed to 5 million share warrants convertible in equity in September 2010.

The Company is also taking steps to enter into other diversified business which are beneficial to the Company.

Cautionary Statement

"Management Discussion and Analysis" report contains forward looking statements, which may be identified by the use of the words in that direction, or connoting the same. All the statements that address expectations or projections about the future, including but not limited to statements about the Company's strategy for growth, product development, market position, expenditure and financial results are forward looking statements.

The Company's actual results, performance or achievements could thus differ materially from those projected in such forward looking statements. The Company assumes no responsibility to public, to amend, modify or revise any forward looking statements on the basis of subsequent developments, information or events.

REPORT ON CORPORATE GOVERNANCE

I. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Corporate Governance assumes a great deal of importance in the business life of the Company. The Company's philosophy on corporate governance is based on the belief that timely disclosures, transparent accounting policies, and a strong and independent Board go a long way in preserving shareholders trust while maximizing long-term shareholders value. It has been a constant endeavor on the part of the Company to follow good Corporate Governance by following the principles of transparency, accountability and integrity in functioning, so as to constantly enhance value for all stakeholders and fulfill the social obligation entrusted upon the corporate sector.

II. BOARD OF DIRECTORS

(A) Composition of Board

The Present Board of Directors of our Company comprises Directors consisting of one Executive and Six Non-Executive Directors. Out of these Six Non-executive Directors one of them is the Promoter Director and Five Directors are independent. The Company has an executive Chairman. The Number of the Independent Directors is more than one half of the total strength. The Company meets the requirements related to the Composition of the Board of Directors.

(B) Non Executive Director's Compensation and Disclosures

The Non Executive Directors of the Company are paid sitting fees as fixed by the Board of Directors within limits prescribed under the Companies Act, 1956. Besides sitting fee non-executive directors are not paid any remuneration.

(C) Other provisions as to Board and Committee

The details of the other directorship of the Board and their attendance at the Board meetings held during the year, i.e. between April 1, 2008 to March 31, 2009 is given in the following table:

Name	Category	Board meeting Attended during the Year	Attendance at last AGM	No. of Directorship In other Companies \$	No. of Committee position held** Chairman Member	
Mr. Man Mohan Malik	Promoter- Executive Director	8	Yes	2	-	3
Mrs. Sangeeta Malik	Promoter- Executive Director	8	Yes	2	-	2
Sh. Sanjeev Kakkar,	Promoter- Executive Independent Director	2	No	3	-	1
Sh. Sunil Khera	Non- Executive Independent Director	7	No	NIL	-	3
Sh. Rajan Dhawan	Non- Executive	-	Yes	-	-	-
Sh. Chetan Sharma	Non- Executive	-	No	-	-	-
Sh. R.P Jain	Non- Executive Independent Director	-	No	-	-	-
Mrs. Anita Kakkar	Executive Director	-	No	-	-	-

* Withdrawn of his Nominee Directorship by the HSIIDC from the Board of the Company.

** Includes only chairmanship/membership of Audit Committee, Shareholders / Investors Grievance Committee.

\$ Exclusive of the Directorship in Private Limited Companies, Non-Corporate Institutions, foreign Companies and Section 25 Companies.

The Board periodically reviews Compliance reports of all laws applicable to the Company and has put in place procedure to review steps taken by the Company to rectify the instances of non-compliances, if any.

(D) Number of Board Meetings held and dates:

During the financial year 2008-2009 the Board of Directors met five (8) times. The dates of the meetings are 14th April 2003, 19th May 2008, 07th July 2008, 30th July 2008, 11th October 2008, 31st January 09, 9th February 2009 and 18th March 2009.

(E) Information supplied to the Board:

The Board has complete access to all information with the Company. The information is provided to the Board and the agenda papers for the meetings are circulated in advance of each meeting. The information supplied to the Board includes:

- Business/Operating Plans,
- Quarterly, Half yearly and yearly results of the Company
- Minutes of the Meetings of audit Committees and other Committees of the Board.
- Fixation of date of EGM and Annual General Meetings.
- Growth of expansion plans.

The Board periodically reviews compliance of all laws applicable to the Company as well as steps taken by the Company to rectify instances of non-compliances if any.

(F) Code of conduct:

In terms of the new provisions of clause 49 of the listing agreement and contemporary practices of good corporate governance a code of conduct for all the Board members and senior management personnel has been approved by the Board of Directors vide their meeting held on 07th July 2008 and the same has been posted on the web-site of the Company. All the Board members and senior management personnel have affirmed compliance with the code of conduct during the year 2008-09.

III. AUDIT COMMITTEE:

(A) Qualified & Independent Audit Committee:

The Company complies with the provisions of Section 292A of the Companies Act, 1956 as well as requirement under the listing agreement pertaining to Audit Committee. It is functioning as under:

- a) To oversee the Company's Financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- b) To review with management, external and internal auditors, the adequacy of internal control system.

- c) To review the company's financial and risk management policies

(B) Meetings of Audit Committee

During the year four meetings were held and the Composition of the Audit Committee and number of meetings attended by the members are given below:

Sl. No	Name of Member(s) of Audit Committee	Category	No. of Meetings Held	Attended
1.	Shri Man Mohan Malik	Chairman	4	3
2.	Shri Sunil Khera	Member	4	3
3.	Smt Sangita Malik	Member	4	3

(C) Powers of the Audit Committee

The Audit Committee has powers including:

- 1) To investigate any activity within its terms of reference.
- 2) To seek information from any employee
- 3) To obtain outside legal or other professional advice.
- 4) To secure attendance of outsiders with relevant expertise, if it considers necessary.

(D) Role of Audit Committee:

- Oversight of the company's financial reporting process and disclosure of its financial information to ensure that financial statement is correct, sufficient and credible.
- Recommendation to the Board of Directors, the appointment, re-appointment and if required, the replacement or removal of the statutory auditor and fixation of audit fees.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Reviewing with the management, the annual financial statements before submissions to board for approval, with particular reference to
- Matters required to be included in the Directors Responsibility Statement to be included in the Board's report in terms of Clause (2AA) of section 217 of the Companies Act, 1956.
- Changes, if any, in accounting policies and practices and reasons for the same.
- Major accounting entries involving estimates based on the exercise of judgment by management.
- Significant adjustments made in the financial statements arising out of audit findings.
- Compliance with listing and other legal requirements relating to financial statements
- Disclosure of related party transactions.
- Qualifications in draft audit report.
- Reviewing with management, the quarterly financial statements before submission to the board for approval.
- Reviewing with management, performance of statutory and internal auditors, adequacy of internal control systems.

- Reviewing the adequacy of internal audit function, if any including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of the internal audit.
- Discussion with internal auditors any significant findings and follow up thereon.
- Discussion with the statutory auditors before the audit commences, of the scope and nature of audit and as well as have post audit discussion to ascertain any area of concern.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.

(E) Review of information by the Audit Committee

The audit Committee review the reports of the Internal Auditors, meets Statutory and Internal Auditors as and when required & discuss their findings, observations, suggestions, internal control system, scope of audit and other related matters.

IV. SUBSIDIARY COMPANIES

- (i) The Company has opened a 100% owned subsidiary company in the name of Himalya International Inc. for looking its food business in North America.

V. DISCLOSURES

(A) Related Party Transaction

- i. Statements containing transactions with related party has been submitted periodically before the Audit Committee.
- ii. There are no materially significant related party transactions with the Company's promoters, Directors, the management, the relatives, which may have potential conflict with the interest of the Company at large. Suitable disclosures as required by Accounting Standard (AS - 18) on transaction with related parties have been shown in note no. 10 of schedule S in notes on accounts of the Annual Accounts for the year.

(B) Disclosure of Accounting Treatment

During the year, there has been no change in the accounting treatment of Accounting Standard applicable to the Company.

(C) Risk Management

In terms of new provision of Clause 49 & contemporary practices of good corporate governance, Company has developed the policies & procedures to assess the risk associated with the Company and minimization thereof and periodically informed the Board of Directors for their review to ensure that the executive management, controls the risk in accordance with the defined policies and procedures adopted by the Company.

Remuneration Committee (Non-Mandatory)

At present the Remuneration Committee of the Company comprises of the following members who are Non-Executive and Independent Directors of the Company:

1. Shri Man Mohan Malik, Chairman
2. Shri Sanjeev Kakkar, Member
3. Shri Sunil Khera, Member

During the year there are one such Remuneration Committee Meeting of the Company has been held by the Company on dt 9th February 2009 .

ii. Non-Executive Directors

- a. The Non-Executive Directors are entitled to sitting fee only for attending Board/Committee meetings. A sitting Fee of Rs. 2500/- per meeting is paid for attending Board/Committee meeting.
- b. During the year under review, the Company has not paid any remuneration to any Non-Executive Directors.
- c. There has been no pecuniary relationships or transactions of the non-executive directors vis-à-vis the Company during the year.
- d. The Company has paid sitting fee aggregating Rs. 17,500 /- to all the Non Executive Directors which is within the limits as prescribed under the Companies Act 1956. No other payments were made to such directors.

Number of Shares held by Non-Executive Director 50,000/-

(E) Management

Management Discussion and Analysis has been provided separately as a part of this annual report.

Shareholders'/ Investors' Grievance Committee:

The Shareholders'/ Investors' Grievance Committee presently comprises of three Directors viz. Shri Man Mohan Malik, Shri Sunil Khera and Smt. Sangita Malik

The Company received 1 (one) complaint from SEBI and 1 (one) complaint from investor during the financial year 2008-2009, which were promptly and satisfactorily resolved.

VI. CEO/CFO CERTIFICATION

The Managing Director & Director (Finance) have certified to the Board of Directors of the Company that:

- (a) They have reviewed financial statement and cash flow statement for the year ended 31st March 2009 and to the best of their knowledge and belief:
 - (i) these statements do not contain any material untrue statement or omit any material fact or contain that might be misleading.
 - (ii) These statements together present a true and fair view of the Company affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to best of their knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's code of conduct.

- (c) They accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and they have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal control, if any of which they are aware and the steps they have taken or

propose to take to rectify these deficiencies.

- (d) They have indicated to the Auditors and Audit Committee:
- (i) significant changes in internal control over financial reporting during the year.
 - (ii) significant changes in accounting policies during the year and that same has been disclosed in the notes to financial statements, and
 - (iii) instances of significant fraud of which they have become aware and the involvement therein, if any of the management or an employee having a significant role in the Company's internal control system over financial reporting.
 - (iv)

VII. REPORT ON CORPORATE GOVERNANCE

The quarterly compliance report has been submitted to the stock exchanges where the companies' equity shares are listed in the requisite format and duly signed by the compliance officer.

VIII. COMPLIANCE

The other information for the benefit of the shareholders is as under:

(i) General Body Meetings:

Details of Location, Date and Time of Annual General Meetings held during last three years are given below:

Particulars	Time	Dated on which held		Venue
17 th A.G.M	4.30 P.M	25 th August 2008		Centre for Cultural Resources and Training, 15A, Sector-7, Dwarka, New Delhi-110 030
16 th A.G.M	11.30 A.M	24 th 2007	September	Pearly Lal Bhawan Association, Gandhi Memorial Hall, B.S.Z. Marg, New Delhi- 110 030
15 th AGM	11.30 P.M.	23rd 2006	November	Pearly Lal Bhawan Association, Gandhi Memorial Hall, B.S.Z. Marg, New Delhi- 110 030

The shareholders through postal ballot passed no ordinary or special resolutions during the F.Y.2008-2009. At the ensuing Annual General Meeting there is no special Resolution proposed to be passed through the postal ballot.

During the year under review one Extra Ordinary General Meeting is conducted at its head office of the company at Village Shubh, Paonta Sahib (H.P) – 173025 on dt 5th March 2009 at 4 PM to pass a special resolution to issue 50,00,000 share warrants at a price of Rs. 10 each at a premium of Rs. 8.30 to Bennett Coleman & Co. Ltd

(ii) Means of Communications

- Quarterly/Yearly results are published in prominent newspapers.
- Company issues press releases from time to time.
- Information of the Company are available on website of the company: www.jainstudiosltd.com

A detailed Management Discussion and Analysis as per requirement of Clause 49 of the Listing agreement is forming part of Annual report.

**(iii) General shareholder information
Annual General Meeting**

Day & Date : 30th October, 2009
 Time : 04.00 P.M.
 : Centre for Cultural Resources and Training, 15A, Sector-7, Dwarka, New
 Venue Delhi –110075

Financial Calendar (Tentative):

- | | | |
|--|---|------------------|
| - Next Annual General Meeting | : | October 2009 |
| - Unaudited results for the quarter ended June 2009 | : | End July 2009 |
| - Unaudited results for the quarter/half year ended September 2009 | : | End October 2009 |
| - Unaudited results for the quarter ended December 2009 | : | End January 2010 |
| - Un-audited results for the Quarter ended March 2010 | : | End April 2010 |
| - Audited Results for the Year ending March 2010 | : | June/August 2010 |

Date of Book Closure:

From 26th day of October 2009 to 30th day of October 2009 (both days inclusive) for the purpose of Annual General Meeting.

Dividend Payment date:

The Board of Directors has not recommended any dividend on equity shares for the financial year 2008-09.

Name of the Stock Exchanges on which the equity shares of the Company are listed:

Bombay Stock Exchange

Stock Code:

The Stock Exchange, Mumbai : 526899

Listing Fee:

Listing fee has been paid to all the Stock Exchanges upto the financial year 2008-2009.

ISIN no allotted to the depositories namely, NSDL and CDSL is INE552B01010.

Market Price Data:

Monthly high and low of the equity shares of the Company in The Stock Exchange, Mumbai (BSE) for the F.Y. 2008-09 are stated herein below:

Month	Bombay Stock Exchange (BSE)	
	High(Rs.)	Low(Rs.)
April 2008	25.20	20.15
May 2008	26.55	23.65
June 2008	25.30	21.50
July 2008	22.85	20.75
August 2008	26.75	21.95
September 2008	27.15	23.20
October 2008	23.60	13.85
November 2008	17.55	12.50
December 2008	16.65	12.45
January 2009	16.00	12.36
February 2009	15.20	13.18
March 2009	13.39	11.56

HIMALYA INTERNATIONAL LTD

Distribution of shareholding as on 31.03.2009:

Shareholding Of nominal Value of		Share holders		Share Amount	
Rs.	Number	% to Total	Rs.	% to Total	
Upto – 5000	11967	78.38	2,60,60,210	9.03	
5001-10000	1806	11.83	1,59,93,990	5.54	
10001-20000	683	4.47	1,09,83,830	3.80	
20001-30000	245	1.61	64,84,760	2.24	
30001-40000	96	0.63	34,81,190	1.21	
40001-50000	145	0.98	71,75,740	2.49	
50001-100000	138	0.90	1,04,08,600	3.61	
100001 and above	183	1.20	20,81,32,740	72.08	
Total	15267	100.00	28,87,21,060	100.00	

Shareholding Pattern as on 31st March 2009:

Shareholders Category	Number	% of Share
(A) Promoter and Promoter Group		
-1 Indian Promoters:		
- Individual/HUF	4132300	14.31
- Bodies Corporate	1632100	5.65
-2 Foreign Promoters:	0	0.00
Total Shareholding (A)	5764400	19.97
(B) Public Shareholding		
-1 Institutions:		
Financial Institutions	1000500	3.47
-2 Non-Institutions:		
Bodies Corporate	1754691	6.08
Individuals	11301193	39.14
Clearing Members	41748	0.14
Employees	287050	0.99
Non Resident Indians	477318	1.65
Foreign Institution Investor	2400000	8.31
Overseas Bodies Corporate	5845206	20.25
Sub Total (B)	23107706	80.03
Total (A+B)	28872106	100.00

Registrar & Share Transfer Agents:

M/s. Beetal Computer & Financial Services Pvt. Ltd

Beetal House, 3rd Floor, 99, Madangir,
BH - Local Shopping Centre
Near Dada Harsukhdas Mandir,
New Delhi – 110 062,

System of Share Transfer/ de-materialisation/ re-materialisation etc.: The aforementioned RTA has its own infrastructure commensurate with the work undertaken and is manned by skilled and trained staff.

De-materialisation of shares and liquidity:

Company's shares are now in Compulsory Demat category. Over 31.93 % of the shares have been dematerialized. The Equity Shares are listed on major Stock Exchanges in India.

Outstanding GDRs/ADRs, and Convertible Bonds, Conversion date and likely impact on equity:

Not Applicable.

Plant Locations: The Factory Premises of the company is situated at Village Shubh Khera, Paonta Sahib, District-Sirmour, Himachal Pradesh.

Address for correspondence:

Company's Registered Office

Company Secretary
Himalya International Limited
206, Aggarwal Square Plaza,
Plot No. 9, Sector-12, Dwarka,
New Delhi – 110 075
Tele : 011- 45535589 Fax : 011-45535589
E-mail: contact@himalyainternational.com Web-site: www.himalyainternational.com

Head Office

Vill- Shubh Khera, Paonta Sahib, Distt. Sirmour (H.P.)

Declaration:

This is to confirm that all the Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct and adopted by the Board.

By order of the Board of Directors
For **HIMALYA INTERNATIONAL LTD.**

Place : Paonta Sahib
Date : 01.10.2009

(Man Mohan Malik)
Chairman & Managing Director

CERTIFICATE ON CORPORATE GOVERNANCE

TO THE MEMBERS OF HIMALAYA INTERNATIONAL LIMITED

We have examined the compliance of conditions of Corporate Governance by Jain Studios Limited for the year ended March 31, 2009 as stipulated in clause 49 of the listing agreement of the said Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with, in all material respect with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

As informed we state that, in respect of investor grievances received during the year ended 31st March 2009, no investor grievances is unattended/pending for a period exceeding one month against the Company as per the records maintained by the Company which are presented to Shareholders/Investors Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For Anujeet Dandona & Co.
Chartered Accountants**

**Place: Dehradun (UA)
Date: 01.10.2009**

**(Anujeet Singh)
FCA,
Membership No. 73662**

ANUJEET DANDONA & CO.
Chartered Accountants

**63A, ANEKANT PALACE,
RAJPUR ROAD, DEHRADUN.
PH.- 2711611, 3294142**

AUDITORS REPORT
To the Members of the Company

The Members,
Himalya International Limited,
New Delhi.

1. We have audited the attached Balance Sheet of Himalya International Limited as at 31st March 2009 and the Manufacturing and Profit and Loss Account and Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to above, we report that :
 - (i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (ii) In our opinion, proper books of accounts as required by law have been kept by the company so far as appears from our examination of those books.
 - (iii) The Balance Sheet and the Manufacturing and Profit and Loss Account and Cash Flow statement dealt with by this report are in agreement with the books of account, of the company.
 - (iv) In our opinion, the Balance Sheet and Manufacturing Profit and Loss Account and Cash Flow statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
 - (v) On the basis of written representations received from the directors, as on 31st March 2009 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March 2009 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

ANUJEET DANDONA & CO.
Chartered Accountants

**63A, ANEKANT PALACE,
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(vi) Subject to above and read together with other notes appearing in schedule 18, the said statement of accounts, in our opinion and to the best of our information and according to the explanations given to us, give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India :

- (a) In the case of the Balance Sheet, of the state of affairs of the company as at 31st March 2009.
- (b) In the case of the Profit and Loss Account, of the profit for the year ended on that date, and
- (c) In the case of cash flow statement, of the cash flows of the year ended on that date.

For ANUJEET DANDONA & Co.
Chartered Accountants

(ANUJEET SINGH)
FCA.
M No.73662

Dated: 22.06.2009
Place: Paonta Sahib

ANUJEET DANDONA & CO.
Chartered Accountants

**63A, ANEKANT PALACE,
RAJPUR ROAD, DEHRADUN.
PH.- 2711611, 3294142**

Himalya International Limited, New Delhi.

Referred to in paragraph 3 of our report of even date

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) All the assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) During the year the company has not sold off any part of fixed assets.
- (ii) (a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- (b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) The company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material.
- (iii) (a) The company has granted loans to other companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956 as under:

APJ Laboratories Ltd.

Rs.12.23 Lac

- (i) The terms of the loans are not prejudicial to the interest of the company.
- (ii) The repayment of principle and interest, wherever applicable, is as per terms and conditions.
- (iii) Not applicable in terms of observation at (iii) (a) supra.
- (b) Further, The company has taken loans from other companies, firms or other parties covered in The register maintained under section 301 of the Companies Act, 1956, as under:

Mr. Sanjeev Kakkar

34.05 lac

- (i) The terms of the loans are not prejudicial to the interest of the company.
- (ii) The repayment of principle and interest, wherever applicable, is as per terms and conditions.
- (iii) Not applicable in terms of observation at (iii) (a) supra.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
- (v) (a) According to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into registers maintained under section 301 of the Companies Act, 1956, have been so entered.

ANUJEET DANDONA & CO.
Chartered Accountants

63A, ANEKANT PALACE,
RAJPUR ROAD, DEHRADUN.
PH.- 2711611, 3294142

- (b) In our opinion and according to the information and explanation given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding in value of Rs. 5 lacs, in respect of any party during the year, have been made, keeping in view surrounding circumstances, and quantum of transaction, at prices which are reasonable having regard to the prices prevailing in the market at the relevant time for similar transactions.
- (vi) In our opinion and according to the information and explanations given to us, the company has not accepted any loans/ deposits from public falling within the provisions of sections 58 A and 58 AA of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975 with regard to the deposits accepted from the public.
- (vii) In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
- (viii) The Central Government Rules for the maintenance of cost records under section 209 (1) (d) of the Companies Act, 1956 are not applicable to the Company.
- (ix) (a) The company is generally regular in depositing with appropriate authorities undisputed statutory dues including income tax, sales tax, and other statutory dues applicable to it. Although there is a delay in deposit but full amount has been deposited.
- (b) According to the information and explanations given to us, no undisputed amounts are payable in respect of income tax/ sales tax/ excise duty which were in arrears, as at 31/03/09 for a period of more than six months from the date they became payable, are as under:-
- (x) The Company has no accumulated losses at the end of the financial year and It has not incurred cash losses in the current year and immediately preceding financial year.
- (xi) Based on our audit procedures and according to the information and explanations given to us, in our opinion the company has not defaulted in repayment of dues to a financial institution.
- (xii) The clause is not applicable to the company since the company has not granted any loans and advances on the basis of security by way of pledge of shares/ debentures and other securities.
- (xiii) In our opinion, the company is not a chit fund or a nidhi mutual benefit fund/ society. Therefore, the provisions of the clause 4 (xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- (xiv) In our opinion, the company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4 (xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- (xv) In our opinion, the clause is not applicable to the company since the company has not given guarantees for loans taken by others from banks or financial institutions.
- (xvi) In our opinion, the term loans have been applied for the purpose for which they were raised.
- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that the no funds raised on short- term basis have been used for long-term investment. No long – term funds have been used to finance short-term assets except Permanent working capital.
- (xviii) According to the information and explanations given to us, the company had made the

HIMALYA INTERNATIONAL LTD

ANUJEET DANDONA & CO.
Chartered Accountants

**63A, ANEKANT PALACE,
RAJPUR ROAD, DEHRADUN.
PH.- 2711611, 3294142**

Preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act i.e. as under.

Name of the parties	No. of Shares
Man Mohan Malik	375000
Sangeeta Malik	310000
Purnima Malik	310000
Himalya Carbonates (Pvt.) Ltd	445000

(xix) According to the information and explanations given to us, during the period covered by our audit report, the company has issued debentures detail as under :

Name of the parties	No. of Debentures
Purnima Malik	800000
Arjun Malik	800000
Jyoti Malik	800000
Anandita Kakkar	800000
Sidharth Kakkar	800000

(xx) The company has not raised any money by public issue during the year.

(xxi) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

For **ANUJEET DANDONA & Co.**
Chartered Accountants

(ANUJEET SINGH)
FCA.
M No.73662

Dated: 22.06.2009
Place: Paonta Sahib

ANUJEET DANDONA & CO.
Chartered Accountants

63 A, ANEKANT PALACE,
RAJPUR ROAD, DEHRADUN
PH: 2711611, 3294142

HIMALYA INTERNATIONAL LTD.
VILLAGE SHUBH KHERA, PAONTA SAHIB (H P)
BALANCE SHEET AS AT 31 ST MARCH, 2009

PARTICULARS	SCH.	AS AT 31st March 2009 AMOUNT Rs. in '000	AS AT 31st March, 2008 AMOUNT Rs. in '000
SOURCES OF FUNDS:			
SHAREHOLDER'S FUNDS			
Share Capital	1	288721	274321
Share Warrants Application Money	1	52263	340984
Reserves & Surplus	2	411431	23350
			297671
			249631
LOAN FUNDS			
Secured	3	333999	110126
Unsecured	4	50735	384734
			75205
			185331
TOTAL		1137148	732633
APPLICATION OF FUNDS:			
FIXED ASSETS			
Gross Block	5	785828	451089
Less : Depreciation	5	186375	159520
WDV as on 31.03.2009		599454	291569
CAPITAL WORK IN PROGRESS		142766	221339
Including Capital Advances			
CURRENT ASSETS LOAN & ADVANCES			
Inventories	6	169762	87622
Sundry Debtors	7	156465	107354
Cash & Bank Balances	8	2257	3670
Other Current Assets	9	30075	12765
Security Deposit	10	2358	1651
Subsidy & Other Receivables	11	55037	13916
Deferred Tax Assets		7184	9818
		423139	236795
Less : Current Liabilities & Provisions	12	28304	17263
NET CURRENT ASSETS		394835	219532
Misc. Expenditure (to the extent not written off or adjusted)		94	192
TOTAL		1137148	732633
Accounting Policies & Notes to Accounts As per our Report of even date attached	19		

FOR ANUJEET DANDONA & CO.
Chartered Accountants

For & on behalf of the Board

(ANUJEET SINGH)

FCA

M.No:73662

Place : Paonta Sahib

Dated : 22.06.09

M.M. MALIK
CHAIRMAN & MANAGING DIRECTOR

SANGITA MALIK
DIRECTOR

ANUJEET DANDONA & CO.
Chartered Accountants

**63 A, ANEKANT PALACE,
RAJPUR ROAD, DEHRADUN
PH: 2711611, 3294142**

**HIMALYA INTERNATIONAL LTD.
VILLAGE SHUBH KHERA, PAONTA SAHIB (H P)
PROFIT & LOSS ACCOUNT FOR THE YEAR ENDING 31st March, 2009**

PARTICULARS	SCH.	For the year ended 31st March 2009	For the year ended 31st March, 2008
		AMOUNT Rs. in '000	AMOUNT Rs. in '000
INCOME			
Sales & other income	13	587066	467646
Increase/Decrease in Stock	14	82472	-1767
Total		669538	465879
EXPENDITURE :			
Manufacturing Exp.	15	282204	180818
Repair & Maintenance	16	4655	4109
Administrative & Selling Expenses	17	184710	151355
Preliminary expenses written off		98	98
Interest and Other Financial Expenses	18	28161	21905
Depreciation	5	26855	21592
		526683	379877
Profit Before Tax		142854	86002
Exchange Loss		4781	0
Provision for Taxation (Deffered)		2634	2670
Provision for Fringe Benefit Tax		364	290
Profit After Tax		135076	83042
Brought Forward from Previous Year		179485	96443
Amount available for appropriation		314561	179485
APPROPRIATION			
Dividends			
Transferred to General Reserves		314561	179485

Accounting Policies & Notes to Accounts
As per our Report of even date attached

For & on behalf of the Board

FOR ANUJEET DANDONA & CO.
Chartered Accountants

M.M. MALIK
CHAIRMAN & MANAGING DIRECTOR

(ANUJEET SINGH)

FCA
M.No: 73662

SANGITA MALIK
DIRECTOR

Place : Paonta Sahib
Dated : 22.06.09

ANUJEET DANDONA & CO.
Chartered Accountants

63 A, ANEKANT PALACE,
RAJPUR ROAD, DEHRADUN
PH:2711611, 3294142

SCHEDULE-1
SHARE CAPITAL

PARTICULARS	AS AT 31st March 2009 AMOUNT Rs. in '000	AS AT 31st March, 2008 AMOUNT Rs. in '000
AUTHORISED		
5,00,00,000 Equity Shares of Rs. 10/- each	500000	250000
ISSUED, SUBSCRIBED & PAID UP		
2,88,72,100 Equity Shares of Rs. 10/- each	288721	274321
Share Warrants Application Money		
Application Money Share Warrants		
85,60,000 share warrants @ 2.335	19988	23350
Application Money Share warrants (40,00,000 share warrants @Rs. 23.50)	9400	0
Application Money Share Warrants		
50,00,000 share warrants @ 4.575	22875	0
	<u>52263</u>	<u>23350</u>
	<u>340984</u>	<u>297671</u>

SCHEDULE-2
RESERVE & SURPLUS

PARTICULARS	AS AT 31st March 2009 AMOUNT Rs. in '000	AS AT 31st March, 2008 AMOUNT Rs. in '000
Capital Fund	104	104
Capital Reserve	29227	21727
Surplus in Profit and Loss Account	314561	179485
Share Premium Account		
SHARE PREMIUM		
6,57,500 Shares @ Rs. 1/- each	657	657
50,45,206 Shares @ Rs. 3.5/- each	17658	17658
11,00,000 Shares @ Rs. 1/- each	1100	1100
50,00,000 Shares @ Rs. 2/- each	10000	10000
42,00,000 Shares @ Rs.4.5/- each	18900	18900
	<u>48315</u>	<u>48315</u>
SHARE WARRANTS PREMIUM		
14,40,000 Shares @ Rs.13.35 each	19224	
TOTAL	<u>411431</u>	<u>249631</u>

Note : Capital Reserve include Capital Subsidy given by MOFPI & HP State Govt.

ANUJEET DANDONA & CO.
Chartered Accountants

**63 A, ANEKANT PALACE,
RAJPUR ROAD, DEHRADUN
PH:2711611, 3294142**

**SCHEDULE-3
LOAN FUND**

PARTICULARS	AS AT	AS AT
	31st March 2009	31st March, '2008
	AMOUNT	AMOUNT
	Rs. in '000	Rs. in '000
SECURED :-		
Term Loan	93498	45270
Cash Credit	146501	64856
12% Fully Convertible Debenture (40,00,000 12% Debenture @ Rs. 23.50)	94000	0
	333999	110126
Details of Term Loan :-		
SBI	56250	0
Allahabad Bank	31802	39885
Magma Leasing Ltd (Tata 207 Loan)	8	26
Sundaram Finance Ltd	2404	1094
Citi Bank (Car Loan)	0	58
ICICI Bank (Car Loan)	1676	2246
Tata Capital Ltd	1357	1961
	93498	45270
Details of Cash Credit:-		
UCO Bank EPC Limit	32772	29952
UCO Bank CC Limit	18974	231
State Bank Of India Bills Limit	94755	34673
Total	146501	64856

NOTES

1. Export Packing Credit and CC hypothecation limits from UCO Bank, are secured by way of , first charge on present and future of raw materials, stock in process, finished goods, stores,spares and domestic receivables and pari-pasu charge on fixed assets company, both present and future alongwith personal guarantees of the Directors and Promotors
2. Bills Documentry credit limit from SBI overseas Branch, New Delhi, is secured by way of first charge export bills and pari-pasu charge on fixed assets of the company, both present and future alongwith personal guarantees of the Directors and Promotors
3. Term Loan from SBI Overseas Branch is secured by way of pari passu charge on equitable mortgage of free hold land & Building Subhikhera, Paonta Sahib and Equitable Mortgage of Leasehold Land at Gondpur Industrial Area, and fixed assets purchased out of the loan amount alongwith personal guarantees of the Directors and Promotors
4. Loan from Allahabad Bank is secured by way of parri passu charge on equitable mortgage of free hold land & Building at village Subhikhera, Paonta Sahib and Equitable Mortgage of Leasehold Land at Gondpur Industrial Area, and fixed assets purchased out of the loan amount alongwith personal guarantees of the Directors and Promotors

SCHEDULE-4

UNSECURED LOANS

PARTICULARS	AS AT	AS AT
	31st March 2009	31st March, '2008
	AMOUNT	AMOUNT
	Rs. in '000	Rs. in '000
Detail of Unsecured Loans		
Mr. Arjun Malik	0	1056
Ms. Jyoti Malik	0	2817
Mr. Man Mohan Malik	0	6235
Ms. Purnima	0	1370
Mrs. Sangeeta	0	4984
Mr. Sanjeev Kakkar	3405	0
Himalya Carbonates Pvt. Ltd.	0	10459
Raindance America Inc.	18725	19678
First Family Holdings Inc	28605	28605
Total	50735	75205

Himalya International Limited

ANUJEET DANDONA & CO.
Chartered Accountants
SCHEDULE '5'
FIXED ASSETS

63 A, ANEKANT PALACE,
RAJPUR ROAD, DEHRADUN
PH:2711611, 3294142

PARTICULARS	Rs. in '000									
	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS ON 01.04.08	ADDITIONS DURING THE PERIOD	SALES/ADJ. DURING THE PERIOD	TOTAL AS ON 31.03.2009	UPTO 01.04.08	PROVIDED FOR THE PERIOD	ADJUST- MENT	TOTAL	TOTAL AS ON 31.03.2009	TOTAL AS ON 31.03.08
Land	5836	110000	0	115836	0	0	0	0	115836	5836
Building	125768	62716	0	188484	28002	5025	0	33027	155457	97766
Plant & Machinery	247755	128376	0	376131	99919	16071	0	115990	260141	147836
Misc. Fixed Assets	71730	33646	0	105376	31599	5758	0	37357	68019	40131
TOTAL	451089	334739	0	785828	159520	26855	0	186375	599454	291569

ANUJEET DANDONA & CO.
Chartered Accountants

63 A, ANEKANT PALACE,
RAJPUR ROAD, DEHRADUN
PH:2711611, 3294142

**SCHEDULE-6
INVENTORIES**

PARTICULARS	AS AT	AS AT
	31st March 2009	31st March, '2008
	AMOUNT Rs. in '000	AMOUNT Rs. in '000
Raw Material	9933	9506
Goods in Process	22722	18650
Finished Goods-India	19905	19069
Finished Goods at USA Office	51641	17648
Goods in Transit	41036	17570
Consumables	4420	5179
Stock at warehouse at Mumbai & Delhi	20105	0
TOTAL	169762	87622

**SCHEDULE-7
SUNDRY DEBTORS**

PARTICULARS	For the year ended	For the year ended
	31st March 2009	31st March, '2008
	AMOUNT Rs. in '000	AMOUNT Rs. in '000
Domestic Debtors	2823	1842
Export Debtors	153642	105512
TOTAL	156465	107354

**SCHEDULE-8
CASH & BANK BALANCES**

PARTICULARS	For the year ended	For the year ended
	31st March 2009	31st March, '2008
	AMOUNT Rs. in '000	AMOUNT Rs. in '000
Cash In Hand	20	89
Cash at Bank	2237	3581
TOTAL	2257	3670

**SCHEDULE-9
OTHER CURRENT ASSETS**

PARTICULARS	For the year ended	For the year ended
	31st March 2009	31st March, '2008
	AMOUNT Rs. in '000	AMOUNT Rs. in '000
Other Current Assets		
Advance to Suppliers	5062	11451
Advance to Staff	262	929
Advances to directors	360	0
Himalya Carbonates P Ltd	193	0
Bennett Coleman & co. ltd	22875	0
Advance to Others	1323	385
Total	30075	12765

ANUJEET DANDONA & CO.
Chartered Accountants

63 A, ANEKANT PALACE,
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PH:2711611, 3294142

**SCHEDULE-10
SECURITY DEPOSITS**

PARTICULARS	For the year ended 31st March 2009 AMOUNT Rs. in '000	For the year ended 31st March, '2008 AMOUNT Rs. in '000
Securities and Other Deposits		
Security -Cegate Appeal	716	716
Security -HPSEB	1449	751
Security -Telephone	92	82
Sales Tax Delhi	100	100
LPG Security	1	1
Total	2358	1650

**SCHEDULE-11
SUBSIDY AND OTHER RECEIVABLES**

PARTICULARS	For the year ended 31st March 2009 AMOUNT Rs. in '000	For the year ended 31st March, '2008 AMOUNT Rs. in '000
Apeda Transport assistance 06-07	3884	3800
Apeda Transport assistance 07-08	14034	0
Apeda Transport assistance 08-09	17195	0
Incentive Receivable	12289	6164
Capital Subsidy MOFPI	3168	3168
Capital Subsidy Cheese Plant	3750	0
Excise Duty and Duty Drawback Claims From NSEZ-Noida	0	290
VAT Receivables	719	495
Total	55037	13917

**SCHEDULE-12
CURRENT LIABILITIES AND PROVISIONS**

PARTICULARS	For the year ended 31st March 2009 AMOUNT Rs. in '000	For the year ended 31st March, '2008 AMOUNT Rs. in '000
Current Liabilities & Provisions		
Sundry Creditors	21661	11758
Expenses payable	6279	5168
Provision for Fringe Benefit Tax	364	337
Total	28304	17263

**SCHEDULE-13
SALES & OTHER INCOME**

PARTICULARS	For the year ended 31st March 2009 AMOUNT Rs. in '000	For the year ended 31st March, '2008 AMOUNT Rs. in '000
Sales- Export	423324	354536
Sales- Domestic	163742	113057
Freight Received	0	53
TOTAL	587066	467646

ANUJEET DANDONA & CO.
Chartered Accountants

63 A, ANEKANT PALACE,
RAJPUR ROAD, DEHRADUN
PH: 2711611, 3294142

SCHEDULE-14
INCREASE/DECREASE IN STOCK

PARTICULARS	For the year ended 31st March 2009 AMOUNT Rs. in '000	For the year ended 31st March, 2008 AMOUNT Rs. in '000
OPENING STOCK		
Goods in Process	18650	14065
Finished Goods-India	19069	22552
Finished Goods-US Office	35218	38087
	72937	74704
CLOSING STOCK		
Goods in Process	22722	18650
Finished Goods-India	40010	19069
Finished Goods-US Office (Including Goods in Transit)	92677	35218
	155409	72937
INCREASE/DECREASE(-) IN STOCK	<u>82472</u>	<u>-1767</u>

SCHEDULE-15
MANUFACTURING & OTHER EXP.

PARTICULARS	For the year ended 31st March 2009 AMOUNT Rs. in '000	For the year ended 31st March, 2008 AMOUNT Rs. in '000
Raw Material & Consumables Consumed	186560	110121
Labour & Labour welfare	23030	17675
Power & Fuel	41205	28677
Freight Inward	716	972
Packing Exp.	24823	18234
Others	5871	5139
TOTAL	<u>282204</u>	<u>180818</u>

RAW MATERIAL & CONSUMABLES CONSUMED

PARTICULARS	For the year ended 31st March 2009 AMOUNT Rs. in '000	For the year ended 31st March, 2008 AMOUNT Rs. in '000
Opening Stock	14685	10799
Purchases	186228	114007
Less : Closing Stock	14353	14685
Cost of Goods Consumed	<u>186560</u>	<u>110121</u>

SCHEDULE-16
REPAIR & MAINTENANCE

PARTICULARS	For the year ended 31st March 2009 AMOUNT Rs. in '000	For the year ended 31st March, 2008 AMOUNT Rs. in '000
Repair & Maintenance-Building	439	1199
Repair & Maintenance-Plant & Machinery	3834	2901
Repair & Maintenance-Others	383	9
TOTAL	<u>4655</u>	<u>4109</u>

ANUJEET DANDONA & CO.
Chartered Accountants

63 A, ANEKANT PALACE,
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PH:2711611, 3294142

SCHEDULE-17
ADMINISTRATIVE & SELLING EXP

PARTICULARS	For the year ended		For the year ended	
	31st March 2009		31st March, 2008	
	AMOUNT		AMOUNT	
	Rs. in '000		Rs. in '000	
INDIA				
Administrative Expenses	23735		18383	
Selling Expenses	12192	35927	12413	30796
USA				
Ocean Freight, Road Freight, Custom Duty & Ware Housi	151725		92196	
Selling Commission	33866		28363	
Less: Apeda Freight Subsidy	-36808	148783	0	120559
Total		184710		151355

SCHEDULE 18

PARTICULARS	For the year ended		For the year ended	
	31st March 2009		31st March, 2008	
	AMOUNT		AMOUNT	
	Rs. in '000		Rs. in '000	
FINANCIAL EXPENSES				
Interest, Bank Charges other Banks	1211		363	
Bank Charges HP Co-op bank Ltd.	112		169	
Bank Charges SBI	1748		1644	
Interest UCO Bank	1180		160	
Interest HP Co-op bank Ltd.	2850		3938	
Interest SBI	7911		3802	
Interest on term loan	12561		11474	
Bank Charges (USA)	588		355	
Total		28161		21905

Schedule 19

1. Significant Accounting Policies : The accounts are prepared on the historical Cost basis & on the accounting principles of a going concern. Accounting policies not specifically referred to otherwise are consistent & in accordance with generally accepted accounting principles.

A) Revenue recognition: Income & expenditure is dealt on mercantile basis.

Sales are net of sales tax/Value Added tax. Export turnover includes related export benefits.

B) Depreciation: Straight line method of depreciation is followed as per Companies Act, 1956.

C) Fixed Assets : Fixed Assets are stated at their cost of acquisition or construction less accumulated depreciation and impairment losses.

Cost of acquisition comprise of all cost incurred to bring the assets to their location and working condition up to the date the assets are put to use. Costs of construction are composed of those costs that relate directly to specific assets and those that are attributable to the construction activity in general and can be allocated to the specific assets up to the date the assets are put to use.

Foreign Exchange fluctuation on the liabilities for purchase of fixed assets is added to the historical cost of fixed assets.

D) Income tax: Income Taxes are accounted for in accordance with Accounting standard 22 on " Accounting for Taxes on Income"

Taxes comprise both current and deferred tax.

Deferred tax assets and liabilities are recognized for future tax consequences attributable to timing difference.

Fringe Benefit Tax (FBT) payable under the provision of section 115 WC of Income Tax Act, 1961 is in accordance with the Guidance Note on Accounting for Fringe Benefits Tax issued by the ICAI regarded as an additional income tax and considered in determination of profit for the year.

E) Inventories: These are valued at lower of cost or market value. Stock in process is valued at cost

Cost of Inventories comprise all costs of purchase, cost of conversion and other costs incurred in bringing the Inventories to their present location and condition.

F) Foreign Exchange Transactions: These are recorded at the exchange rate prevailing on the date of realisation.

All exchange differences are dealt with in the Profit & Loss account.

G) Earning per share:- The company reports basic and diluted Earnings Per Shares (EPS) in accordance with Accounting Standard 20 on " Earnings per Shares".

H) Derivative & Hedge Accounting :- The profit or loss on Foreign Currency forward contracts is recognised through the Profit and Loss account as and when the contract is matured/cancel.

I) Segment Reporting: The Company is now in DTA under EPCG Scheme for Mushrooms, Fruits and Vegetables and the same has been treated as the Primary Segment.

Notes to Accounts:

2. Auditor's Remuneration (included under Selling & Administrative Expenses).

Year	Rs. in Lacs	Rs. in Lacs
	2008-09	2007-08
Professional Fee	2.00	1.75
Reimbursement of Expenses	0.07	0.05

3. In the opinion of the management, the current Assets, loans & advances, have a value on realisation in the ordinary course of business, atleast equal to the amount at which they are stated in the Balance Sheet. The provision for depreciation & other known liabilities is adequate & not in excess of what is required.

4. The company has obtained the status of Recognised Export House.

5. During the year company had taken term loan of Rs. 6.25 crore from State Bank of India for its Expansion.

6. Stock/Debtors to the tune of Rs.3.28 Crores is lying damaged in USA. The stocks were damaged due to low quality of packing material supplied by Hindustan Tin Works Limited. The company has initiated legal proceedings against Hindustan Tin Works Ltd at various courts. Out of the above mentioned amount the company has written off an amount of Rs.1.64 Crores during F.Yr 2006-07. The accounting treatment of balance amount shall be decided as and when the cases against Hindustan Tin Works are decided.

A decree has been awarded by the MRTD Court in favour of company which Hindustan Tin Works Ltd contested.

7. Foreign Currency Transactions:-

	Rs. In Lacs 2008-09	Rs. In Lacs 2007-08
Foreign Currency Income	4233.24	3545.36
Foreign Currency Expenditure	2248.13	1567.59

8. I) Detail of Remuneration to Whole Time Directors (In India):-

	Rs. In Lacs 2008-09	Rs. In Lacs 2007-08
a) Salary	34.53	20.17
b) Contribution to PF	0.86	0.86
c) Perquisites	NIL	NIL

II) Detail of Remuneration to Whole Time Directors (Outside India):-

	2008-09	(In US \$) 2007-08
a) Salary	18000	18000
b) Contribution to PF	NIL	NIL
c) Perquisites	30000	30000

9. The company has purchase 51.22 bhighas of land at vill. -keshwana Rajput, Paniola, kotputli, Distt. Jaipur Rajasthan for Rs.11.61 crore from parties listed u/s 301. Purchase of land was approved in the AGM held on 25th August 2008.

10. Contingent liabilities not provided for :Bills Discounted Rs.12.63 crores(Previous year Rs. 4.62 Crore)

11. Earning per shares (E.P.S.)

	2008-09	2007-08
I) Basic E.P.S.	4.68	3.03
II) Diluted E.P.S.	4.68	3.03
II) Calculation of Basic E.P.S.		
a) Net Profit for the year attributable To Equity Shareholders	135075735	83042000
b) Weighted Average Number of Equity Shares	28872106	27432106
c) Basic Earnings per Share (a/b)	4.68	3.03
d) Nominal Value per Share	Rs. 10/-	Rs. 10/-

12. The company is dealing into Mushrooms, Fruits and Vegetables & cheese. The Yogurt & Appetizer plant of the Company came into production year. The company's sales is coming from exports mainly to USA and Paneer is being sold to Reliance Dairy Foods Limited in India. All the products of the company are sold to same customers. Hence, various products of the company can not be differentiated in terms of competition, risk, opportunities etc. The company's products/activities can be categorised in two categories. i.e. as under

Particulars	Amt Rs. Lacs
Export Sales	4233.24
Domestic Sales	1637.42
Total	5870.66

Related Party Disclosures from 01.04.2008 to 31.03.09

a) Name of Related Parties

Key Management Personnel and their relatives

Mr. M.M. Malik
Mrs. Sangeeta Malik
Mr. Sanjeev Kakkar
Mr Rajan Dhawan
Arjun Malk
Jyoti Malik
Purnima Malik
Sidhartha Kakkar
Anandita Kakkar

Enterprises over which key management personnel/
Shareholders / relatives have significant influence

Doon Valley Foods Pvt. Ltd.
Himalya Carbonate Pvt. Ltd.
APJ Laboratories Ltd

b) Related Party Disclosures

Nature of transaction

Amt Rs. Lacs

Managerial Remuneration

Mr. M.M. Malik	29.34
Mrs. Sangeeta Malik	5.20
Mr. Sanjeev Kakkar	\$18,000

Professional Fees

Mr. Rajan Dhawan	Rs8.25
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Unsecured Loans

Amt Rs. Lacs

Sanjeev Kakkar	34.05
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Advances

Himalya Carbonates (P) Ltd	1.93
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Loans & Advances

Amt Rs. Lacs

APJ Laboratories Ltd	12.23
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Issue of shares warrants

Amt Rs. Lacs

Man Mohan Malik	87.56
Sangeeta Malik	72.39
Purnima Malik	72.39
Himalya Carbonates (Pvt) Ltd.	103.91

Share warrants application Money received

Amt Rs. Lacs

Man Mohan Malik	14.01
Sangeeta Malik	11.44
Purnima Malik	30.24
Himalya Carbonates (Pvt) Ltd.	15.99
Arjun Malik	18.80
Jyoti Malik	18.80
Anandita Kakkar	18.80
Sidharth Kakkar	18.80

Amount received from Issue of Debentures

Amt Rs. Lacs

Purnima Malik	188.00
Arjun Malik	188.00
Jyoti Malik	188.00
Anandita Kakkar	188.00
Sidharth Kakkar	188.00

Purchase of land

Amt Rs. Lacs

Land situated on Delhi-Jaipur N.H. -8	1161.00
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14. Licensed and Installed Capacity

Products	Installed Capacity Per Annum(MT)	Production (MT)
IQF Mushroom , Fruit and Vegetables	6650	3120.875
Fresh Mushroom	-	1716.658
Canned Products	2640	207.205
Ginger Products	300	0
Cheese & Milk Products	2700	267.441
Sweets & Snacks	700	266.372

15. Quantitative information in respect of Sales, Opening Stock, Closing Stock of Finished Goods :-

DESCRIPTION	Amt Rs. Lacs			
	2008-09		2007-08	
	QUANTITY MT	VALUE Rs	QUANTITY MT	VALUE Rs.
Opening Stock	278.399	190.69	243.710	78.35
Sales	5737.231	5870.66	5573.504	4586.94
Closing Stock	283.820	199.05	278.399	190.69

16. Particulars of Chief Raw Material Consumed during the year:-

DESCRIPTION	(Rs. in lacs)			
	2008-09		2007-08	
	QUANTITY MT	VALUE Rs	QUANTITY MT	VALUE Rs.
Wheat Straw	7365.804	195.34	6008.708	152.04
Chicken Manure	4781.305	50.51	3612.334	43.52
Spawn	156.908	56.49	122.859	45.42
Spawnmate	0.000	0.00	81.034	36.30
Sun Flower Cake	475.250	41.34	227.850	49.13
CAN & Urea	114.500	9.31	59.400	2.07
Gypsum	746.975	6.68	526.200	5.05
Horse Bedding	1212.850	14.57	1209.995	15.02
Coco coir Peat	234.870	13.62	190.050	11.82
Milk	2012.877	401.73	279.779	57.23
Vegetables	1030.442	78.12	2046.791	212.64

Region wise details of Raw Materials consumed during the year:

	2008-09		2007-08	
	QUANTITY MT	VALUE Rs	QUANTITY MT	VALUE Rs
Indigenous	18131.781	867.70	14365.000	630.24
Imported - Raw Material	0.000	0.00	153.034	261.16

17. The Company is making its sales on consignment basis to M/s Global Reliance Inc. Audit of the M/s Global Reliance has been conducted by auditors located in USA. Compilation of consignment account with Balance sheet has been done in India.

18. Depreciation rate on some of fixed assets have been revised so as to keep them as per the requirements of Schedule XIV of the Companies Act.

19. The company has purchased 51.22 bhighas of land at Village- Keshwana Rajput, Paniola, The. Kotputli, Distt. Jaipur Rajasthan for Rs. 11.61 crore from parties listed u/s 301. Purchase of land was approved in the AGM held on 25th August 2008.

20. Contingent liability not provided for: Bills Discounted Rs. 12.63 crores (Previous Year Rs.4.62 Crore)

21. The company uses foreign currency forward contracts to hedge its risks associated with foreign currency fluctuation relating to certain firm commitments and highly probable forecast transactions. The use of foreign currency forward contracts is governed by the Company's strategy approved by the Board of Directors, which provide principles on the use of such forward contracts consistent with the company's Risk Management Policy.

The Forward Exchange Contracts entered into by the company are as under:

As at	No of Contract	Type	US \$ Equivalent (In Lakhs)	Rs Equivalent (In Lakhs)
31.03.2009	23	Sell	95.97	4675.18
31.03.2008	6	Sell	35.50	1384.50

22. Previous year figures have been regrouped & recasted wherever necessary.

Signatures to the schedules 1-19

FOR ANUJEET DANDONA & CO.
Chartered Accountants

(ANUJEET SINGH)
FCA
Membership No.73662

Place : Dehra Dun
Dated :22.06.2009

For and on behalf of the Board

M. M. MALIK
(CHAIRMAN & MANAGING DIRECTOR)

SANGITA MALIK
(DIRECTOR)

Himalya International Limited

M/S Himalya International Limited

CASH FLOW STATEMENT FOR YEAR ENDED 31ST MARCH, 2009 **AMOUNT**
PURSUANT TO CLAUSE 32 OF THE LISTING AGREEMENTS **(Rs. in '000)**

CASH FLOW FROM OPERATING ACTIVITIES

Net Profit As per P& L Account		135076
Adjustment for Non Cash items		
Depreciation Charged	26855	
Preliminary expenses	98	26953
Less Provision for FBT & Deferred Taxes W/Back		

A. OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES **162028**

Adjustment for :		
Increase in trade and other receivables	90232	
Increase in inventories	82140	
Increase in Current Liabilities	11041	
Increase in Other Current Assets	15384	176715
Cash Generated From Operations		-14687
Financial expenses paid		28161

Cash Flow Before Extra Ordinary item **13474**

Extra ordinary items 0

NET CASH FROM OPERATIVE ACTIVITIES **13474**

B. CASH FLOW FROM INVESTING ACTIVITIES

Increase in Gross Block	334739	
Increase in CWIP	-78574	

NET CASH PAID FROM INVESTING ACTIVITIES **256165**

C. CASH FLOW FROM FINANCING ACTIVITIES :

Proceeds from issue of share capital	14400	
Proceeds from Application Monies of Share Warrants	28913	
New Term Loans raised during the year	48228	
Increase in working capitals	81645	
Repayment of Secured Loans	0	
Issue of Debenture	94000	
Payment of Un Secured loan	24470	
Capital Subsidy received	7500	
Share warrants premium	19223	
Financial expenses paid	28161	

NET CASH PAID FOR FINANCING ACTIVITIES **241278**

1413

NET DECREASE IN CASH AND CASH EQUIVALENTS **1413**

CASH AND CASH EQUIVALENT (OPENING) 3670

CASH AND CASH EQUIVALENT (CLOSING) 2257

for and on behalf of Board
MAN MOHAN MALIK

Place : Dehra Dun

Date : 22.06.2009

Chariman

AUDITOR'S CERTIFICATE

We have verified the above Cash Flow Statement of Himalya International Ltd. derived from the Audited financial statement for the year ended March 31, 2009 and found the same are drawn in accordance therewith and also with the requirements of Clause 32 of the listing Agreements with the stock exchanges

For Anujeet Dandona & Co.
Chartered Accountants

Place : Dehra Dun

Date : 22.06.2009

Anujeet Singh
FCA
Membership No. - 73662

Himalya International Limited

Information required as per part IV of schedule of the Companies Act, 1956.

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

I. REGISTRATION DETAILS:

Registration No. 47399 State Code 55 Balance Sheet 31 03 2009

II. CAPITAL RAISED DURING THE YEAR: (Amount Rs. in '000')

Public issue	Right issue
Nil	Nil
Bonus issue	Private Placement
Nil	14400

**III. POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS:
(Amount Rs. in '000')**

	Total Liabilities	Total Assets
	1137148	1137148
Source of Funds :	Paid up Capital	Reserves & Surplus
	288721	411431
	Secured Loan	Unsecured Loan
	333999	50735
Application of Funds :	Net Fixed Assets	Investment
	599454	142766
	Net Current Assets	Miscellaneous Expenditure
	394835	94

IV. PERFORMANCE OF THE COMPANY: (Amount Rs. in '000')

Turnover	Total Expenditure
669538	526683
Profit before Tax	Profit After Tax
142654	135076
Earning Per Share in Rs.	Dividend Rate
4.68	Nil

V GENERIC NAMES OF TWO PRINCIPAL PRODUCTS/SERVICES OF THE COMPANY:

(as per Monetary Terms)

Item Code	ITC code	Product Description
70951		Mushrooms

As per our report of even date

FOR ANUJEET DANDONA & CO.
Chartered Accountants

M.M. MALIK
CHAIRMAN & MANAGING DIRECTOR

ANUJEET SINGH
FCA

Place : Dehradun
Date : 22.06.2009

SANGITA MALIK
DIRECTOR

HIMALYA INTERNATIONAL LIMITED
Regd. Office : 206, Aggarwal Square Plaza, Pocket-7, Plot No. 9,
Sector-12, Dwarka, New Delhi – 110 075.

ATTENDANCE SLIP

To be handed over at the entrance of the meeting hall

I hereby record my presence at the **18TH ANNUAL GENERAL MEETING OF Himalya International Limited at Centre for Cultural Resources and Training, 15A, Sector-7, Dwarka, New Delhi- 110 075 at 4.00 P.M. on Wednesday, 30th day of October 2009.**

Client ID:

Folio No.

DP ID:

No. of Shares held:

Name of the Shareholder
(Block Letters)

Signature

Name of the Proxy*
(Block Letters)

Signature

* To be filled if Proxy attends instead of member

NOTES

1. Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signature registered with the Company. The admission will, however, be subject to verification of signatures and such other checks, as may be necessary. Under no circumstances will any duplicate slip be issued at the entrance to the meeting hall.
2. **No Gifts/Coupons will be distributed at the meeting.**

HIMALYA INTERNATIONAL LTD

HIMALYA INTERNATIONAL LIMITED
Regd. Office : 206, Aggarwal Square Plaza, Pocket-7, Plot No. 9,
Sector-12, Dwarka, New Delhi – 110 075.

PROXY FORM

**Client
ID:**

Folio No.

DP ID:

No. of Shares held:

I / we _____ of in the District
of _____ being a member / members of the above
named Company hereby appoint _____ of
_____ in the District
of _____ as my proxy to vote for me/us on my/
our behalf at the **18th Annual General of the Company to be held on 30th day, October 2009 at 4.00
P.M.** and at any adjournment thereof.

Signed this _____ day of _____ 2009

Signature _____

Affix
Revenue
Stamp

Note : This form in order to be effective should be duly stamped, completed and signed must be deposited with the Company's Registered Office not less than 48 hours before the time for holding the aforesaid Meeting.

BOOK-POST

If underlivered please return to -

Works : **HIMALYA INTERNATIONAL LIMITED**
VILLAGE SHUBHKHERA, PAONTASAHIB (H.P.) - 173025
DISTT. SIRMOUR (HIMACHAL PRADESH)

REGD. Off. : **No. 206, Aggarwal Square Plaza, Pocket-7**
Plot No.-9, Sector 12, Dwarka New Delhi-110075