

# HIMALYA INTERNATIONAL LIMITED

Reg. Office: E-555, Ist & 2<sup>nd</sup> Floor Palam Extension, Sector - 7, Dwarka, New Delhi-110077

CIN: L51909DL1992PLC047399 Email ID: dgmaf@himalyainternational.com

[www.himalyainternational.com](http://www.himalyainternational.com)

## **POSTAL BALLOT NOTICE** **(Pursuant to Section 110 of the Companies Act, 2013)**

To,

The Members,

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 (“Act”) read with Rule 22 of Companies (Management and Administration) Rules 2014, including any statutory modification or re-enactment thereof for the time being in force, to the shareholders of **HIMALAYA INTERNATIONAL LIMITED** that it is proposed to transact the following special businesses by the shareholders of the Company by passing the Resolutions through Postal Ballot or E-Voting:

### **SPECIAL BUSINESS**

#### **RESOLUTION NO. 1**

##### **Alteration of the Objects Clause of the Memorandum of Association of the Company**

To consider and if thought fit, to pass the following resolution, with or without modification(s), as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, NCT of Delhi & Haryana, to amend the heading of Clause III (A) of the Memorandum of Association by deleting the words ‘The objects for which the Company is established are: (A) The Main Objects to be pursued by the Company on its Incorporation are:’ and substituted by the following words:

(a) *The objects to be pursued by the Company on its incorporation are:-*

and by adding the following object after the existing clause 1 & 2:

3. To develop, invest, undertake and construct housing colonies, real estate projects, Land & Real Estate development on company own land in any part of India To develop 13 hectare of company land on NH-8 near Behror in Rajasthan for Affordable Housing under Govt. of India scheme “Pradhan Mantri Awas Yojana-Housing for all by 2022”.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to take all other steps as may be necessary to give effect to the aforesaid resolution”.

#### **RESOLUTION NO. 2**

##### **Amendments to Clause III (B ) of the Memorandum of Association**

To consider and if thought fit, to pass the following resolution, with or without modification(s), as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 4 & 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, NCT of Delhi & Haryana, to amend Clause III(B) of the objects that are incidental or ancillary to the attainment of the main objects of the Memorandum of Association of Company by deletion of Clause III (B) along with existing sub-clauses 1 - 27 and substitution with the following Clause III (b) with sub-clauses 1 - 49.

(b) *Matters which are necessary for furtherance of the objects specified in clause 3(a) are:-*

1. *To discount bills, advance money on the security of goods lying with or under the control of the Company; to receive goods for sale on consignment basis and to do all other such acts that may be usual or necessary in order to market the same in connection with the main objects of the Company.*

2. *To act as forwarding agents, to insure and underwrite and deal with goods, merchandise or such other properties for the purpose of export or import thereof in connection with the main objects of the Company.*

3. *To purchase, take on lease or otherwise acquire all or any part of the business or undertaking or property and assets of any other such person, firm, company or corporation carrying on similar business and agree to discharge their liabilities and to conduct, carry on or liquidate all or any of such business.*

4. *To take on hire, lease, purchase or acquire by licence or otherwise any lands, plantations, rights over or connected with lands, mills, factories, plants, buildings, works, vessels, boats, launches, lorries, cars, wagons, carts, machinery, apparatus, stock-in trade, rights, privileges and movable or immovable property of any description which may be deemed necessary or convenient for any business of the Company and to pay for the same either in shares of the Company or in cash or partly in shares and partly in cash or otherwise.*

5. *To make, draw, issue, accept, endorse, discount, sell, buy promissory notes, bills of exchange, hundies, cheques, debentures, bonds, coupons and other negotiable instruments and securities and to enter into any other arrangements with persons or companies or others in such manner as may be lawful and for such period as may be expedient to further the interest of the Company.*

6. *Subject to provisions of the Companies Act, 2013 and other applicable provisions, if any, and the Regulations made thereunder and the directions issued by the Reserve Bank of India, to receive money in any manner, with or without interest.*

7. *To indemnify members, officers, directors, secretaries and servants of the Company against proceedings, damages, claims and demands in respect of anything done or ordered to be done by them for and in the interest of the Company or*

- for any loss, damages or misfortunes which may happen in the execution of the duties of their office or in relation thereto.
8. To enter into any arrangements including collaboration with other manufacturers or suppliers in India or abroad, to acquire know-how, patents, trade marks, inventions and licences and concessions and to pay for the same either in cash or by issue of partly paid or fully paid up shares of the Company or by way of recurring royalty payments or share in profits or otherwise as may be agreed upon and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired.
  9. To acquire by purchase, contract, concessional licence, lease or otherwise any lands, mines, quarries, buildings, factories, workshops, godowns, sheds and to construct, assemble, erect, maintain, run and establish factories for making pre-fabricated houses or apartments or structures in connection with the main objects of the Company.
  10. To pay out of the Company's funds all costs and expenses incurred in connection with all matters, preliminary and incidental to the formation, promotion and incorporation of this Company and the costs and expenses incurred in connection with all matters preliminary and incidental to the formation and incorporation of any company which may be promoted by this Company.
  11. To establish agencies or branches in India or elsewhere and to regulate or to discontinue the same and to do all things which the Company lawfully may do as principals, agents, trustees, brokers, contractors or others and to take or otherwise acquire and hold shares in any other such Company having main objects altogether or in part similar to those of this Company.
  12. To enter into partnership or into any arrangement for sharing profits, union of interests or co-operation, joint ventures, reciprocal concession with any person, firm or company carrying on or engaged in any business, which this Company is authorised to carry on and to lend money, to guarantee the contracts of or otherwise acquire and hold shares or securities of any such person, firm or company.
  13. To promote any company or companies for the purposes of acquiring all or any of the property and liability of this company or for any other such purpose connected with the main objects of the Company carried on in pursuance of its aforesaid objects.
  14. To enter into contract with Government, Central or State, Railways, Municipal, Local or such other Authorities or Private parties for the supply of any material or goods for the attainment of the main objects of the Company.
  15. To enter into any arrangements with the Government or other authorities, Municipal, Port Trust, Railways, District or Local Boards, Civil and Military Authorities, that may seem conducive to the Company's main objects or any of them and to obtain from any such Government or such other authorities any rights, privileges and concession which the Company may think desirable.
  16. To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit the employees or ex-employees of the Company (or its predecessors in the business) or the dependants or connections of such persons and to grant pensions and allowances and to make payments towards employee welfare schemes and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects.
  17. To float, promote, form, subsidise and assist limited companies or other companies, syndicates or firms or associations for the prosecution or execution of undertakings, works, projects or enterprises of any description in connection with the main objects of the Company.
  18. To open any kind of account in any bank and to make, accept and endorse and execute promissory notes, bills of exchange and such other negotiable instruments of all types in connection with the main objects of the Company.
  19. Subject to provisions of the Companies Act, 2013 and other applicable provisions, if any, and regulations made thereunder and directions issued by the R.B.I. to borrow or raise money in such other manner as the Company shall think fit, in particular by the issue of debentures or debenture stock, perpetual or otherwise charged upon all or any of the Company's property (both present and future), including its uncalled capital and to redeem or pay any such securities in connection with the main objects of the Company.
  20. To establish, provide, maintain and conduct or otherwise subsidise in India or any part of the world, education and training institutions, research laboratories and experimental workshops for scientific and technical researches and experiments, to undertake and carry on scientific and technical researches, experiments and tests of all kinds, to promote studies and researches and scientific and technical investigations by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing or contributing to the remuneration of scientists and technical professors or teachers and by providing or contributing to the award of scholarships, prizes, grants to students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any business which the Company is authorised to carry on and to enter into any arrangements with Government or any other such party for the purposes aforesaid.
  21. To buy or generate for the purpose of the main objects of the Company steam, heat, light, electricity, gas or any other such power and to process all products resulting from or ancillary to such business and making of gas, to convert the same into saleable materials such as coke, road-tar, creosote oil, phenols, carbolic acid and such other chemical or residual products and by-products and to otherwise deal with and to dispose of the same and to take all steps incidental or necessary in respect of the same.
  22. To acquire from any person or any sources, technical information, knowhow, data, processes, formulae, techniques and methods, engineering, manufacturing and operating data plans, layouts, blue prints and such other data for the installation, erection and consultancy, maintenance, operation of the plant, machinery, equipment and facilities whatsoever required for attaining the main objects of the Company and to acquire any grant or licence and such other rights and benefits in connection therewith
  23. To act as consultants in order to provide technical information, knowhow, data, processes, formulae, techniques and methods, engineering, manufacturing, services, data plan, layouts, blue prints and such other data for the installation, erection and consultancy, maintenance and operation of any plant, machinery, equipment and facilities whatsoever required and to sub-licence any person, party, company, corporation, Government or Semi-Government institution or any body else in connection with the main objects of the Company.

24. *To purchase, take on lease, or otherwise acquire the undertaking, business and property or any part thereof of any company or companies carrying on business in India or elsewhere which this Company is entitled to undertake.*
25. *To enter into contracts, agreements and arrangements with any other such company, firm or person for the carrying out by such other company, firm or person on behalf of the Company any of the main objects for which this Company is formed.*
26. *To import, export, deal in or prepare for market, revise, clean, restore, recondition, treat and otherwise manipulate and deal and turn to account by any process or means, by products, re-use and waste, and other products capable of being manufactured or produced out of or with the use of all or any raw materials, ingredients, substances or commodities used in the manufacture of all or any of the products which the Company is entitled to manufacture or deal in and to make such other use of the same as may be thought fit for the attainment of the main objects of the Company.*
27. *To repair, alter, remodel, clean, renovate, convert, manipulate and prepare for sale or otherwise any goods belonging to the Company.*
28. *To employ experts to investigate into and examine the conditions, prospects, value, character and circumstances of any business concerns and undertakings and of any assets, property or rights for the attainment of the main objects of the company.*
29. *To carry on any business or branch of a business of which this Company is authorised to carry on through the agency of any subsidiary company or companies and to enter into any arrangement with such subsidiary company or companies for taking the profits and bearing the losses of any business or branch of business so carried on or for financing any such subsidiary company or guaranteeing its liabilities, or to make any business or branch of business so carried on at any time, and either temporarily or permanently to close any such branch of business.*
30. *To buy foreign exchange in all lawful ways in compliance with the relevant laws of India and of the foreign country concerned in that behalf for the attainment of main objects of the Company.*
31. *To let on lease or to sell or otherwise dispose of any property belonging to the Company and to sell, lease, grant licences, easements and such other rights over and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof, for such consideration as the Company may think fit and in particular for shares, debentures or securities of any such other company related thereto.*
32. *Subject to provisions of the Companies Act, 2013 and other applicable provisions, if any, to amalgamate with any other such company whose objects are similar to those of this Company whether by sale or purchase of fully or partly paid up shares or otherwise of the undertaking or any such other company as aforesaid with or without winding up or by sale or purchase of all or a controlling interest in the shares or stock of such other company as aforesaid or in any such other manner of all types.*
33. *Subject to provisions of the Companies Act, 2013 and other applicable provisions, if any, to place, to reserve to distribute as dividend or bonus or bonus shares among the members or otherwise to apply, as the Company may from time to time, think fit, any moneys belonging to the Company including those received by way of premium on shares or debentures issued by the Company at a premium and any moneys received in respect of dividend accrued on forfeited shares and money arising from the re-issue by the Company of forfeited shares.*
34. *To apply for purchase or otherwise acquire, prolong and renew, in any part of the world, any patents, patent rights, invention, trade marks, licences and concessions and the like conferring any exclusive or non-exclusive or limited right to their use or any secret or such other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights and information so acquired and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.*
35. *To make payments to such persons or institutions either in cash or any other such assets, as may be thought directly or indirectly conducive to any of the Company's main objects or otherwise expedient and in particular to remunerate any persons or corporations introducing business to the Company and also to subscribe, contribute or otherwise assist or guarantee money for charitable, scientific, religious or benevolent, national, public, cultural, educational or other institutions or objects and to establish and support or aid in the establish and support of associations, institutions, funds, trusts and conveniences for the benefit of the employees or ex-employees (including Directors) of the Company or its predecessors in business or of persons having dealing with the Company or the dependents, relatives or connections of such persons and, in particular, friendly or other benefit societies and to grant pensions, allowances, gratuities and bonus, either by way of annual payments or a lump sum and to make payments towards any welfare or protection scheme and to form and contribute to provident funds and such other welfare funds of or such persons.*
36. *To refer or agree to arbitration in India or outside India any claim, demand, dispute or any other question by or against the Company or in which the Company is interested or concerned and whether between the Company and its member or members or their representatives or between the Company and third parties and to observe and perform and to do all acts, deeds, matters and things required to carry out or enforce the award.*
37. *To pay for any rights or property acquired by the Company and to remunerate any persons or company for services rendered or to be rendered in or about the formation or promotion of the Company or the acquisition of property by the Company or the conduct of its main objects whether by cash payment or by the allotment of shares, debentures or such other securities of the Company, credited as paid up in full or in part or otherwise.*
38. *To adopt such means of making known the business of the Company as may seem expedient and in particular, by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, and rewards.*
39. *To deal with the money of the Company not immediately required in such manner, as may, from time to time, be determined and to lend on mortgage of immovable property or on hypothecation or pledge of movable property with or without security.*
40. *To undertake and execute any trust (including the office of executors, administrator, receiver or liquidator) the undertaking of which may seem to the Company desirable and either gratuitously or otherwise and vest any real or*

personal property, rights or interest acquired by or belonging to the Company in any person or Company on behalf of or for the benefit of the Company with or without any declared trust in favour of the Company.

41. To distribute among the members in the event of winding up in specie or otherwise any property of the company or any proceeds of sale on disposal of any property of the Company but so that no distribution amounting to a reduction of capital be made except with sanction (if any) for the time being required by the Companies Act, 2013 and other applicable provisions if any.

42. To insure the whole or any part of the property of the Company, either fully or partly, and to protect and indemnify the Company from liability or loss in any respect.

43. To procure the Company to be registered or recognised under the laws of land in any part of the world and to exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in India and in any or all States and Union Territories thereof and in any or all foreign countries and for this purpose to have and maintain and to discontinue such number of offices and agencies therein as may be convenient.

44. To undertake, carry out, promote and sponsor any activity for publication of any book, literature, newspapers or for organising lectures, conferences or seminars, workshops, training programmes or for giving merit awards, scholarships, loans or any such other assistance to institutes, deserving students or such other scholars, consultants or persons.

45. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any special or such other fund whether for depreciation or for repairing, improving or maintaining any of the property of the Company or for redemption of debentures or redeemable preference shares or for special dividends or equalising dividends or for any other such purposes and to transfer any such fund or part thereof to any of the other such funds herein mentioned.

46. To guarantee the performance of any contract or obligations and the payment of money or dividends and interest in any stock, shares or securities of any company, corporation, firm or person in any case in which such guarantee may be considered directly or indirectly to further the main objects of the Company.

47. To guarantee the payment of money unsecured or secured or payable under or in respect of promissory notes, bonds, debenture stock, contract, mortgage, charges, obligations, instruments and securities of any company or of any authority, supreme, municipal, local or of any person incorporated or not incorporated and to guarantee or become surety for performance of any contract or obligations as may be necessary for its objects.

48. To adopt, carry out or give effect to any pre-incorporation or post-incorporation agreements, arrangements or any modifications and amendments thereto, entered into by the promoters with any person on behalf of the Company for promotion of the Company or in respect of any matters concerning the affairs and business of the Company.

49. To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to take all other steps as may be necessary to give effect to the aforesaid resolution".

### **RESOLUTION NO. 3**

#### **Deletion of the Other Objects Clause of the Memorandum of Association of the Company**

To consider and if thought fit, to pass the following resolution, with or without modification(s), as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 4 & 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, NCT of Delhi & Haryana, to delete/remove the Other Objects Clause of the Memorandum of Association of the Company by completely deleting Clause III(c) Other Objects along with sub- clauses 1 to 69."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to take all other steps as may be necessary to give effect to the aforesaid resolution."

### **RESOLUTION NO. 4**

#### **AMENDMENT OF THE LIABILITY CLAUSE OF THE MEMORANDUM OF ASSOCIATION:**

To consider and if thought fit, to pass the following resolution, with or without modification(s), as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 4 & 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, NCT of Delhi & Haryana, to amend Clause IV of the Memorandum of Association by replacing the existing Clause IV with the following new Clause IV:

IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to take all other steps as may be necessary to give effect to the aforesaid resolution."

### **RESOLUTION NO. 5**

#### **ADOPTION OF NEW ARTICLES OF ASSOCIATION AS PER COMPANIES ACT, 2013:**

To consider and if thought fit, to pass the following resolution, with or without modification(s), as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made there under (including any statutory modifications or re-enactment thereof for the time being in force), approval of the Members of the Company be and is hereby accorded to adopt the new set of Articles of Association, as per Draft Regulations submitted to this meeting and for the purpose of identification initialled by the Chairman thereof, in place of existing Articles of Association.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all other steps as may be necessary to give effect to the aforesaid resolution”.

By Order of the Board  
**For Himalaya International Limited**

Place: New Delhi  
Date: 05.12.2015

Manmohan Malik  
Director  
DIN : 00696077

**NOTES-**

1. An explanatory statement pursuant to Section 102 of the Act, setting out material facts and reasons for the proposed Special resolutions are appended herein below.
2. Pursuant to the provisions of Section 110 of the Act read with the Companies (Management and Administration) Rules 2014, a company is mandatorily required to, in case of certain prescribed items of special business and has an option to in case of other items of special business, seek the approval of the shareholders to certain resolution(s) through Postal Ballot, instead of getting it passed at a General Meeting. Accordingly, your approval is sought for the resolutions contained in this Notice through Postal Ballot.
3. M/s Himanshu Sharma & Associates, Practicing Company Secretary, ACS No. 27235 has been appointed as Scrutinizer for conducting the postal ballot process in accordance with the Act and the Rules made thereunder and in a fair and transparent manner.
4. As per section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of the Postal Ballot may be served on the members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with the Postal Ballot Form by post.
5. The Postal Ballot Notice is being sent to all the shareholders whose names appear on the Register of Members/list of Beneficial Owners, as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on **11<sup>th</sup> December 2015**
6. A Postal Ballot Form and a postage prepaid self-addressed business reply envelope are attached to this Notice. The self-addressed envelope bears the address to which duly completed Postal Ballot Form is to be sent.
7. In compliance with the provisions of Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, and Clause 35B of the Listing Agreement with the Stock Exchange, the Company has also extended e-voting facility as an alternate, for its shareholders to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. Details of e-voting facility are specified under instructions to the Postal Ballot Form.
8. The shareholders who do not receive the Postal Ballot Form may apply to the Company to receive the duplicate thereof.
9. The Scrutinizer will submit his final report to the Chairman as soon as possible after the last date of receipt for postal ballot forms but not later than the close of working hours of **27<sup>th</sup> January, 2016**
10. The results of the voting by Postal Ballot will be declared at the registered office of the Company at E - 555, 1st & 2nd Floor, Palam Extension, Sector - 7, Dwarka, New Delhi-110077. The results will also be posted on the website of the Company [www.himalyainternational.com](http://www.himalyainternational.com) and by way of intimation to the Stock Exchanges on which the Company is listed. The date of declaration of postal ballot results will be taken as the date of passing the resolution.
11. The Notice of Postal Ballot is placed on the website of the Company [www.himalyainternational.com](http://www.himalyainternational.com).

**(3) VOTING THROUGH ELECTRONIC MEANS**

The Company has engaged Central Depository Services (India) Limited as the authorized agency to provide e-voting facility.

The instructions for shareholders voting electronically are as under:

- i. The remote e-voting period begins on Tuesday 22nd December 2015 at 9.00 AM and ends on Wednesday 20<sup>th</sup> January 2016 at 5.00 PM. During this period shareholder's of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 15<sup>th</sup> December 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Log on to the e-voting website: [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- iii. Click on Shareholders tab.
- iv. Select the "Himalya International Limited" from the drop down menu and click on submit
- v. Now Enter your User ID
  - a. For CDSL : 16 digits beneficiary ID,
  - b. For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in physical form should enter Folio Number registered with the Company. Next enter the verification code as displayed and click on login.
  - d. Next enter the image verification code as displayed and click on Login
- vi. If you are holding demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote on an earlier voting or any company, then your existing password is to be used.
  - i. If you are a first time user follow the steps given below:

For members holding shares in a demat form and physical form

PAN\* Enter your 10 digit alpha-numeric \*PAN issued by Income Tax Department (in capital)(applicable for both demat shareholders as well as physical shareholders).

Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their

- name in followed by 8 digits folio no. in the PAN field.
- In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in Capital Letters. E.g. if your name is Rajesh Kumar with folio number 1 then enter RA00000001 in the PAN field.
- DOB\* Enter the Date of Birth as recorded in the Demat account/company records for the said folio in dd/mm/yyyy format.
- Dividend Bank Please enter the Dividend Bank details as recorded in your demat account or in the company records for the said demat account or folio.
- Bank Please enter the DOB or dividend bank details in order to login. In case both the details are not recorded with the depository and company
- Details\* please enter the member ID/Folio No. in the dividend bank details field.
- viii. After entering these details appropriately, click on "SUBMIT" tab.
  - ix. Members holding shares in physical form will then reach directly to the EVSN Selection Screen. However, members holding shares in demat form will now directly reach the 'Password Creation' menu wherein they are required to be mandatorily enter their login password in the new password field. Kindly note that this new password is to be used by the demat holders for voting for Resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - x. For Members holding shares in Physical form the details can be used only for e-voting on Resolutions contained in this notice.
  - xi. Click on the EVSN for Himalya International Limited on which you choose to vote.
  - xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
  - xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolutions Details.
  - xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
  - xv. Once you "CONFIRM" your vote on the resolution you will not be allowed to modify your vote.
  - xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
  - xvii. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - xviii. Note for Non-Individual Shareholders and Custodians:
    - Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
    - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
    - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on and then cast their vote on.
    - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
    - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - xix. Pursuant to Section 107 of the Act read with rule 20 of the Companies (Management and administration) Rules, 2014, there will not be voting by show of hands on any of the agenda items at the meeting and poll will be conducted in lieu of thereof.
    - ii. M/s Himanshu Sharma & Associates, Practicing Company Secretary, New Delhi has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the vote in the presence of atleast two (2) witnesses not in the employment of the Company and will make a Scrutinizes Report of the Votes cast in favour or against, if any, and submit it forthwith to the Chairman of the Company.
    - (A) In the event of Poll, Please note that the members who have exercise their right to vote through electronic means as above shall not be eligible to vote by way of poll at the meeting. The poll process shall be conducted and report thereon shall be prepared in accordance with Section 109 of The Companies Act, 2013 read with relevant rules. In such an event, Votes cast under poll taken together with the voted cast through e-voting shall be counted for the purpose of passing the Resolution(s). No voting by show of hands will be allowed at the meeting.
    - (B) The Results of the resolution passed at the AGM of the company will be declared within 48 hours from the conclusion of AGM. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.himalyainternational.com](http://www.himalyainternational.com) and on the website of CDSL and will be communicated to all the Stock Exchanges(s).
    - (C) Members holding equity shares in electronic form and proxies thereof are requested to bring their DP ID and Client ID for identification.
    - (D) Shareholders holding shares in physical form are requested to provide the requisite information as per format given below by post or e-mail to:

BEETAL Financial & Computer Services Pvt Ltd.  
 BEETAL HOUSE, 3rd Floor, 99, Madangir, behind LSC,  
 New Delhi - 110062 Ph. 011-29961281-283 Fax 011-29961284  
 Email: [beetalrta@gmail.com](mailto:beetalrta@gmail.com)

#### **EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013**

As required by 102(1) of the Companies, Act, 2013, the following Explanatory Statement sets out all material facts relating to the business mentioned under Resolution no. 1 - 5 of the accompanying notice dated 05/12/2015

#### **Resolution no. 1**

In order to comply with the provisions in Table A of Schedule I of the Companies Act, 2013, the heading of Clause III (a) needs to be altered. The modification in the Memorandum of Association is being carried out to give effect to the above provisions of the Companies Act, 2013.

The Company also proposes to undertake the activity of Real Estate development activities. To enable the Company to commence the aforesaid business, it is proposed to amend the Objects under the Objects Clause of the Memorandum of Association of the Company, by the insertion of sub-clause 3 after the existing sub-clauses 1 & 2 as stated in the Resolution in the annexed notice

Consent of the shareholders by passing a Special Resolution is required in this regard.

The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution.

**Resolution no. 2**

With the passing of Companies Act, 2013, the Company needs to amend the clause III(b) relating to Incidental or Ancillary Objects of the Company. The modification in the Memorandum of Association is being carried out to give effect to the above provisions of the Companies Act, 2013. Consent of the shareholders by passing a Special Resolution is required in this regard.

The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution.

**Resolution no. 3**

In order to comply with the provisions of Section 4(1)(c), 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to delete the Other Objects Clause from the Memorandum of Association. The modification in the Memorandum of Association is being carried out to give effect to the above provisions of the Companies Act, 2013. Consent of the shareholders by passing a Special Resolution is required in this regard.

The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution.

**Resolution no. 4**

In order to comply with the provisions of Section 4(1)(d)(i), 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to alter the Liability Clause of the Memorandum of Association. The modification in the Memorandum of Association is being carried out to give effect to the above provisions of the Companies Act, 2013. Consent of the shareholders by passing a Special Resolution is required in this regard.

The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution.

**Resolution no. 5**

The existing Articles of Association (AoA) is based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013.

The Companies Act, 2013 is now largely in force. On 12th September, 2013 the Ministry of Corporate Affairs ("MCA") had notified 98 sections for implementation and subsequently, on 26th March, 2014 MCA notified most of the remaining sections (barring those provisions which require sanction/ confirmation of the National Company Law Tribunal). However, substantive sections of the Companies Act, 2013 which deals with the general working of Companies stand notified.

In order to make the Articles of Association of the Company in tandem and to comply with the relevant sections/provisions under the Companies Act, 2013 and rules made thereof, it is proposed to replace the existing Articles of Association of the Company by a new set of Articles. Accordingly, in lieu of amendments to various articles in the existing Articles of Association, it is considered prudent and desirable to adopt a new set of Articles of Association of the Company, in substitution for, and to the exclusion of the existing Articles of Association of the Company. Pursuant to Section 14 of the Companies Act, 2013, the consent of the members of the Company by way of a Special Resolution is required for adoption of a new set of Articles of Association of the Company. Accordingly, this matter has been placed before the Members for approval.

The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution.

A copy of the new set of Articles of Association of the Company proposed to be adopted together with the propose alterations would be available for inspection by the members at the Registered office of the Company during business normal hours on any working day, excluding Sunday.

***Disclosure in terms of Section 102 of the Companies Act, 2013***

i. None of the Promoters, Directors, Manager, Key Managerial Personnel of the Company, and/or their relatives, are deemed to be concerned or interested in the proposed Resolutions except to the extent of their shareholding in the Company.

ii. All the relevant documents in respect of accompanying notice for Resolution Nos. 1 - 5 are open for inspection at the Registered Office of the Company during business normal hours on any working day, excluding Sunday.

You are requested to communicate your assent or dissent for the aforesaid resolution, in accordance with the instructions set out herein.

By Order of the Board  
**For Himalaya International Limited**

Place: New Delhi  
Date: 05.12.2015

Manmohan Malik  
Director  
00696077



# **HIMALYA INTERNATIONAL LIMITED**

Reg. Office: E-555, 1st & 2<sup>nd</sup> Floor Palam Extension, Sector - 7, Dwarka, New Delhi-110077

CIN: L51909DL1992PLC047399 Email ID: dgmaf@himalyainternational.com

[www.himalyainternational.com](http://www.himalyainternational.com)

## **INSTRUCTIONS**

- 1.** The members are requested to carefully read the instructions printed in the Postal Ballot form and return the Postal Ballot form duly completed with the assent (for) or dissent (against), in the enclosed self addressed business-reply envelope so as to reach to the scrutinizer, on or before the closing of working hours i.e. 5.00 P.M on Wednesday, 20<sup>th</sup> day of January, 2016 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member.
- 2.** Postage will be borne and paid by the Company. However, envelope containing postal ballot, if sent by courier at the expense of the Members/shareholders, will also be accepted. Voting by electronic means shall also be admissible for this purpose.
- 3.** The self-address business-reply envelope addresses the Scrutinizer appointed by the Board of Directors of the Company.
- 4.** This form should be completed and signed by the shareholder. In case of joint share holding, this Form should be completed and signed (as per the specimen signature registered with the Company/Depository Participants) by the first named Member and in his absence, by the next named Member. Joint shareholders shall be counted as single shareholder when voting right is considered.
- 5.** Unsigned/incomplete/defaced/mutilated Postal Ballot Form will be rejected.
- 6.** Voting rights shall be reckoned only on the fully paid up shares registered in the name of the Member as on the date of dispatch on Notice of Postal ballot.
- 7.** In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should also be accompanied by certified true copy of Board Resolution/Letter of Authority delegating requisite power to the person to cast vote on the Postal Ballot Form.
- 8.** Member is requested not to send any other matter along with the Postal Ballot Form. If any extraneous materials/papers are found, the same will be destroyed by the Scrutinizer.
- 9.** Member is requested to fill the Postal Ballot Form with indelible ink pen (and avoid filling it by using erasable writing medium/s, e.g. pencil etc.)
- 10.** The right of voting by Postal Ballot shall not be exercised by a proxy.
- 11.** Votes of the Members from whom no Postal Ballot Form is received or is received after the stipulated time, as mentioned in the instruction number 1 of this leaf, shall not be counted for the purpose of the passing the Resolutions.
- 12.** The Scrutinizer's decision on the validity of a Postal Ballot will be final.



# HIMALYA INTERNATIONAL LIMITED

Reg. Office: E-555, 1st & 2<sup>nd</sup> Floor Palam Extension, Sector - 7, Dwarka, New Delhi-110077

CIN: L51909DL1992PLC047399 Email ID: dgmaf@himalyainternational.com

[www.himalyainternational.com](http://www.himalyainternational.com)

## POSTAL BALLOT FORM

(Please read the instructions carefully before filling this form)

Serial No.

1. Name(s) of Shareholder(s)/ Beneficial owner :  
(including joint holders, if any,)

2. Registered address of the sole/first named:  
Member/Beneficial Owner

3. Registered Folio no./DP ID\*/Client ID\*:  
(\*applicable to investors holding shares  
in dematerialized form)

4. No. of shares held:

I/We hereby exercise my/our votes in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice of Postal Ballot dated 5<sup>th</sup> December, 2015 by sending my/our assent or dissent to the said Special Resolutions by placing the (√) mark at the appropriate box below (tick in both boxes for the same resolution, will render the ballot invalid):

Sr. no.	Particulars	No. of Shares	(FOR) I/We assent to the Resolution	(AGAINST) I/We dissent to the Resolution
1.	Special Resolution under Section 4 & 13 of Companies Act, 2013 for alteration in object clause (clause III (A)) of Memorandum of Association of the Company.			
2.	Special Resolution under Section 4 & 13 of Companies Act, 2013 to amend Clause III (B) of the Memorandum of Association.			
3	Special Resolution under Section 4 & 13 of Companies Act, 2013 to delete the Other Objects (Clause III (C)) of the Memorandum of Association of the Company			
4.	Special Resolution under Section 4 13, Amendment of the liability clause of the memorandum of association of the company			
5.	Special Resolution under Section 14 for adoption of new set of article of Association of the company.			

Place:

Date:

\_\_\_\_\_  
Signature of the Member/ Beneficial Owner

### Note:

1. Please read the instructions overleaf before exercising your vote.
2. Last day for the receipt of Postal Ballot Forms by Scrutinizer is 20<sup>th</sup> January, 2016