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**ANNUAL  
REPORT  
2014-15**

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**HIMALAYA GRANITES LIMITED**





## CORPORATE INFORMATION

### BOARD OF DIRECTORS

Mr. Saurabh Mittal, Non-Executive Chairman  
Mr. Ramesh Kumar Haritwal, Managing Director & CEO  
Mr. Beni Gopal Saraf, Independent Director  
Mr. Mahesh Kumar Malpani, Independent Director  
Mr. Pradip Manharlal Domadia, Independent Director  
Ms. Mathangi Ramanujam, Non-Executive Director

### AUDIT COMMITTEE

Mr. Mahesh Kumar Malpani, Chairman  
Mr. Ramesh Kumar Haritwal  
Mr. Beni Gopal Saraf

### AUDITORS

M/s. D. Dhandaria & Company  
Thana Road, Tinsukia, Assam - 786125

### STAKEHOLDERS' RELATIONSHIP COMMITTEE

Mr. Beni Gopal Saraf, Chairman  
Mr. Mahesh Kumar Malpani

### REGISTRARS & SHARE TRANSFER AGENTS

M/s. S.K. Infosolutions Pvt. Ltd.  
34/1A, Sudhir Chatterjee Street  
Kolkata - 700 006  
Phone : (033)2219-4815/6797  
Fax : (033) 2219-4815

### NOMINATION & REMUNERATION COMMITTEE

Mr. Pradip Manharlal Domadia, Chairman  
Mr. Mahesh Kumar Malpani  
Mr. Beni Gopal Saraf

### REGISTERED OFFICE

Panchalam Village, Melpettai Post, Tindivanam,  
Tamilnadu-604 307  
CIN: L13206TN1987PLC015161  
Telefax: 044-26693378  
Website: www.hgl.co.in  
Email: prakash.biswal@greenlam.com

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## NOTICE

**NOTICE** is hereby given that the 27th Annual General Meeting of the members of the Company will be held on Wednesday, 30th September, 2015 at 1:00 P.M. at the Registered Office of the Company at Panchalam Village, Melpettai Post, Tindivanam, Tamilnadu - 604 307 to transact the following businesses:

### Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2015 including the Audited Balance Sheet as at March 31, 2015 and Statement of Profit & Loss 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 Mr. Ramesh Kumar Hartiwal (DIN: 01486666), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
3. To ratify the appointment of auditors and fix their remuneration and in this connection, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Sections 139, 141, 142 and other applicable provisions of the Companies Act, 2013 and the allied rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to ratify the appointment of M/s. D. Dhandaria & Company, Chartered Accountants (Registration No. 306147E), as Statutory Auditors of the Company to hold office from conclusion of 27th Annual General Meeting (AGM) till the conclusion of the 28th AGM, at such remuneration as may be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee, in addition to the reimbursement of all out-of-pocket expenses in connection with the audit of the financial statements of the Company for the financial year ended March 31, 2016.”

### Special Business:

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the allied rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), Ms. Mathangi Ramanujam (DIN : 07095686), who was appointed as an Additional Director of the Company with effect from 13th February, 2015 in accordance with Section 161 of the Act and the Articles of Association of the Company and who holds office only up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing her candidature for the office of director of the Company, be and is hereby appointed as a director of the Company whose period of office shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** Mr. Saurabh Mittal, Non-Executive Chairman and Mr. Ramesh Kumar Haritwal, Managing Director & CEO of the Company be and are hereby severally authorized to take such steps expedient or desirable to give effect to this resolution.”

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** Pursuant to the provisions of Section 196, 197 and 203 read with Part I and Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) and applicable clauses of the Articles of Association of the Company, approval of the members



of the Company be and is hereby accorded to the re-appoint Mr. Ramesh Kumar Haritwal, (DIN : 01486666) Managing Director & CEO of the Company for a period of 3 (three) years with effect from 1st June, 2015 to 31st May, 2018 on the terms and conditions including remuneration as mentioned below.

**Salary & Perquisites:**

He shall be entitled to the following remuneration and perquisites:

1	Salary: Rs. 131530/- per month w.e.f. 1st June, 2015.
2	Reimbursement of medical expenses incurred in India or abroad including hospitalization, nursing home and surgical charges for himself and family subject to ceiling of one month's salary in a year.
3	Reimbursements of actual travelling expenses for proceeding on leave with family to anywhere in India or abroad as per rules of the Company.
4	Reimbursement of membership fees for a maximum of two clubs.
5	Personal accidents and Mediclaim Insurance Policy, premium not to exceed Rs. 50,000/- per annum.
6	Car, Telephone, Cell Phone, PC shall be provided and their maintenance and running expenses shall be met by the Company. The use of above at residence for official purpose shall not be treated as perquisites.
7	Other benefits like Gratuity, Provident Fund, Leave etc. as applicable to the employees of the Company.

**Other Terms and Conditions:**

1. The terms and conditions of appointment of Managing Director may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and within applicable limits of Companies Act, 2013.
2. No sitting fees will be paid to the Managing Director for attending meeting of the Board of Directors or any committee thereof.
3. His office shall be liable to determination by retirement of directors by rotation.
4. The appointment may be terminated by either party by giving three months' notice of such termination or salary in lieu thereof or by mutual consent."

**RESOLVED FURTHER THAT** Mr. Saurabh Mittal, Non-Executive Chairman of the Company be and is hereby authorized to take such steps expedient or desirable to give effect to this resolution."

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

**Ramesh Kumar Haritwal**  
Managing Director & CEO

Place : Kolkata  
Dated : 30th May, 2015

**Registered Office :**  
Panchalam Village  
Melpettai Post, Tindivanam,  
Tamilnadu - 604 307

**NOTES :**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, with respect to the Special Business as set out in Item No. 4 & Item No. 5 is annexed hereto.
2. A member entitled to attend and vote at the Annual General Meeting (the "Meeting/AGM") is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. The instrument appointing the proxy, in order to be effective, should be deposited, duly completed and signed, at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A proxy form is attached herewith.  
A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. The proxy holder shall prove his identity at the time of attending the Meeting.
4. When a member appoints a proxy and both the member and proxy attend the meeting, the proxy stands automatically revoked.
5. Requisition for inspection of proxies shall have to be made in writing by members entitled to vote on any resolution three days before the commencement of the meeting.
6. Proxies shall be made available for inspection during twenty four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting.
7. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a duly certified copy of the Board Resolution authorizing such person to attend and vote on their behalf.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. Pursuant to the applicable provisions of the Companies Act, 1956 and Companies Act, 2013, the final dividend for the year ended 31st March, 2007 remaining unpaid or unclaimed for a period of seven years from the date of transfer of the same to the unpaid dividend account, has been transferred to the Investor Education and Protection Fund established by the Central Government. No claim shall lie against the Investor Education and Protection Fund or the Company in respect of individual amount(s) so credited to the Investor Education and Protection Fund.
10. The Register of Members and Share Transfer Books of the Company will remain closed from 24th September, 2015 to 25th September, 2015 (both days inclusive) for the purpose of Annual General Meeting of the Company.
11. Members holding shares in demat mode may kindly note that any request for change of address or change of Email ID or change in bank particulars/mandates or registration of nomination are to be instructed to their Depository Participant only, as the Company or its Registrars and Share Transfer Agents cannot act on any such request received directly from the Members holding shares in demat mode.
12. Members holding shares in physical form are requested to lodge share transfer, transmission and intimate changes, if any, in their registered address, bank account and mandate details, residential status etc. quoting their folio number(s) to Company's Registrar and Share Transfer Agent. Members are requested to note that as per the circular of Securities and Exchange Board of India (SEBI), for transfer of shares in physical form of listed companies, it shall be mandatory for the transferee(s) to furnish copy of PAN card to the Company/Registrar and Share Transfer Agent for registration of such transfer of shares.
13. Queries on accounts and operation of the Company, if any, may please be sent at the registered. Office of the Company at Panchalam Village, Melpettai Post, Tindivanam, Tamilnadu-604 307, at least seven days in advance of the meeting so that the answers may be made readily available at the meeting.
14. Members are requested to contact the Share Transfer Agents M/s. S. K. Info solutions Pvt. Ltd., 34/1A, Sudhir Chatterjee Street, Near Girish Park Metro Station, Kolkata-700 006, Phone: (033) 2219-4815/6797, Fax: (033) 2219-4815 for reply to their queries/redressal of complaints, if any.
15. Members are requested to bring their attendance slip duly signed as per the specimen signature recorded with the Company for admission into the Meeting Hall along with their copy of annual report to the meeting.
16. Members may avail the facility of nomination by nominating a person to whom their shares in the Company shall vest in the event of their death. The prescribed form can be obtained from the Company's Registrar and Share Transfer Agent.



17. Members who hold shares in physical form in multiple folios in identical names or joint names in the same order of names are requested to send the share certificates to the Company's Registrar and Share Transfer Agent for consolidation into single folio.
18. Since securities of the Company are traded compulsorily in dematerialized form as per SEBI mandate, members holding shares in physical form are requested to get their shares dematerialized at the earliest.
19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrars and Share Transfer Agents, M/s. S. K. Info solutions Pvt. Ltd.
20. Electronic copy of the Annual Report 2015, Notice of the aforesaid AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the Members whose email IDs are registered with the Company's Registrar and Share Transfer Agents/Depository Participants(s) for communication purposes unless any Member has requested for a hard copy of the same. The physical copies of the Notice of the aforesaid AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to the Members of the Company who have not registered their e-mail address in the permitted mode.
21. In keeping with the Ministry of Corporate Affairs' Green Initiative measures, the Company hereby requests the Members who have not registered their email addresses so far, to register their email addresses for receiving all communication including annual report, notices, circulars etc. from the Company electronically.
22. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 read with Rules issued thereunder are open for inspection by the Members at the registered office of the Company on all working days, except Saturdays, between 11:00 a.m. and 1:00 p.m. and also at the AGM. Further, the Notice for this 27th AGM along with requisite documents and the Annual Report for the financial year ended 2014-15 shall also be available on the Company's website, [www.hgl.co.in](http://www.hgl.co.in). Further, the notice received under Section 160 of Companies Act, 2013 will be put up on the website of the Company up to the date of the Meeting.
23. In accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and applicable provisions of the listing agreements with Stock Exchanges, the Company has engaged the services of CDSL to provide the facility of voting by electronic voting system to all the Members to enable them to cast their votes electronically in respect of all the businesses to be transacted at the aforesaid Meeting. The facility of casting the votes by the members using such electronic voting system from a place other than venue of the AGM ("remote e-voting") is being provided by CDSL.
24. The facility for voting through Poll/Ballot Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through Poll/Ballot Paper. The facility for voting by electronic voting system shall not be made available at the AGM of the Company.
25. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again or change it subsequently.
26. The e-voting facility will be available during the following voting period.
  - i. Commencement of remote e-voting: From 10.00 a.m. IST of 27th September, 2015
  - ii. End of remote e-voting: Up to 5.00 p.m. IST of 29th September, 2015
27. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 23rd September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter and the facility will be blocked forthwith.
28. The process and manner for remote e-voting are as under:
  - (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
  - (ii) Click on "Shareholders" tab.
  - (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"



- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on attendance slip indicated in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<ul style="list-style-type: none"> <li>• Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</li> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holder for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Himalaya Granites Limited, on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.





- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
  - After receiving the login details they have to create a ‘compliance user’ which would be created using the admin login and password. The ‘compliance user’ would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to helpdesk.evoting@cdslindia.com.
29. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date.
  30. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of the Meeting and holding shares as of the cut-off date i.e. 23rd September, 2015, needs to refer the instruction above regarding login ID and password and may contact the Company or RTA for any query or assistance in this regard. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
  31. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
  32. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through Poll/Ballot Paper.
  33. The Company has appointed Mr. Dilip Kumar Sarawagi, Practicing Company Secretary, Proprietor of M/s. DKS & Co., of 173, M. G. Road, 1st Floor, Kolkata – 700 007 as the Scrutinizer to scrutinize the voting and remote e-voting process for the Annual General Meeting in a fair and transparent manner.
  34. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Poll/ Ballot Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
  35. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting within 48 hours of conclusion of the AGM.
  36. The Notice of the AGM shall be placed on the website of the Company and CDSL till the date of AGM. The Results declared, alongwith the Scrutinizer’s Report shall be placed on the Company’s website at [www.hgl.co.in](http://www.hgl.co.in) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchange(s) where the shares of the Company are listed. Further, the results shall be displayed on the Notice Board of the Company at its Registered Office.
  37. The details of director(s) whose appointment/re-appointment is being placed for approval of the shareholders at the ensuing annual general meeting, are provided below:

Name of Director(s)	<b>Mr. Ramesh Kumar Haritwal,</b> Managing Director & CEO	<b>Ms. Mathangi Ramanujam,</b> Non-Executive Director
Director Identification Number (DIN)	01486666	07095686
Age	52 years. (Date of Birth: 1st September, 1963)	49 years. (Date of Birth: 26th January, 1966)
Date of first Appointment	31st May, 2007	13th February, 2015



Expertise in specific functional areas	Mr. Ramesh Kumar Haritwal has vast experience in the Granite Industry. He also possesses knowledge in the area of finance, administration and marketing.	Ms. Mathangi Ramanujam possesses over 20 years of experience in human resource and administration. She is the only woman director in the Board of the Company.
Qualification	B.Com.	MBA
Terms and conditions of appointment / re-appointment	Reappointed for three years w.e.f. June 01, 2015	Appointed as additional director (woman director) w.e.f. 13th February, 2015 and regularization of her appointment is proposed at the ensuing annual general meeting.
Remuneration- FY 2014-15	Salary: Rs. 9,16,800/- Commission: Nil Provident Fund: Rs. 1,10,016/- Perquisites and other allowances: Rs.4,12,200/-	Nil
Remuneration- FY 2013-14	Salary: Rs. 9,16,800/- Commission: Nil Provident Fund: Rs. 1,10,016/- Perquisites and other allowances: Rs.4,12,200/-	Nil
List of outside directorship held excluding alternate directorship	Nil	Nil
Chairman/Member of the Committee of the Board of Directors of the Company	Chairman : Nil Member : Audit Committee	Nil
Chairman/member of the committee of the Board of Directors of other companies in which he/she is a director	Nil	Nil
Number of Equity Shares held in the Company.	200	Nil
Number of Board Meetings attended during Financial year 2014-15	4	1
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None

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

**Ramesh Kumar Haritwal**  
Managing Director & CEO

Place : Kolkata  
Dated : 30th May, 2015

**Registered Office :**  
Panchalam Village  
Melpettai Post, Tindivanam,  
Tamilnadu - 604 307

**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013**

As required under Section 102 of the Companies Act, 2013 the following Explanatory Statement sets out all material facts relating to the Special Business set out at Item No. 4 & Item No. 5 of the accompanying Notice dated May 30, 2015.

**Item No. 4**

The Board of directors at their meeting held on 13th February, 2015 appointed Ms. Mathangi Ramanujam as an additional director (woman director) of the Company pursuant to Section 161 of the Companies Act, 2013, who holds office as such up to the date of the 27th Annual General Meeting of the Company. However, a notice in writing has been received from a Member along with a deposit of Rs. 1 lakh pursuant to Section 160 of the Companies Act, 2013, signifying his intention to propose Ms. Mathangi Ramanujam as a director of the Company, liable to retire by rotation.

Based on the declaration received from Ms. Mathangi Ramanujam, the Board is of the opinion that she is not disqualified from being appointed as a director under Section 164 of the Companies Act, 2013.

Ms. Mathangi Ramanujam and her relatives may be deemed to be concerned or interested in the proposed resolution. Ms. Mathangi Ramanujam along with her relatives does not hold any share of the Company. Other than the aforesaid, none of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends passing the resolution as an ordinary resolution.

**Item No. 5**

The Board of directors at their meeting held on 30.05.2015, subject to approval of members of the Company, has accorded its approval to re-appoint and to revise remuneration of Mr. Ramesh Kumar Haritwal, Managing Director & CEO (herein after referred to 'the Executive Director') of the Company for a period of 3 (three) years with effect from 1st June, 2015 to 31st May, 2018. The same was approved by the Nomination and Remuneration Committee and Audit Committee at their respective meeting(s) held earlier that day and was recommended to the Board for its approval. While approving the revised remuneration of the Executive Director, the Nomination and Remuneration Committee considered various parameters which, inter alia, includes, compliance requirement on the part of the Company as well as the overall activities of the Company. The revision in remuneration of Mr. Ramesh Kumar Haritwal was made with the view to make the same commensurate with his efforts given to and involvement in the Company.

Pursuant to provisions of Section 196, 197 and 203 read with Part I and Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) and applicable clauses of the Articles of Association of the Company, the above said reappointment and revision in remuneration requires approval of members of the Company in a general meeting by way of ordinary resolution. Accordingly, the resolution set out at item no. 5 of the notice is recommended to be passed as ordinary resolution.

Mr. Ramesh Kumar Haritwal and his relatives may be deemed to be concerned or interested in the proposed resolution. Mr. Ramesh Kumar Haritwal along with his relatives holds 200 equity share of the Company. Other than the aforesaid, none of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends passing the resolution as an ordinary resolution.

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

**Ramesh Kumar Haritwal**  
Managing Director & CEO

Place : Kolkata  
Dated : 30th May, 2015

**Registered Office :**  
Panchalam Village  
Melpettai Post, Tindivanam,  
Tamilnadu - 604 307



## DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the 27th Annual Report on the business and operations of the Company and the Audited Financial Statement of the Company for the financial year ended March 31, 2015.

### FINANCIAL HIGHLIGHTS :

(amount in ₹)

Particulars	2014-15	2013-14
Revenue from Operation	1,99,900.00	1,47,400.00
Other Income	90,55,258.00	77,80,355.00
Profit/(Loss) before Finance Cost, Depreciation & Amortization Expenses and Tax Expenses	14,77,088.00	9,18,654.00
Less :		
a) Finance Cost	-	-
b) Depreciation & Amortization Expenses	18,60,576.00	20,35,211.00
<b>Profit/(loss) Before Tax</b>	<b>(3,83,488.00)</b>	<b>(11,16,557.00)</b>
Provision for Tax	-	-
Income Tax for earlier years	(40,08,580.00)	-
Deferred Tax Release	20,45,791.00	1190090.00
<b>Profit/(loss) for the year</b>	<b>(23,46,277.00)</b>	<b>73,533.00</b>
Balance Brought Forward from earlier years	(1,64,87,381.00)	(1,65,60,914.00)
Adjustment of depreciation on reassessment of useful lives of tangible assets	(43,40,421.00)	-
<b>Balance carried to Balance Sheet</b>	<b>(2,31,74,079.00)</b>	<b>(1,64,87,381.00)</b>

### STATE OF AFFAIRS OF THE COMPANY AND FUTURE OUTLOOK

During the year under review, your Company continued to let out part of its factory shades and office space. Further, in accordance with the approval of the members under Section 293(1)(a) of the Companies Act, 1956 obtained vide resolution passed through postal ballot on 29th December, 2009, the Company is in the process of selling out the plant and machinery of the Unit situated at Panchalam Village, Melpettai Post, Tindivanam, Tamilnadu – 604 307. The closure of the Company's unit has posed a challenge for the Company to resume operation. Your directors are exploring alternate avenues to make the Company operative.

### DIVIDEND

In view of the losses during the period under review, your Board of Directors are unable to recommend any dividend.

### SUBSIDIARIES

Your Company had no subsidiaries during the year under review.

### TRANSFER TO GENERAL RESERVE

In view of the accumulated losses, no transfer is proposed to the General Reserve.

### DIRECTORS

Your Company has received declarations from the Independent Directors Mr. Mahesh Kumar Malpani, Mr. Beni Gopal Saraf and Mr. Pradip Manharlal Domadia confirming that they meet the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and other applicable laws.

During the year under review, the Board has appointed Ms. Mathangi Ramanujam (DIN: 07095686) as Additional Director (woman director) of the Company w.e.f. 13th February, 2015. She holds office as additional director up to the ensuing Annual General Meeting of the Company. The Company has received a notice in writing together with requisite deposit of Rs. 1 Lakh under Section 160 of the Companies Act, 2013, from a member of the Company proposing her candidature for the office of a director liable to retire by rotation.



In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Ramesh Kumar Haritwal (DIN: 01486666), Managing Director & CEO of the Company, will retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

None of the directors of your Company is disqualified under the provisions of Section 164(2)(a) & (b) of the Companies Act, 2013.

**CHANGES IN SHARE CAPITAL**

During the year under review, there was no change in the Share Capital of the Company.

**KEY MANAGERIAL PERSONNEL**

Mr. Ramesh Kumar Haritwal, Managing Director & CEO is the only Key Managerial Personnel of the Company. There was no appointment or resignation of Key Managerial Personnel during the year under review.

**MEETINGS OF THE BOARD**

During the financial year ended 31st March, 2015, four (4) meetings of the Board of Directors of the Company were held on 30th May 2014, 13th August 2014, 14th November 2014 and 13th February 2015. The Composition of the Board of Directors and their attendance at the Board Meetings during 2014-15 are as below:

Name of the directors and Director Identification Number (DIN)	Category of Directorship	No. of Board Meetings	
		Held	Attended
Mr. Saurabh Mittal (DIN 00273917)	Non-Executive Chairman, Promoter Director	4	1
Mr. Ramesh Kumar Haritwal (DIN 01486666)	Managing Director & CEO	4	4
Mr. Beni Gopal Saraf (DIN 00267858)	Non-Executive- Independent Director	4	4
Mr. Mahesh Kumar Malpani (DIN 02603222)	Non-Executive- Independent Director	4	4
Mr. Pradip Manharlal Domadia (DIN 05292129)	Non- Executive- Independent Director	4	4
Ms. Mathangi Ramanujam (DIN 07095686)	Non-Executive Director	4	1

**PERFORMANCE EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Equity Listing Agreement, the Independent Directors have evaluated the performance of non-independent directors, chairperson of the Company after considering the views of the other directors, board as a whole and assessed the quality, quantity and timely flow of information between the Company’s management and the Board and the Nomination and Remuneration Committee also has carried out evaluation of performance of every director. On the basis of evaluation made by the Independent Directors and the Nomination and Remuneration Committee and by way of individual and collective feedback from the non-independent Directors, the Board has carried out the annual performance evaluation of the Directors individually as well as evaluation of the working of the Board and of the Committees of the Board.

The following were the Evaluation Criteria :

**a. For Independent Directors :**

- Knowledge and Skills
- Professional conduct
- Compliance with Code of Business Ethics and Code of Conduct of the Company, if any.
- Rendering independent and unbiased opinion
- Attendance and presence in meetings of Board and Committees
- Review of integrity of financial information and risk management
- Updation of skills and knowledge
- Raising of concerns, if any, to the Board
- Reporting of frauds, violation etc.



**b. For Executive & Non- Executive Directors :**

- Performance as Team Leader/Member.
- Evaluating Business Opportunity and analysis of Risk Reward Scenarios
- Sharing of Information with the Board
- Extent of participation during Board and Committee Meetings
- Whether executive directors were able to answer the queries raised by Independent Directors, if any.
- Compliance with Code of Business Ethics and Code of Conduct of the Company, if any.
- Review of integrity of financial information and risk management
- Raising of concerns, if any, to the Board
- Reporting of frauds, violation etc.

**c. For Committees of the Board :**

- Adequate and appropriate written terms of reference
- Whether the committees work in an 'inclusive' manner
- Effectiveness of the Board's Committees with respect to their role, composition and their interaction with the Board
- Are the committees used to the best advantage in terms of management development, effective decision etc.

**d. For Board of Directors :**

- Setting of clear performance objectives and how well it has performed against them
- Contribution to the testing and development and strategy
- Composition of the board and its committees appropriate with the right mix of knowledge and skills sufficient to maximize performance in the light of future strategy
- Responding to the problems or crises that have emerged
- Relationship between Board and its Committees and between committees themselves
- Updation with latest developments in regulatory environments and the market in which the Company operates

The Directors expressed their satisfaction with the evaluation process.

**AUDIT COMMITTEE**

The Audit Committee consists of two independent directors with Mr. Mahesh Kumar Malpani as Chairman and Mr. Beni Gopal Saraf as member and also one executive director Mr. Ramesh Kumar Haritwal, Managing Director & CEO as member. The Committee inter alia reviews the Internal Control System and reports of Internal Auditors and compliance of various regulations. The Committee also reviews the Financial Statements before they are placed before the Board. The detailed terms of reference of the Committee is provided herein below.

**Terms of Reference for the Audit Committee are as follows:**

**Powers of the Audit Committee:**

The Audit Committee shall have Powers, which should include the following:

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain external, legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it is considered necessary.

**Role the Audit Committee:**

The Role of the Audit shall include the following:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors except those which are specifically prohibited;
4. Reviewing, with the management, and examination of the financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
  - ii. Changes, if any, in accounting policies and practices and reasons for the same
  - iii. Major accounting entries involving estimates based on the exercise of judgment by management
  - iv. Significant adjustments made in the financial statements arising out of audit findings
  - v. Compliance with listing and other legal requirements relating to financial statements
  - vi. Disclosure of any related party transactions
  - vii. Qualifications in the draft audit report
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. 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 internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. 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;



18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as may be referred to by the Board or mandated by regulatory provisions from time to time.

**Review of information by the Audit Committee:**

The Audit Committee shall mandatorily review the following information:

- a. Management discussion and analysis of financial condition and results of operations;
- b. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- c. Management letters / letters of internal control weaknesses issued by the statutory auditors;
- d. Internal audit reports relating to internal control weaknesses; and
- e. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

**Meetings and Attendance**

During 2014-15, four (4) meetings of the Audit Committee were held on 30th May, 2014, 13th August, 2014, 14th November, 2014 and 13th February, 2015. The attendance of the directors at the Audit Committee Meetings during 2014-15 are as below:

Name of the Members	Category	No. of Meetings	
		Held	Attended
Mr. Mahesh Kumar Malpani	Non-executive -Independent director	4	4
Mr. Ramesh Kumar Haritwal	Executive- Non- Promoter director	4	4
Mr. Beni Gopal Saraf	Non-executive -Independent director	4	4

**NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee consists of three independent directors with Mr. Pradip Manharlal Domadia, as Chairman and Mr. Mahesh Kumar Malpani and Mr. Beni Gopal Saraf as members of the Committee. The terms of reference of the Committee is given below.

**Terms of Reference for the Nomination and Remuneration Committee**

1. To formulate criteria for:
  - a. determining qualifications, positive attributes and independence of a director;
  - b. evaluation of independent directors and the Board
2. To devise policies on remuneration including any compensation related payments of the directors, key managerial personnel and other employees and recommend the same to the board of the Company;
3. To identify persons who are qualified to:
  - a. become directors in accordance with the criteria laid down, and recommend to the Board the appointment and removal of directors;
  - b. be appointed in senior management in accordance with the policies of the Company and recommend their appointment to the HR Department and to the Board.
4. To carry out evaluation of the performance of every director of the Company.





5. To express opinion to the Board that a director possesses the requisite qualification(s) for the practice of the profession in case the services to be rendered by a director are of professional nature.
6. To carry out such other business as may be required by applicable law or delegated by the Board or considered appropriate in view of the general terms of reference and the purpose of the Nomination and Remuneration Committee.

**Meetings and attendance:**

During 2014-15, one (1) meeting of the Nomination & Remuneration Committee was held on 13th February, 2015. The attendance of the member directors at the Nomination & Remuneration Committee meeting during 2014-15 are as below:

Name of the Members	Category	No. of Meetings	
		Held	Attended
Mr. Pradip Manharlal Domadia	Non-executive -Independent director	1	1
Mr. Mahesh Kumar Malpani	Non-executive -Independent director	1	1
Mr. Beni Gopal Saraf	Non-executive -Independent director	1	1

**Summary of Remuneration Policy of the Company**

The Board of Directors has adopted the remuneration policy at the recommendation of the Nomination and Remuneration Committee in compliance with Section 178 of Companies Act, 2013 and other applicable laws. This policy applies to all the "Executives" of the Company and is be valid for all employment agreements entered into after the approval of the Policy and for changes made to existing employment agreements thereafter. In keeping with the provisions of Section 178, the remuneration structure of the Company comprises of fixed remuneration (including fixed supplements), performance-based remuneration (variable salary) such as pension schemes, where applicable, other benefits in kind and severance payment, where applicable. Further, the Policy states that the non-executive directors and independent directors of the Company may receive remuneration only by way of fee and reimbursement of expenses for participation in meetings of the Board or Committee thereof and profit related commission, as may be permissible by the Applicable law. Additionally, the Policy also lays down the overall selection criteria for the Executives of the Company which is based on broad heads such as competencies, capabilities, compatibility, strong interpersonal skills, commitment among others. The Policy also entitles Executives to a severance fee.

**STAKEHOLDERS' RELATIONSHIP COMMITTEE**

The Stakeholders' Relationship Committee consists of two independent directors with Mr. Beni Gopal Saraf as Chairman and Mr. Mahesh Kumar Malpani as member of the Committee. The terms of reference of the Committee is given below;

**Terms of Reference for the Stakeholder's Relationship Committee are as below:**

- i. To ensure proper and timely attendance and redressal of grievances of security holders of the Company in relation to:
  - a. Transfer of shares,
  - b. Non-receipt of annual reports,
  - c. Non-receipt of declared dividend,
  - d. All such complaints directly concerning the shareholders / investors as stakeholders of the Company; and
  - e. Any such matters that may be considered necessary in relation to shareholders and investors of the Company.
- ii. Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
- iii. To review and / or approve applications for transfer, transmission, transposition and mutation of share certificates including issue of duplicate certificates and new certificates on split / sub-division / consolidation / renewal and to deal with all related matters.



- iv. To review and approve requests of dematerialization and rematerialisation of securities of the Company and such other related matters;
- v. Appointment and fixing of remuneration of RTA and overseeing their performance;
- vi. Review the status of the litigation(s) filed by/against the security holders of the Company;
- vii. Review the status of claims received for unclaimed shares;
- viii. Recommending measures for overall improvement in the quality of investor services;
- ix. Monitoring implementation and compliance with the Company’s Code of Conduct for Prohibition of Insider Trading in pursuance of SEBI (Prohibition of Insider Trading) Regulations, 1992;
- x. Review the impact of enactments/ amendments issued by the MCA/ SEBI and other regulatory authorities on matters concerning the investors in general;
- xi. Such other matters as per the directions of the Board of Directors of the Company and/ or as required under Clause 49 of the Listing Agreements relating to Corporate Governance, as amended, from time to time.

During 2014-15, one meeting was held on 13th February, 2015, and the attendances of member directors were as follows:

Name of the Members	Category	No. of Meetings	
		Held	Attended
Mr. Beni Gopal Saraf	Non-executive -Independent director	1	1
Mr. Mahesh Kumar Malpani	Non-executive -Independent director	1	1

The table below gives the number of complaints received, resolved and pending during the year 2014-15.

**Number of complaints:**

Received	Resolved	Pending
Nil	Nil	Nil

**VIGIL MECHANISM**

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013 and other applicable laws, a vigil mechanism or ‘Whistle Blower Policy’ for directors and employees to report genuine concerns has been established.

**RISK MANAGEMENT**

The Company is taking necessary steps to identify, assess, monitor and mitigate various risks to key business objectives. Major risks to be identified by the businesses and functions, if any, would be systematically addressed through mitigating actions on a continuing basis.

**INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS**

The Directors had laid down internal financial controls procedures to be followed by the Company which ensure compliance with various policies, practices and statutes in keeping with the organization’s pace of growth and increasing complexity of operations for orderly and efficient conduct of its business. The Audit Committee of the Board, from time to time, evaluated the internal financial control of the Company with regard to-

1. Systems have been laid to ensure that all transactions are executed in accordance with management’s general and specific authorization. There are well-laid manuals for such general or specific authorization.
2. Systems and procedures exist to ensure that all transactions are recorded as necessary to permit preparation of financial statements in conformity with generally accepted accounting principles or any other criteria applicable to such statements, and to maintain accountability for aspects and the timely preparation of reliable financial information.



3. Access to assets is permitted only in accordance with management's general and specific authorization. No assets of the Company are allowed to be used for personal purposes, except in accordance with terms of employment or except as specifically permitted.
4. The existing assets of the Company are verified /checked at reasonable intervals and appropriate action is taken with respect to any differences, if any.
5. Proper systems are in place for prevention and detection of frauds and errors and for ensuring adherence to the Company's policies.

**CORPORATE SOCIAL RESPONSIBILITY**

During the year under review the compliance of the requirements of Section 135 of the Companies Act, 2013 was not applicable to the Company. Further, considering the financial and other factors, your company could not take any initiative in this regard.

**RELATED PARTY TRANSACTIONS**

Related party transactions that were entered into during the financial year were on arm's length basis and were in ordinary course of business. The particulars of material related party transactions which were entered into on arm's length basis are provided in Form AOC- 2 as required under section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 which is annexed herewith as Annexure-I. There are no materially significant related party transactions made by the Company which may have potential conflict with the interest of the Company.

**DIRECTORS' RESPONSIBILITY STATEMENT**

In terms of the provisions of Section 134 (3) (c) of the Companies Act, 2013, the Directors state that:

- a) In preparation of the annual accounts for the financial year ended 31st March, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) the directors have selected such accounting policies as listed in Note 1 to the financial statements and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year as on 31st March, 2015 and of the profit of the Company for that period.
- c) The directors have taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The directors have prepared the annual accounts on a going concern basis; and
- e) The directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f) The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**MATERIAL CHANGES**

There have been no material changes and commitments affecting the financial position of the Company since the close of financial year i.e. since 31st March, 2015. Further, it is hereby confirmed that there has been no change in the nature of business of the Company.

**PUBLIC DEPOSITS**

During 2014-15, the Company did not invite or accept any deposits from the public and no such deposit was outstanding at the beginning of the year.

**LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

Details of Loans granted, Guarantees given and Investments made during the year under review, covered under the provisions of Section 186 of the Companies Act, 2013, are given in the Financial Statement of the Company.

**AUDITORS AND THEIR REPORT****(a) Statutory Auditors:**

In compliance with the Companies (Audit and Auditors) Rules, 2014, M/s. D. Dhandaria & Company, Chartered Accountants, has been appointed as Statutory Auditors of the Company till the conclusion of 29th Annual General Meeting (AGM) for the financial year 2016-17, as approved by the members at their 26th Annual General Meeting held on 30th September, 2014. Further, pursuant to the requirement of Section 139 of the Companies Act, 2013, the appointment of Statutory Auditors is to be ratified by the members at every Annual General Meeting. Based on their declaration received by the Company under Section 139 and 141 of the Companies Act, 2013, they are eligible for the appointment. Members are requested to ratify their appointment for the financial year 2015-16.

**(b) Secretarial Auditors:**

The Board of Directors of the Company appointed Mr. Dilip Kumar Sarawagi, Practicing Company Secretary, Proprietor of M/s. DKS & Co., having office at 173, M.G. Road, 1st Floor, Kolkata - 700007, to conduct Secretarial Audit for the financial year ended 31st March, 2015. The Secretarial Audit Report in Form MR-3 for the financial year ended 31st March, 2015, is annexed herewith as Annexure-II.

**(c) Cost Auditors:**

Your Company was not required to appoint Cost Auditor for the financial year ending 31st March, 2015.

**(d) Internal Auditor:**

During the year under review, the Board of Directors has appointed M/s AS & Associates, Cost Accountants, as Internal Auditor of the Company to carry out internal audit of the Company.

**RESPONSE TO AUDITORS' REMARKS**

There is no qualification, reservation, adverse remark or disclaimer by the Statutory Auditors in their report and hence no explanation or comments of the Board is required in this matter.

There is no qualification, reservation, adverse remark or disclaimer by the by the Secretarial Auditor in their Secretarial Audit Report except that the Secretarial Auditor has reported regarding non-appointment of Company Secretary and Chief Financial Officer by the Company as required under Section 203 of the Companies Act, 2013 and the Rules made thereunder. In respect of the said observation, it is stated that though, during the year under review, the Company has taken initiative to fill up the said vacancies caused by the resignation of the Chief Financial Officer and Company Secretary during the financial year 2010-11, considering the gloomy financial positions and business outlook of the Company it was not possible for the Company to employ suitable candidates for the said vacancies.

**EXTRACT OF ANNUAL RETURN**

The extract of Annual Return required under Section 134(3)(a) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, is provided in Form MGT- 9 as Annexure-III to this report.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

Owing to closure of manufacturing facility of the Company, no step was taken by the Company towards Conservation of energy and Technology Absorption during the year under review. Further there was no foreign exchange earnings and outgo during the year under review.

**PARTICULARS OF EMPLOYEES**

The information required under Section 197 of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed herewith as Annexure-IV.

**FRAUD REPORTING**

There was no fraud reported by the Auditors of the Company to the Audit Committee or the Board of directors during the year under review.



**DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION& REDRESSAL) ACT, 2013**

No woman was in the employment of the Company during the year under review and hence the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition& Redressal) Act 2013 was not applicable to the Company.

**DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS / COURTS / TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND THE COMPANY'S OPERATIONS IN FUTURE**

During the period under review, there were no significant and material orders passed by any regulator / court / tribunal impacting the going concern status and the Company's operations in future.

**NON-APPLICABILITY OF CLAUSE 49 OF EQUITY LISTING AGREEMENT**

Compliance with the provisions of the revised Clause 49 of the equity listing agreement, which has become effective 1st October, 2014, is not mandatory to your Company presently. In view of the same, the Corporate Governance Report and Management Discussion and Analysis Report are not provided.

**ACKNOWLEDGEMENT**

Your Directors place on record their sincere thanks and appreciation for the continuing support of financial institutions, vendors, clients, investors, Central Government, State Governments, regulatory authorities and other stakeholders.

For and on behalf of the Board of Directors

Place : Kolkata  
Date : May 30th, 2015

**Saurabh Mittal**  
*Non-Executive Chairman*



**Form No. AOC-2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1. Details of contracts or arrangements or transactions not at arm's length basis : Nil
2. Details of material contracts or arrangement or transactions at arm's length basis are given below :

Sl. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transaction	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advances, if any
1.	Greenply Industries Limited	Leave and license agreement in respect of immovable property.	Leave and license agreement was executed for a period of 11 months from 1st October, 2014. However, vide a supplemental tripartite agreement between Greenply Industries Limited, Greenlam Industries Limited and the Company, the rights and obligations of Greenply Industries Limited for balance period under the agreement from 17th November, 2014 was transferred to Greenlam Industries Limited.	Monthly Rent of Rs.3,85,000.00 with increase up to 5% every year.	30th May, 2014	Nil
2.	Greenlam Industries Limited	Supplemental tripartite agreement between Greenply Industries Limited, Greenlam Industries Limited and the Company in respect of immovable property.	For the period from 17th November, 2014 to 31st August, 2015.	Monthly Rent of Rs. 3,85,000.00 with increase up to 5% every year.	30th May, 2014	Nil

For and on behalf of the Board of Directors

Place : Kolkata  
Date : May 30th, 2015

**Saurabh Mittal**  
Non-Executive Chairman

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To  
The Members of  
**HIMALAYA GRANITES LIMITED**  
Panchalam Village,  
Melpettai Post, Tindivanam,  
**TAMILNADU - 604 307**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **HIMALAYA GRANITES LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2015 complied with the applicable statutory provisions and adhered to good corporate practices and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Company for the financial year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 1956 and Companies Act, 2013 (the Acts) and the rules made thereunder, as applicable;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The provisions of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999/Securities and Exchange of India (Share Based Employee Benefits) Regulations 2014 (effective 28th October, 2014) are not Applicable as the Company has not granted any options to its employees during the financial year under review;
  - (e) The provisions of the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 are not Applicable as the Company has not issued any debt securities during the financial year under review;



- (f) The provisions of the Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client are not Applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the financial year under review;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 are Not Applicable, as the Company has not delisted its equity shares from any stock exchange during the financial year under review; and
- (h) The provisions of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 were not Applicable, as the Company has not bought back any of its securities during the financial year under review;

We have also examined compliances with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. **(Not notified hence not applicable to the Company during the audit period).**
- (ii) The Listing agreement entered into by the Company with BSE Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**Based on information received and records maintained, I further report that:**

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Companies Act, 2013. The Company has not appointed Company Secretary and Chief Financial Officer as required under Section 203 of the Companies Act, 2013 and the Rules made thereunder.
2. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
3. All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.
4. The Articles of Association as per Companies Act 2013 were adopted by the Company on 30th May, 2013 and the requisite forms were filled with ROC.
5. The Company has adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period no other major actions have been undertaken by the Company.

for **DKS & Co.**

Place: Kolkata  
Date: 30th May, 2015

**DILIP KUMAR SARAWAGI**  
ACS : 13020 C. P. No.: 3090





This report is to be read with my letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

**'Annexure A'**

To  
The Members of  
**HIMALAYA GRANITES LIMITED**  
Panchalam Village,  
Melpettai Post, Tindivanam,  
**TAMILNADU - 604 307**

My report of even date is to be read with along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial audit reports based on the audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for my opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

for **DKS & Co.**

Place : Kolkata  
Date : 30th May, 2015

**DILIP KUMAR SARAWAGI**  
ACS : 13020 C. P. No.: 3090



## FORM NO. MGT 9

## EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2015

Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Company  
(Management & Administration) Rules, 2014.

## I. REGISTRATION &amp; OTHER DETAILS :

i.	<b>CIN</b>	L13206TN1987PLC015161
ii.	<b>Registration Date</b>	DECEMBER 11, 1987
iii.	<b>Name of the Company</b>	HIMALAYA GRANITES LIMITED
iv.	<b>Category/Sub-category of the Company</b>	Public Company limited by shares
v.	<b>Address of the Registered office &amp; contact details</b>	Panchalam Village, Melpettai Post, Tindivanam, Tamilnadu-604 307.011-42791399, Telefax: 044-26693378 Website : www.hgl.co.in Email : prakash.biswal@greenlam.com
vi.	<b>Whether listed company</b>	Yes. Listed on BSE Limited
vii.	<b>Name, Address &amp; contact details of the Registrar &amp; Transfer Agent, if any.</b>	M/s. S. K. Infosolutions Private Limited. 34/1A, Sudhir Chatterjee Street Kolkata – 700 006 Phone: (033) 2219-4815/6797 Fax: (033) 2219-4815 Email: agarwalskc@rediffmail.com

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10% or more of the total turnover of the company shall be stated)

Sl. No.	Name and Description of main products / services	NIC Code of the Product /service	% to total turnover of the company*
1.	Letting out of immovable properties	68100	59.36
2.	Credit Granting	64920	40.63

\* Figures have been stated on the basis of the gross turnover of the Company.

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :

Company has no subsidiary, holding and associate company during the period of review.



IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

A) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01/04/2014]				No. of Shares held at the end of the year [As on 31/03/2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter's</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	1122250	-	1122250	37.35	1122250	-	1122250	37.35	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	594800	-	594800	19.79	594800	-	594800	19.79	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL:(A) (1)</b>	<b>1717050</b>		<b>1717050</b>	<b>57.14</b>	<b>1717050</b>		<b>1717050</b>	<b>57.14</b>	
<b>(2) Foreign</b>									
a) NRIs-Individual	-	-	-	-	-	-	-	-	-
b) Others-Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL (A) (2)</b>									
<b>Total Shareholding of Promoter (A)= (A)(1)+(A)(2)</b>	<b>1717050</b>		<b>1717050</b>	<b>57.14</b>	<b>1717050</b>		<b>1717050</b>	<b>57.14</b>	
<b>B. PUBLIC SHAREHOLDING</b>									
<b>(1) Institutions</b>									
a) Mutual Funds	-	100	100	0.00	-	100	100	0.00	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL (B)(1):</b>		<b>100</b>	<b>100</b>	<b>0.00</b>		<b>100</b>	<b>100</b>	<b>0.00</b>	



Category of Shareholders	No. of Shares held at the beginning of the year [As on 01/04/2014]				No. of Shares held at the end of the year [As on 31/03/2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>(2) Non Institutions</b>									
a) Bodies Corp.	239924	3900	243824	8.11	237381	3900	241281	8.03	(0.08)
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	174024	83036	257060	8.55	176632	81636	258268	8.59	0.04
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	786915	-	786915	26.19	786915	-	786915	26.19	-
c) Others									
Non Resident Indians	51	-	51	0.00	1386	-	1386	0.05	0.04
Foreign Company	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL (B)(2):</b>	<b>1200914</b>	<b>86936</b>	<b>1287850</b>	<b>42.86</b>	<b>1202314</b>	<b>85536</b>	<b>1287850</b>	<b>42.86</b>	<b>-</b>
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>1200914</b>	<b>87036</b>	<b>1287950</b>	<b>42.86</b>	<b>1202314</b>	<b>85636</b>	<b>1287950</b>	<b>42.86</b>	<b>-</b>
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>2917964</b>	<b>87036</b>	<b>3005000</b>	<b>100.00</b>	<b>2919364</b>	<b>85636</b>	<b>3005000</b>	<b>100.00</b>	<b>-</b>

**B) Shareholding of Promoters**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Mr. Shiv Prakash Mittal	12500	0.42	-	12500	0.42	-	-
2	Mr. Rajesh Mittal	621250	20.67	-	621250	20.67	-	-
3	Mr. Saurabh Mittal	10000	0.33	-	10000	0.33	-	-
4	Mr. Shobhan Mittal	27500	0.92	-	27500	0.92	-	-


**C) Change in Promoters' Shareholding :**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1.	<b>Mr. Shiv Prakash Mittal</b>				
	At the beginning of the year	12500	10.42	12500	10.42
	Changes during the year	-	-	-	-
	At the end of the year			12500	10.42
2.	<b>Mr. Rajesh Mittal</b>				
	At the beginning of the year	621250	20.67	621250	20.67
	Changes during the year	-	-	-	-
	At the end of the year			621250	20.67
3.	<b>Mr. Saurabh Mittal</b>				
	At the beginning of the year	10000	0.33	10000	0.33
	Changes during the year	-	-	-	-
	At the end of the year			10000	0.33
4.	<b>Mr. Shobhan Mittal</b>				
	At the beginning of the year	27500	0.92	27500	0.92
	Changes during the year	-	-	-	-
	At the end of the year			27500	0.92

**D) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs) :**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1.	<b>AANIRUDHA BUBNA TRUST</b>				
	At the beginning of the year	398091	13.25	398091	13.25
	Changes during the year:	-	-	-	-
	At the end of the year	-	-	398091	13.25
2.	<b>GREENPLY INDUSTRIES LIMITED</b>				
	At the beginning of the year	380583	12.66	380583	12.66
	Changes during the year	-	-	-	-
	At the end of the year	-	-	380583	12.66



Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
<b>3.</b>	<b>S. M. MANAGEMENT PRIVATE LIMITED</b>				
	At the beginning of the year	214117	7.13	214117	7.13
	Changes during the year:	-	-	-	-
	At the end of the year	-	-	214117	7.13
<b>4.</b>	<b>SAURABH MITTAL ON BEHALF OF TRADE COMBINES</b>				
	At the beginning of the year	183700	6.11	183700	6.11
	Changes during the year:	-	-	-	-
	At the end of the year	-	-	183700	6.11
<b>5.</b>	<b>SHOBHAN MITTAL ON BEHALF OF TRADE COMBINES</b>				
	At the beginning of the year	128700	4.28	128700	4.28
	Changes during the year:	-	-	-	-
	At the end of the year	-	-	128700	4.28
<b>6.</b>	<b>MANJU BHALOTIA MANJU</b>				
	At the beginning of the year	127328	4.24	127328	4.24
	Changes during the year:	-	-	-	-
	At the end of the year	-	-	127328	4.24
<b>7.</b>	<b>SURYALATA TREXIM PRIVATE LTD</b>				
	At the beginning of the year	119465	3.98	119465	3.98
	Changes during the year:	-	-	-	-
	At the end of the year	-	-	119465	3.98
<b>8.</b>	<b>SHIV PRAKASH MITTAL ON BEHALF OF SHIV PRAKASH MITTAL HUF</b>				
	At the beginning of the year	109250	3.64	109250	3.64
	Changes during the year:	-	-	-	-
	At the end of the year	-	-	109250	3.64
<b>9.</b>	<b>SANJEEV KRISHNA BHALOTIA</b>				
	At the beginning of the year	72353	2.41	72353	2.41
	Changes during the year:	-	-	-	-
	At the end of the year	-	-	72353	2.41
<b>10.</b>	<b>JVL AGRO INDUSTRIES LIMITED</b>				
	At the beginning of the year	51592	1.72	51592	1.72
	Changes during the year: On 13.03.2015, acquired 10992 equity shares	-	-	10992	0.36
	At the end of the year	-	-	62584	2.08


**E) Shareholding of Directors and Key Managerial Personnel :**

Sl. No.	For each of the Directors and Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1.	<b>Mr. Saurabh Mittal</b> <i>Non-Executive Chairman</i>				
	At the beginning of the year	10000	0.33	10000	0.33
	No Changes during the year	-	-	-	-
	At the end of the year	-	-	10000	0.33
2.	<b>Mr. Ramesh Kumar Haritwal</b> <i>Managing Director &amp; CEO</i>				
	At the beginning of the year	200	0.00	200	0.00
	No Changes during the year	-	-	-	-
	At the end of the year			200	0.00
3.	<b>Ms. Mathangi Ramanujam</b> <i>Non-Executive Director</i>				
	At the beginning of the year	Nil	Nil	Nil	Nil
	No Changes during the year	-	-	-	-
	At the end of the year	-	-	Nil	Nil
4.	<b>Mr. Mahesh Kumar Malpani</b> <i>Independent Director</i>				
	At the beginning of the year	Nil	Nil	Nil	Nil
	No changes during the year	-	-	-	-
	At the end of the year	-	-	Nil	Nil
5.	<b>Mr. Beni Gopal Saraf</b> <i>Independent Director</i>				
	At the beginning of the year	Nil	Nil	Nil	Nil
	No changes during the year	-	-	-	-
	At the end of the year	-	-	Nil	Nil
6.	<b>Mr. Pradip Manharlal Domadia</b> <i>Independent Director</i>				
	At the beginning of the year	700	0.02	Nil	Nil
	No changes during the year	-	-	-	-
	At the end of the year			700	0.02



V. **INDEBTEDNESS** - Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total (i+ ii + iii)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
<b>Change in Indebtedness during the financial year</b>	Nil	Nil	Nil	Nil
Addition	Nil	Nil	Nil	Nil
Reduction	Nil	Nil	Nil	Nil
<b>Net Change</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total (i + ii + iii)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

VI. **REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

A. **Remuneration to Managing Director, Whole-time Directors and/or Manager**

Sl. No.	Particulars of Remuneration	Name of the MD/ WTD/Manager	Total Amount
		Mr. Ramesh Kumar Haritwal, Managing Director & CEO	
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	13,14,000.00	13,14,000.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	Nil
2.	Stock Option	Nil	Nil
3.	Sweat Equity	Nil	Nil
4.	Commission		
	- as % of profit	Nil	Nil
	- others	Nil	Nil
5.	Others (Medical reimbursement & Contribution to Provident Fund)	125016.00	125016.00
	<b>Total (A)</b>	1439016.00	1439016.00
	Ceiling as per the Act <sup>^</sup>	Nil	Nil

<sup>^</sup>Being 5% of net profit of the Company calculated as per section 198 of the Companies Act, 2013



**B. Remuneration to other directors**

Sl. No.	Particulars of Remuneration	Name of Director					Total Amount (₹)
		Mr. Saurabh Mittal, Non-Executive Chairman	Mahesh Kumar Malpani, Independent Director	Mr. Beni Gopal Saraf, Independent Director	Ms. Mathangi Ramanujam, Non-Executive Director	Mr. Pradip Manharlal Domadia, Independent Director	
<b>1.</b>	<b>Independent Directors</b>						
	Fee for attending board and committee meetings (₹)	N.A.	2000	2000	N.A.	2000	6000
	Commission (₹)	N.A.	Nil	Nil	N.A.	Nil	Nil
	Others, please specify	N.A.	Nil	Nil	N.A.	Nil	Nil
	<b>Total (1)</b>	<b>N.A.</b>	<b>2000</b>	<b>2000</b>	<b>N.A.</b>	<b>2000</b>	<b>6000</b>
<b>2.</b>	<b>Other Non Executive Directors</b>						
	Fee for attending board committee meetings (₹)	500	N.A.	N.A.	500	N.A.	1000
	Commission	Nil	N.A.	N.A.	Nil	N.A.	Nil
	Others	Nil	N.A.	N.A.	Nil	N.A.	Nil
	<b>Total (2)</b>	<b>500</b>	<b>N.A.</b>	<b>N.A.</b>	<b>500</b>	<b>N.A.</b>	<b>1000</b>
	<b>Total (B)=(1+2)</b>	<b>500</b>	<b>2000</b>	<b>2000</b>	<b>500</b>	<b>2000</b>	<b>7000</b>
	Total Managerial Remuneration (₹)	1446016#					
	Overall Ceiling as per the Act (₹)	Nil*					

# Total remuneration to the Managing Director & CEO, and other directors (being the total of A & B)

\*Being 11% of net profit of the Company calculated as per Section 198 of the Companies Act, 2013

- C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD:** The Company has no Key Managerial Personnel other than MD/Manager/WTD during the year under review.

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES : Nil**



## Annexure-IV

**Particulars of employees for the year ended March 31, 2015 as required under Section 197 of the Companies Act, 2013 read with rule 5 of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014:**

- i. The percentage increase in remuneration of each Director and Key Managerial Personnel (KMP) during the financial year 2014-15, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2014-15 and the comparison of remuneration of each KMP against the performance of the Company are as under:

Sl. No.	Name of Director/KMP and Designation	Remuneration of Director/KMP for financial year 2014-15	% increase in Remuneration in the Financial Year 2014-15	Ratio of remuneration of each Director/to median remuneration of employees
1.	Mr. Saurabh Mittal, Non-Executive Chairman	Nil	Nil	There was no permanent employee in the payroll of the Company during the financial year ended 31st March, 2015 and accordingly ratio of remuneration of each Director to median remuneration of employees are not provided
2.	Mr. Ramesh Kumar Haritwal, Managing Director & CEO	14,39,016.00	Nil	
3.	Mr. Beni Gopal Saraf, Independent Director	Nil	Nil	
4.	Mr. Mahesh Kumar Malpani, Independent Director	Nil	Nil	
5.	Mr. Pradip Manharlal Domadia, Independent Director	Nil	Nil	
6.	Ms. Mathangi Ramanujam, Non-Executive Director	Nil	Nil	

- ii. The median remuneration of employees of the Company during the financial year; There was no permanent employee in the payroll of the Company during the financial year ended 31st March, 2015 and accordingly the median remuneration of employees of the Company is not provided;
- iii. Percentage of increase in the median remuneration of employees; There was no permanent employee in the payroll of the Company during the financial year ended 31st March, 2015, hence, increase in the median remuneration of employees is not provided.
- iv. There was no permanent employee on the rolls of Company as on March 31, 2015;
- v. Relationship between average increase in remuneration and company performance: There was no permanent employee in the payroll of the Company during the financial year ended 31st March, 2015. Further, the remuneration of Mr. Ramesh Kumar Haritwal, Managing Director & CEO of the Company remained unchanged during the financial year ended 31st March, 2015.
- vi. Comparison of remuneration of the Key Managerial Personnel against the performance of the Company: The remuneration of Mr. Ramesh Kumar Haritwal, Managing Director & CEO of the Company, the only KMP, remained unchanged during the financial year ended 31st March, 2015. As the manufacturing facility of the company remain closed during the financial year ended 31st March, 2015, the comparison of remuneration of the Key Managerial Personnel against the performance of the Company could not be established during the financial year ended 31st March, 2015.



- vii. Variations in the market capitalisation of the Company, price earning ratio as at the closing date of the current financial year and previous financial year and percentage increase or decrease in market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer:

Stock Exchange	Closing Market Price per Share (₹)		Percentage increase	Price Earnings Ratio		Market Capitalisation (₹ In crores)	
	As on 31st March, 2015	As on 31st March, 2014		As on 31st March, 2015	As on 31st March, 2014	As on 31st March, 2015	As on 31st March, 2014
BSE Limited	₹ 8.50	₹ 34.50	N. A.	(10.90)	(1725.00)	2.55	10.37

- viii. Average percentage of increase made in the salaries of employees other than the managerial personnel in the last financial year and its percentage of increase in the managerial remuneration: Not Applicable.
- ix. The key parameters for the variable component of remuneration such as annual commission availed by the directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors and Senior Management Personnel, wherever applicable.
- x. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year: Not Applicable.
- xi. It is hereby affirmed that the remuneration paid during the year ended 31st March, 2015 is as per the Remuneration Policy.

**Particulars of employees for the year ended March 31, 2015 as required under Section 197 of the Companies Act, 2013 read with rule 5(2) of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 : Not applicable**

On behalf of the Board of Directors

for **Himalaya Granites Limited**

Place : Kolkata  
Dated : 30th May, 2015

**Saurabh Mittal**  
Non-Executive Chairman



## **INDEPENDENT AUDITORS' REPORT**

To  
The Members of  
**Himalaya Granites Limited**

### **Report on the Financial Statements**

We have audited the accompanying financial statements of M/s. Himalaya Granites Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year ended, and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2015 and its loss and its cash flows for the year ended on that date.

**Report On Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) on the basis of the written representations received from the directors as on 31 March 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2015 from being appointed as a director in terms of Section 164 (2) of the Act; and
  - (f) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. There were no pending litigations which would impact the financial position in its financial statements.
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **D. DHANDARIA & COMPANY**  
Chartered Accountants  
ICAI Firm Reg. No. **306147E**

(Naveen Kumar Dhandaria)  
Partner  
Membership No. **061127**

Place of Signature : Kolkata  
Dated : 30th May, 2015



## ANNEXURE TO INDEPENDENT AUDITORS' REPORT

Referred to in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements"

**1. In respect of its Fixed Assets :**

- (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) A substantial portion of the fixed assets have been physically verified by the management during the year and 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.

**2. In respect of its Inventories :**

- (a) As explained to us, the inventory has been physically verified during the year by the management at reasonable intervals.
- (b) In our opinion and according to the information and explanations given to us, 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) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventory and no material discrepancies were noticed on physical verification of inventories as compared to the book records.

3. The Company has not granted loans to a body corporate covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').

4. In our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system;

5. The Company has not accepted any deposits from the public during the year.

6. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.

7. According to the information and explanation given to us in respect of statutory and other dues:

- (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. Although there has been delay in few cases, there are no undisputed statutory dues outstanding for a period of more than six months from the date they become payable.
- (b) According to information and explanation given to us, there was no disputed amount to be deposited by the Company.
- (c) According to the information and explanations given to us the amounts which were required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules there under has been transferred to such fund within time.

8. The Company's accumulated losses at the end of financial year are not more than fifty percent of its net worth. The Company has incurred cash losses aggregating to ₹ 4.86 Lacs during the financial year covered by our audit and has not incurred cash losses during the immediately preceding financial year.



9. Based on our audit procedures and on the information and explanations given by the management, the Company has not issued any debentures and has not taken any loans from the financial institutions or Banks.
10. According to information and explanations given to us, the Company has not given guarantees for loans taken by others from banks or financial institutions.
11. The Company has not raised any term loan, accordingly the provisions of Clause 3 (xi) are not applicable.
12. 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 D. DHANDARIA & COMPANY**

Chartered Accountants  
ICAI Firm Reg. No. **306147E**

(Naveen Kumar Dhandaria)  
Partner

Membership No. **061127**

Place of Signature : Kolkata

Dated : 30th May, 2015



## Balance Sheet as at 31st March, 2015

Particulars	Note No.	As at 31st March, 2015		As at 31st March, 2014	
		₹	₹	₹	₹
<b>EQUITY AND LIABILITIES :</b>					
<b>Shareholders' Funds :</b>					
Share Capital	1	30050000		30050000	
Reserves & Surplus	2	61420169		68106867	
			91470169		98156867
<b>Non-current Liabilities :</b>					
Deferred Tax Liabilities (Net)	3		-		2045791
Other Long Term Liabilities	4		468000		400000
Long Term Provisions	5		266729		256729
<b>Current Liabilities :</b>					
Trade Payables	6		818689		1477025
Other Current Liabilities	7		409399		404675
<b>TOTAL :</b>			<b>93432986</b>		<b>102741087</b>
<b>ASSETS :</b>					
<b>Non-Current Assets :</b>					
<b>Fixed Assets :</b>					
Tangible Assets	8		22322369		29355686
Long Term Loans & Advances :	9		681073		681073
<b>Current Assets :</b>					
Inventories	10	299393		505197	
Trade Receivables	11	9782127		9873141	
Cash & Bank Balances	12	8876591		7548957	
Short Term Loans & Advances	13	51471433		54777033	
			70429544		72704328
<b>TOTAL :</b>			<b>93432986</b>		<b>102741087</b>

Significant Accounting Policies

See accompanying notes to the Financial Statements 1 to 29

AS PER OUR ANNEXED REPORT OF EVEN DATE.

For **D. DHANDARIA & COMPANY**  
Chartered Accountants  
ICAI Firm Reg. No. **306147E**

(Naveen Kumar Dhandaria)  
Partner  
Membership No. **061127**

**Saurabh Mittal**  
Non-Executive Chairman

**Ramesh Kumar Haritwal**  
Managing Director & CEO

Place of Signature : Kolkata  
Dated : 30th May, 2015



**Statement of Profit and Loss** for the year ended 31st March, 2015

Particulars	Note No.	For the year ended 31st March, 2015		For the year ended 31st March, 2014	
		₹	₹	₹	₹
<b>INCOME :</b>					
Revenue Form Operations	14		199900		147400
Other Income	15		9055258		7780355
<b>Total Revenue</b>			<b>9255158</b>		<b>7927755</b>
<b>EXPENDITURE :</b>					
Changes in Inventories of Finished Goods, Stock in Process and Stock in Trade	16		205804		435269
Employees Benefits Expense	17		2197972		2377427
Depreciation	18		1860576		2035211
Other Expenses	19		3920062		4196405
<b>Total Expenditure</b>			<b>8184414</b>		<b>9044312</b>
<b>Profit/(Loss) before exceptional items and Tax</b>			1070744		(1116557)
Exceptional Items	20		(1454232)		-
<b>Profit/(Loss) Before Tax</b>			<b>(383488)</b>		<b>(1116557)</b>
<b>Tax Expense</b>					
Current Tax	27		-		-
Income tax for earlier years			(4008580)		-
Release of Deferred Tax			2045791		1190090
			(1962789)		1190090
<b>Profit/(Loss) for the Year</b>			<b>(2346277)</b>		<b>73533</b>
<b>Earnings per Equity Share of face value of ₹ 10 each</b>	29				
Basic & Diluted (in ₹)			(0.78)		0.02

Significant Accounting Policies

See accompanying notes to the Financial Statements 1 to 29

AS PER OUR ANNEXED REPORT OF EVEN DATE.

For **D. DHANDARIA & COMPANY**  
Chartered Accountants  
ICAI Firm Reg. No. **306147E**

**Saurabh Mittal**  
Non-Executive Chairman

Place of Signature : Kolkata  
Dated : 30th May, 2015

(Naveen Kumar Dhandaria)  
Partner  
Membership No. **061127**

**Ramesh Kumar Haritwal**  
Managing Director & CEO



## Cash Flow Statement for the year ended 31st March, 2015

Particulars	For the year ended 31st March, 2015		For the year ended 31st March, 2014	
	₹	₹	₹	₹
<b>A. CASH FLOW ARISING FROM OPERATING ACTIVITIES:</b>				
Net Profit before Tax and Extraordinary items		(383488)		(1116557)
Add:				
a) Depreciation	1860576		2035211	
b) Loss on Sale/Discard of Fixed Assets	832320		1827906	
		<u>2692896</u>		<u>3863117</u>
		2309408		2746560
Less:				
a) Interest Income	3679318		3367412	
b) Rental Income	5375940		4337500	
		<u>9055258</u>		<u>7704912</u>
Operating Profit before Working Capital Changes		(6745850)		(4958352)
Less:				
Adjustments for :				
a) Trade and other Receivables	(4398534)		4248592	
b) Inventories	(205804)		(435269)	
c) Trade Payables	575612		(164393)	
		<u>(4028726)</u>		<u>3648930</u>
Cash Inflow (+)/Outflow (-) from Operations		(2717124)		(8607282)
Less : Income Tax Paid/refund received (-)		4008580		-
Net Cash Inflow (+)/Outflow (-) in course of Operating Activities		<u>(6725704)</u>		<u>(8607282)</u>
<b>B. CASH FLOW ARISING FROM INVESTING ACTIVITIES:</b>				
<b>INFLOW</b>				
a) Sale of Fixed Assets	-		626214	
b) Interest Received	3679318		3367412	
c) Rental Income	5375940		4337500	
		<u>9055258</u>		<u>8331126</u>
Less: OUTFLOW				
a) Acquisition of Fixed Assets	-		46057	
		<u>-</u>		<u>46057</u>
Net Cash Inflow (+) / Outflow (-) in course of Investing Activities		<u>9055258</u>		<u>8285069</u>

**Cash Flow Statement** for the year ended 31st March, 2015

Particulars	For the year ended 31st March, 2015		For the year ended 31st March, 2014	
	₹	₹	₹	₹
<b>C. CASH FLOW ARISING FROM FINANCING ACTIVITIES:</b>				
INFLOW				
a) Borrowings	—	—	—	—
	—	—	—	—
DEDUCT : OUTFLOW				
a) Repayment of Borrowings	—	—	—	—
b) Dividend & Corporate Dividend Tax Paid	—	—	—	—
	—	—	—	—
Net Cash Outflow/(Inflow ) in course of Financing Activities	—	—	—	—
Net Increase/ (Decrease) in Cash/Cash Equivalents (A+B+C)	2329554	(322213)		
ADD : Balance at the begining of the year	4985387	5307600		
<b>Cash / Cash Equivalents at the close of the Year</b>	<b>7314941</b>	<b>4985387</b>		
AS PER OUR ANNEXED REPORT OF EVEN DATE.				

For **D. DHANDARIA & COMPANY**  
Chartered Accountants  
ICAI Firm Reg. No. **306147E**

(Naveen Kumar Dhandaria)  
Partner  
Membership No. **061127**

**Saurabh Mittal**  
Non-Executive Chairman

**Ramesh Kumar Haritwal**  
Managing Director & CEO

Place of Signature : Kolkata  
Dated : 30th May, 2015



## Notes to Financial Statements for the year ended 31st March, 2015

### SIGNIFICANT ACCOUNTING POLICIES

#### 1 DISCLOSURE OF ACCOUNTING POLICIES (AS - 1):

##### 1.1 Accounting concepts & Basis of Preparation :

The financial Statements are prepared in accordance with the Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as specified in the Company (Accounting Standards) Rules 2006 read with Rule 7(1) of the Companies (Accounts) Rules, 2014 and the provisions of the Companies Act, 2013. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. The Company's management evaluates all recently issued or revised accounting standards on an on-going basis.

##### 1.2 Use of Estimates :

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

#### 2 VALUATION OF INVENTORIES (AS - 2):

2.1 Stock of Raw Materials, Consumables and Stores and spare are valued at cost. Cost represents purchase price and other costs for bringing inventories upto their present location and condition and is generally determined on weighted average basis.

2.2 Finished goods are valued at lower of cost and net realisable value.

#### 3 CASH FLOW STATEMENT (AS - 3):

Cash flows are reported using indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow from regular revenue generating, financing and investing activities of the Company is segregated. Cash and cash equivalents in the balance sheet comprise cash at bank (excluding pledged term deposits), cash/cheques in hand and short term investments with an original maturity of three months or less.

#### 4 CONTINGENCIES AND EVENTS OCCURRING AFTER BALANCE SHEET DATE (AS - 4) :

Disclosure of contingencies as required by the accounting standard is furnished in the Notes on accounts.

#### 5 DEPRECIATION (AS - 6):

5.1 Tangible assets are depreciated on the basis of their useful lives as notified in Schedule II to the Companies Act, 2013. Depreciation in respect of additions to assets has been charged on pro rata basis with reference to the period when the assets are ready for use.

#### 6 REVENUE RECOGNITION (AS - 9):

6.1 Revenue from sale of goods and services rendered is recognized from passage of title which generally coincides with delivery of materials and rendering of services to the customers.

6.2 Interest income is recognized from time proportion basis taking into account the amount outstanding and rate applicable.

6.3 Rental income is recognised on accrual basis.



## Notes to Financial Statements for the year ended 31st March, 2015

### **7 ACCOUNTING FOR FIXED ASSETS (AS - 10) :**

Fixed assets are stated at cost less accumulated depreciation. Cost includes borrowing costs and all incidental expenditure net of CENVAT, Service Tax Input Credit and VAT input credit, wherever applicable.

### **8 EMPLOYEE BENEFITS (AS – 15):**

**8.1** Short-term employee benefits are recognised as an expense at the undiscounted amount in the Statement of Profit and Loss for the year in which the related service is rendered.

**8.2** Post Employment and other long term employee benefits are charged off in the year in which the employee has rendered services. The amount charged off is recognised at the present value of the amounts payable determined using actuarial valuation techniques. Actuarial gains and losses in respect of past employment and other long term benefits are charged to the Statement of Profit and Loss.

### **9 RELATED PARTY DISCLOSURES (AS – 18):**

Disclosure of related parties as required by the accounting standard is furnished in the Notes on accounts.

### **10 EARNINGS PER SHARE (AS – 20):**

Basic earnings (loss) per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

### **11 ACCOUNTING FOR TAXES ON INCOME (AS – 22):**

Income-tax expenses comprises current tax and deferred tax charge or release. The deferred tax charge or credit is recognised using current tax rates. Where there is unabsorbed depreciation or carry forward losses, deferred tax assets are recognised only if there is virtual certainty of realisation of such assets based on expected future profits. Other deferred tax assets are recognised only to the extent there is reasonable certainty of realisation in future. Such assets are reviewed as at each Balance Sheet date to reassess realisation.

### **12 PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS (AS – 29):**

**12.1** Provisions are made for present obligations arising as a result of past events.

**12.2** Contingent liabilities are not provided for but are disclosed by way of Notes on Accounts.

**12.3** Contingent assets are neither accounted for nor disclosed by way of Notes on Accounts.

### **13 VAT, SERVICE TAX & EDUCATION CESS**

Various expenses are accounted for after deducting the refunds receivable in respect of VAT, Service Tax & Education cess.



## Notes to Financial Statements for the year ended 31st March, 2015

	As at 31st March, 2015		As at 31st March, 2014	
	Number	₹	Number	₹
<b>1. SHARE CAPITAL :</b>				
<b>1.1 Authorised</b>				
Equity Shares of ₹ 10 each	4000000	40000000	4000000	40000000
<b>1.2 Issued, Subscribed And Fully Paid up :</b>				
Equity Shares of ₹ 10 each	3005000	30050000	3005000	30050000
<b>1.3 The reconciliation of the number of shares outstanding</b>				
Equity Shares at the beginning of the year	3005000	30050000	3005000	30050000
Add : Allotted during the year	-	-	-	-
Total	3005000	30050000	3005000	30050000

### 1.4 Terms/Rights attached to the Equity Shares

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. This distribution will be in proportion to the number of equity shares held by the shareholders.

### 1.5 Name of The Shareholders holding more than 5% Shares

	Number	%	Number	%
<b>Equity Shares</b>				
Rajesh Mittal	621250	20.67%	621250	20.67%
Greenply Industries Ltd.	380583	12.66%	380583	12.66%
S.M.Management Pvt. Ltd.	214117	7.13%	214117	7.13%
Saurabh Mittal & Shobhan Mittal on Behalf of Trade Combines, Partnership Firm	-	-	312400	10.40%
Saurabh Mittal	193700	6.45%	-	-
Shobhan Mittal	155900	5.19%	-	-
Anirudha Bubna Trust	398091	13.25%	398091	13.25%

In the current year, the above information is furnished taking into consideration the fact whether or not the beneficial ownership is reflected in the records of the Depository. In the previous year the above information was furnished taking into consideration the beneficial ownership of shares as informed to the Company and the Registrar of Companies through filing of requisite forms.

**1.6** The Company has not reserved any shares for issue under options and contracts/commitments for the sale of shares/disinvestment.

**1.7** The Company for the period of five years immediately preceding the date of Balance Sheet has not:

- Allotted any class of shares as fully paid pursuant to contract(s) without payment being received in cash.
- Allotted fully paid up shares by way of bonus shares.
- Bought back any class of shares.

**Notes to Financial Statements** for the year ended 31st March, 2015

	As at 31st March, 2015		As at 31st March, 2014	
	₹	₹	₹	₹
<b>2 RESERVES &amp; SURPLUS :</b>				
<b>Capital Reserve</b>				
As per last Balance Sheet		1500000		1500000
<b>Securities Premium Account</b>				
As per last Balance Sheet		20000000		20000000
<b>General Reserve</b>				
As per last Balance Sheet		63094248		63094248
<b>Surplus i.e. Balance in Statement of Profit &amp; Loss</b>				
Loss as per last Balance Sheet	(16487381)		(16560914)	
Less : Adjustment for Depreciation on reassessment of useful lives of tangible assets (Refer note no. 22)	4340421		–	
Add/(Less) : Profit/(Loss) for the year	(2346277)	(23174079)	73533	(16487381)
<b>TOTAL</b>		<b>61420169</b>		<b>68106867</b>
		<b>As at</b>		<b>As at</b>
		<b>31st March, 2015</b>		<b>31st March, 2014</b>
		₹		₹
<b>3 DEFERRED TAX LIABILITIES (NET) :</b>				
Deferred Tax Liabilities				
Depreciation		–		2125120
Less : Deferred Tax Assets				
Provision for Gratuity / Others		–		79329
Deferred Tax Liabilities (Net)		–		2045791
<b>4 OTHER LONG TERM LIABILITIES :</b>				
<b>Others</b>				
Security Deposit from Tenant		468000		400000
<b>5 LONG TERM PROVISIONS :</b>				
Provisions for Employee Benefits (unfunded)				
For Gratuity		266729		256729
<b>6 TRADE PAYABLES :</b>				
Sundry Creditors for Goods , Expenses etc.		818689		1477025



























