

MD	✓		BKC	✓
CS	NA		DPY	NA
RO	✓		DIV	NA
TRA	✓		AC	✓
AGM	✓	✓	SHI	✓
YE	✓	✓		

# 7th ANNUAL REPORT

## 1997-98



**HIMALYA INTERNATIONAL LIMITED**

## HIMALYA INTERNATIONAL LIMITED

### BOARD OF DIRECTORS

**Shri P. MITRA**

**Shri S.K. Gupta**

**Shri RAJAN DHAWAN**

**Smt. SANGITA MALIK**

**Shri SANJIV KAKKAR**

**Shri MAN MOHAN MALIK**

- HPSIDC Nominee Director

- IDBI Nominee Director

- Director

- Director

- Managing Director

- Chairman & Managing Director

### AUDITORS

**M/s Anujit Dandona & Co.**

Chartered Accountants

63-A, Anekant Place,

Rajpur Road DEHRADUN

### REGD. OFFICE

No.4, Commercial Complex,

Minto Road Hostel,

New Delhi-110002

### BANKERS

H.P. State Co-op. Bank

State Bank of India

ANZ Gindlays Bank

Punjab & Sind Bank

### REGISTRARS & SHARE

### TRANSFER AGENTS

M/s Beetal Finance & Computer  
Services (P) Ltd.

321-S Chirag Delhi

NEW DELHI-110017

**NOTICE**

Notice is hereby given that the VIth Annual General Meeting of the members of Himalya International Limited, will be held at Friday the 18th December, 1998 at 12.00 Noon at the Dolly Farms & Resorts (P) Ltd. 439, Village Shahoor Pur, Fatehpur Beri, New Delhi-110030 to transact the following business.

**A. ORDINARY BUSINESS :**

1. To receive, consider and adopt the audited Balance Sheet as on 31st March, 1998 and the Profit & Loss Account for the year ended on that date and the report of Auditors and Board of Directors thereon.
2. To appoint the Director in place of Shri Rajan Dhawan who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint the Director in place of Mrs. Sangita Malik who retire by rotation and being eligible, offers himself for reappointment.
3. To consider and if thought fit to pass with or without modification(s), the following resolution as an ordinary resolution.

"RESOLVED THAT pursuant to section 224 of the Companies Act, 1956, M/s Anujeet Dandona & Co. Chartered Accountants, the retiring Auditors of the company be and are hereby reappointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the company and the Board of Directors be and is hereby authorised to fix their remuneration and the mode of payment."

**B. SPECIAL BUSINESS**

5. To consider and if thought fit to pass the following resolution as SPECIAL RESOLUTION.  
"RESOLVED that subject to the guidelines of Securities and Exchange Board of India and approval of the Madras and Calcutta Stock Exchange or any other approval if any, the company's equity shares be got delisted on the Madras and Calcutta stock Exchange. Further Resolved that Board of directors of the company be and is hereby authorised to do all such acts necessary for getting the equity shares delisted on the Madras and Calcutta Stock Exchange.
6. To consider and if thought fit to pass with or without modification the following resolution as ordinary resolution.  
"Resolved that pursuant to section 293(1)(a) of the companies Act, the Board of Directors, subject to any agreement made with financial institute/banks be and are hereby authorised to deal, negotiate and dispose off the Calcium Unit of the company alongwith land, factory building, plant & machinery etc. and for that purpose to sign such instruments, contract that may be considered necessary usual for proper for the sale which according to the Directors may be considered beneficial and convenient for the company."

Date : 29.10.98

Place : Paonta Sahib(H.P.)

By order of the Board

**(M.M.Malik)**

Chairman & Managing Director

**NOTES**

1. Explanatory statements under section 173(2) of the Companies Act 1956, in respect of special business as stated above are enclosed.
2. A member entitled to attend and vote the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the company.
3. The instrument of proxy should, however be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting. Proxy form is annexed.
4. The Register of Members and Transfer Book of the Company will remain closed on 16th December to 18th December 1998.
5. Member desiring any information as regards the accounts, are requested to write to the company at least ten days in advance so as to enable the management to keep the information ready.

**EXPLANATORY STATEMENT UNDER SECTION 173 OF COMPANIES ACT****ITEM NO. 5**

Company's equity shares were got listed on the Delhi, Bombay, Calcutta & Madras Stock Exchange at the time of public issue in 1994-1995. Trading of the Company shares on Madras and Calcutta Stock Exchanges is negligible and almost 'NIL', Holders of the company's securities in Calcutta and Calcutta and Madras regions are also negligible. SEBI vide its letter dated SMDRP/CIR-14/98 dated 29th April has formulated the necessary guidelines for voluntary and compulsory delisting of securities on the stock exchange. Pursuant to the guidelines of SEBI, Board of Directors recommends the resolution for delisting of company's securities on Calcutta & Madras Stock Exchange.

None of Directors are interested or concern in the Resolution.

**ITEM NO.6**

Company has got a chemical unit with the capacity of manufacturing activated Calcium Carbonate 5000 Tones P.A. activated Calcium Carbonate is used as raw material in the manufacturing of PVC pipes which is mainly used by Govt. irrigation Departments. For the last few years PVC pipes manufacturers are not receiving sufficient order from the Govt. which resulted in recession in the demand would persist for long and it would not be viable to run the unit. Board of Directors recommends the resolution for authorising the Board to dispose off the unit as and when suitable offer is received.

None of Directors are interested or concern in the Resolution.