

# **ANNUAL REPORT 1999-2000**

Report  junction.com



**HIMALAYA GRANITES LIMITED**

## HIMALAYA GRANITES LIMITED



### DIRECTORS

S.P. Mittal      Chairman Cum  
Managing Director  
R. Mittal  
S. Mittal      Wholetime Director  
N.R. Mehta  
R. K. Loyalka  
Janaki Venkatramani  
Sudhir Kumar Jena

### AUDITORS

D. Dhandaria & Co.

### BANKERS

State Bank of India

### REGISTERED OFFICE

7, Sriman Srinivasa  
1st Cross Street,  
Alwarpet,  
Chennai - 600 018

### FACTORY

Panchalam Village  
Opp to Ponds India Ltd.  
Melpettai Post  
Tindivanam - 604 307



## HIMALAYA GRANITES LIMITED

### NOTICE

NOTICE is hereby given that Twelve Annual General Meeting of the Members of the Company will be held on Saturday, 30th day of September, 2000 at the Registered Office of the Company at No.7, Sriman Srinivasa, 1st Cross Street, Near Venus Colony, Alwarpet, Chennai - 600 018 at 11.00 A.M. to transact the following business :

- 1) To receive, consider and adopt the Audited Accounts of the Company for the year ended 31st March, 2000 together with Directors' Report and Auditors' Report thereon.
- 2) To declare a dividend.
- 3) To appoint a director in place of Shri R K Loyalka, who retires by rotation and being eligible offer himself for reappointment.
- 4) To appoint auditors and fix up their remuneration.

#### Special Business :

- 5) To consider and if thought fit to pass with or without modification the following resolution as an Ordinary resolution :

"RESOLVED THAT Mr. Sudhir Kr. Jena who had been appointed as Additional Director pursuant to section 260 of the Companies Act, 1956, and who holds office upto the date of Annual General Meeting, be and is hereby appointed as Director of the Company subject to retirement by rotation".

- 6) To consider and if thought fit to pass with or without modification the following resolution as an Ordinary resolution :

"RESOLVED THAT Smt Janaki Venkatramani who had been appointed as Additional Director pursuant to section 260 of the Companies Act, 1956, and who holds office upto the date of Annual General Meeting, be and is hereby appointed as Director of the Company subject to retirement by rotation.

- 7) To consider and if thought fit to pass with or without modification the following resolution as Special resolution :

"RESOLVED THAT pursuant to section 31 and other applicable provisions, if any, of the Companies act, 1956 and the provisions of other statutes as applicable and subject to such approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies, the Articles of Association of the Company be and is hereby altered as follows :

- (A) Article 2 shall include the following definitions at appropriate places :

'Beneficial Owner' means a persons whose name is recorded as such with a depository ;

'SEBI' means the Securities and Exchange Board of India ;

'Depository' means a company formed and registered under the Companies Act, 1956, and which has been granted a certificate of registration to act as a depository under the Securities and Exchange Board of India Act, 1992

'Security' means such security as may be specified by SEBI from time to time.

- (B) The definition of Members given in Article 2 be substituted with the following :

**HIMALAYA GRANITES LIMITED**

'Members' means the duly registered holder from time to time of the shares of the Company and includes any person whose name is entered as beneficial owner in the records of the depository.

(C) The following heading and article shall be inserted as 19A :

**Dematerialisation of Securities**

*Notwithstanding anything contained herein, the Company shall be entitled to dematerialise its Share, Debentures and other securities pursuant to the Depositories Act, 1996 and to offer its Shares, Debentures and other securities for subscription in a dematerialised form. The Company shall further be entitled to maintain a Register of Members with the details of Members holding shares both in material and dematerialised form in any media as permitted by law including any form of electronic media.*

**Options for Investors**

Every person subscribing to/or acquiring securities offered by the Company shall have the option to receive security certificates or to hold the securities with a depository. Such a person who is the beneficial owner of the securities can at any time opt out of a depository, if permitted by the law, in respect of any security in the manner provided by the Depositories Act, and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required Certificates of Securities.

If a person opts to hold his security with a depository, the Company shall intimate such depository the details of allotment of the security, and on receipt of the formation, the depository shall enter in its record the name of the allottee as the beneficial owner of the security.

**Securities in depository to be in fungible form**

All securities of the Company held by the depository shall be dematerialised and be in fungible form. Nothing contained in Sections 153, 153A, 153B, 187B, 187C and 372A of the Act shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners.

**Rights of Depositories and beneficial owners**

- a) Notwithstanding anything to the contrary in the Act or these Articles, a depository shall be deemed to be registered owner for the purposes of effecting transfer of ownership of security on behalf of the beneficial owner.
- b) Save as otherwise provided in (a) above, the depository as the registered owner of the securities shall not have any voting right or any other rights in respect of the securities held by it.
- c) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities, which are held by a depository.

**Service of documents**

*Notwithstanding anything in the Act, or these Articles to the contrary, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs.*

**Transfer of Securities**

Nothing contained in Section 108 of the Act or these Articles shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.



## HIMALAYA GRANITES LIMITED

### Allotment of Securities dealt in a depository

Notwithstanding anything in the Act, or these Articles, where securities are dealt with by a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.

### Distinctive numbers of Securities held in a Depository

Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for securities issued by the Company shall apply to securities held with a depository.

### Register and Index of beneficial owners

The Register and Index of beneficial owners maintained by a depository under Depositories Act, 1996, shall be deemed to be the Register and Index of Members and Security holders for the purpose of these Articles.

(D) The following heading and Article shall be inserted as 25A:

#### Nomination

- (1) Every holder/joint holder of shares in or debentures of the Company may at any time, nominate, in accordance with the provisions of and in the manner provided by Section 109A of the Act, and any amendments thereof from time to time, a person to whom all the rights in the shares or debentures of the Company shall vest in the event of death of holder/joint holder.
- (2) Subject to the provisions of Section 109A of the Act, and Article 25A(1), any person who becomes a nominee by virtue of the provisions of the Act, upon the production of such evidence as may be required by the Board or any committee thereof, elect either to be registered himself as holder of the shares or debentures as the case may be, or make such transfer of the share or debentures as the case may be, as the deceased shareholder or debentureholder as the case may be, could have made, in accordance with the provisions of and in the manner prescribed by Section 109B of the Companies Act, 1956 and any amendments thereto from time to time.

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share or debenture, and if the notice is not complied within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share or debenture, until the requirements of the notice have been complied with.

- (3) A person, being a nominee, becoming entitled to a share or debenture by reason of the death of the holder shall be entitled to same dividends and other advantages to which he or she would be entitled if he or she was the registered holder of the share or debenture except that he or she shall not, before being registered as a member in respect of his share or debenture, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

(E) The following heading and article shall be inserted as 45A:

#### Provisions of Articles to apply to securities held in Depository :

Except as specifically provided in these articles, provisions relating to joint holders, calls, lien on shares, forfeiture of shares and transfer of shares and transmission of shares shall be applicable to shares held in depository so far as they apply to shares held in physical form subject to the provisions of the Depository Act.

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

Place: Calcutta  
Date: 30th August, 2000

**S P.Mittal**  
Chairman Cum Managing Director

## HIMALAYA GRANITES LIMITED



### NOTES :

1. The Explanatory Statement pursuant to section 173(2) of the Companies Act, 1956 is annexed here.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. Proxies in order to be effective must be received by the company at its Registered Office not less than 48 hours before the time of the meeting.
3. The Register of Members and Share transfer books of the company will remain closed from Wednesday 27th day of September, 2000 to Saturday 30th September, 2000 (both days inclusive) for determination of names of shareholders who will be eligible for dividend on equity shares which may be declared at the meeting and the dividend so declared will be paid to those members whose names will appear on the register of members of the Company on 30th September, 2000.
4. Shareholders are requested to kindly bring their copies of Annual Report to the Meeting.
5. The Shares of the Company are listed on Stock Exchanges at Mumbai, Calcutta and Madras Stock Exchanges. The listing fee for all the three Stock Exchange has been paid.
6. As per the provisions of the amended Companies Act, 1956 facility of making nominations is now available for shareholders in respect of shares held by them. Nomination form can be obtained from the Registered office of the Company.
7. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to send their queries at least seven days before the date of the meeting so that, the information required may be made available at the meeting.

**Explanatory Statement pursuant to section 173(2) of the Companies act, 1956 is as follows :**

#### Item No. 5 & 6:

Sri Sudhir Kumar Jena was appointed as additional Director by the Board of Directors of the Company in their meeting held on 31.3.2000. Sri Jena is a Chartered Accountant and brings with him with rich experience of over 13 years in the fields of finance.

Smt Janaki Venkatramani was also appointed as additional Director by the Board of Directors of the Company in their meeting held on 31.3.2000. Smt Venkatramani is an Investment consultant with MBA qualification from California, USA.

The Company has received notices together with necessary deposit under section 257 of the Companies act, 1956 from a member signifying his intention to propose above persons as Director at the forthcoming Annual General Meeting.

*Your directors feel that the Company would be greatly benefited by experience of these persons and recommend their appointment as Director.*

None of the Directors of the Company are concerned or interested in any way in the resolution set out at item no. 5 and 6 above.

#### Item No. 7

The Securities and Exchange Board of India has directed the Company to ensure compulsory trading in shares of the Company in electronic (demat) form only with effect from 26th February 2001. The dematerialisation will facilitate speedy transfer of shares and greater liquidity besides it being safer and convenient method of



## HIMALAYA GRANITES LIMITED

---

holding securities. Therefore, the Company's Article of Association needs to be suitably amended as set out in item no 7 so as to bring in the provisions relating to issue, holding, transfer, transmission of shares and other securities in Demat form.

Further, with the insertion of section 109A, 109B by the Companies Act, 1999 the holders of shares can nominate a person to whom his/her shares/debentures shall vest in the event of his/her death. It is, therefore considered desirable to include the nominations provision in the Articles of Association of the Company.

A copy of Articles of Association of the Company together with the proposed alteration is open for inspection at the Registered office of the Company on any working day between 11.00 A M to 1 P M.

Your directors recommend the resolution for adoption by the shareholders. None of the Directors of the Company are concerned or interested in the resolution except to the extent they are shareholder in the Company.



**HIMALAYA GRANITES LIMITED****DIRECTORS' REPORT**

The Directors are pleased to present the Annual Report together with the Audited Statement of Accounts of your Company for the Year ended 31st March, 2000.

**FINANCIAL RESULTS :**

	(Rs. in lacs)	
	1999-2000	1998-99
Net Sales	1896.72	1313.88
Profit before Interest and Depreciation	345.16	310.45
Less : a) Interest	(133.67)	(135.02)
b) Depreciation	(138.72)	(129.09)
Profit before tax	72.77	46.34
Income tax for earlier year	(6.74)	—
Profit after tax	66.03	46.34
Balance brought forward from earlier years	344.29	335.44
Other Adjustments	(0.50)	(0.81)
Amount available for appropriation	409.82	380.97
<b>APPROPRIATION :</b>		
Proposed Dividend	24.04	24.04
Corporate Tax on Dividend	5.29	2.64
Transfer to General Reserve	25.00	10.00
Balance carried to Balance Sheet	<u>355.49</u>	<u>344.29</u>

**REVIEW OF OPERATIONS**

During the year under review your company performed excellently. Your Company achieved sales of Rs. 1896.72 Lacs as compared to Rs. 1313.88 lacs recording thereby a growth of 44%. The higher sales and better cost management resulted in improved profitability. Net profit of the Company registered an upswing of 43%. Your Directors are confident to produce better results in the years to come.

**DIVIDEND:**

To conserve the resources of the Company in a competitive market, your Directors propose to maintain the dividend at last year's level and accordingly have proposed a dividend of 8% on equity shares for the year ended 1999-2000, which if approved at the forthcoming Annual General Meeting, will be paid to those shareholders of the Company whose names will appear on the Register of Members as on 30th day of September 2000.

**FUTURE OUTLOOK**

Your directors view the future with optimism considering the growing demand of the product. During the first quarter of 2000-01, the net sales has increased by over 47% to Rs. 620.61 lacs from Rs. 400.72 lacs in the corresponding period in the previous year. During the year your Company has acquired three mines one each





## HIMALAYA GRANITES LIMITED

in the state of Orissa, Tamilnadu and Andhra Pradesh. on lease basis. With focussed attention in the marketing and operation of newly acquired mines having been resumed your Company is confident of more glossy performance in coming years.

### DIRECTORS

Shri R K Loyalka, Director retires at the ensuing Annual General Meeting and being eligible offer himself for reappointment. During the year Sri Sudhir Kumar Jena and Smt. Janaki Venkatramani were inducted in the Board as additional Directors. In terms of provisions of Articles of Association of the Company read with section 260 of the Companies Act, 1956, they will hold office upto the date of forthcoming Annual General Meeting and are eligible for re-appointment as Directors of the Company. Requisite notices together with requisite deposit under section 257 of the Companies Act, 1956 have been received from a member signifying his intention to propose the aforesaid persons as Director at the forthcoming Annual General Meeting.

### DEMATERIALIZATION OF SHARES

Since the Company has been included in the list of SEBI-2562 securities which are required to be traded compulsorily in dematerialization form with effect from 26th February, 2001, your Directors are making arrangement with Depository in this connection and notice of the same will be forwarded to you in due course.

### AUDITORS

M/s. D.Dhandaria & Co., Chartered Accountants, Statutory Auditors of the company hold office until the conclusion of ensuing Annual General Meeting and are recommended for re-appointment. The company has received a certificate from the above Auditors to the effect that the re-appointment if made, would be within the limits prescribed under section 224 (1-B) of the Companies Act, 1956.

### PARTICULARS U/s. 217 OF THE COMPANIES ACT, 1956

#### 1) PARTICULARS OF EMPLOYEES

None of the employees are drawing salary whose particulars are required to be included in the Directors Report as required u/s. 217(2A) of the Companies Act, 1956.

#### 2) ENERGY CONSERVATION

The particulars regarding conservation of energy, technology absorption, Foreign Exchange earnings & Outgo as required u/s. 217 (1) (e) of the Companies Act, 1956 are given as per Annexure enclosed.

### Y2K COMPLIANCE

All the computer hardware and software are Y2K compliant.

### ACKNOWLEDGEMENT

Your Directors take this opportunity to express their grateful appreciation for the excellent support and co-operation received from the Financial Institutions, Bank, Government of India, State Governments, Vendors and Valued Customers. Your directors also thank all the employees of the Company for their devoted service during the year.

Place : Calcutta  
Dated : 30th August, 2000

For and on behalf of the Board of Directors  
**S. P. MITTAL**  
Chairman cum Managing Director