
**ANNUAL
REPORT
2013-14**



HIMALAYA GRANITES LIMITED



Corporate Information as on 30th May, 2014

BOARD OF DIRECTORS

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

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.corp@greenply.com



NOTICE

NOTICE is hereby given that the 26th Annual General Meeting of the members of the Company will be held on Tuesday, 30th September, 2014 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, 2014 including the Audited Balance Sheet as at March 31, 2014 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. Saurabh Mittal (DIN 00273917), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
3. To appoint auditors and fix their remuneration and in this connection, to consider and if thought fit, to pass, with or without modification(s), the following as an **Ordinary Resolution** :

“RESOLVED THAT pursuant to Sections 139, 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) M/s. D. Dhandaria & Company, Chartered Accountants (Registration No. 306147E), the retiring auditors be and are hereby appointed as Statutory Auditors of the Company to hold office as such from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 29th AGM subject to ratification by shareholders at every AGM held after this 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.”

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 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of Listing Agreement with the Stock Exchange(s), Mr. Mahesh Kumar Malpani (DIN: 02603222), who was appointed as an Independent Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years from the date of this Annual General Meeting up to the conclusion of the 31st Annual General Meeting of the Company in the calendar year 2019.”

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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of Listing Agreement with the Stock Exchange(s), Mr. Beni Gopal Saraf (DIN: 00267858), who was appointed as an Independent Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years from the date of this Annual General Meeting up to the conclusion of the 31st Annual General Meeting of the Company in the calendar year 2019.”



6. 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 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of Listing Agreement with the Stock Exchange(s), Mr. Pradip Manharlal Domadia (DIN: 05292129), who was appointed as an Independent Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years from the date of this Annual General Meeting up to the conclusion of the 31st Annual General Meeting of the Company in the calendar year 2019.”

7. 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 applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable laws, the terms and conditions of appointment of Mr. Ramesh Kumar Haritwal (DIN: 01486666), currently holding office as Managing Director and CEO of the Company and not liable to retire by rotation be revised such that Mr. Ramesh Kumar Haritwal shall be liable to retire by rotation and continue as Managing Director and CEO of the Company, other terms and conditions of his appointment remaining unaltered.”

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

“RESOLVED THAT pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013, and allied rules thereunder (including any statutory modification(s), or re-enactment(s) thereof for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT Mr. Saurabh Mittal and Mr. Ramesh Kumar Haritwal, Directors of the Company be and are hereby severally authorized to modify the Articles of Association and to perform all acts, deeds and things, execute documents, and make all filings, as may be necessary to give effect to the above resolution and to take all such steps for giving any such direction as may be necessary or desirable and to settle any questions or difficulties whatsoever that may arise for the purpose of giving effect to this resolution.”

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

“RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of Listing Agreement with the Stock Exchange(s), if any, consent of the members be and is hereby accorded to the Board of Directors of the Company to enter into contracts or arrangements with the following related party, during the financial year 2014-15 or thereafter, up to the maximum amounts, as mentioned below on such terms and conditions as the Board may think proper and beneficial for the Company -

Sl. No.	Name of Related Party	Nature of Transaction	Value of Transaction
1	Greenply Industries Limited	Lease/Leave and License agreement in respect of immovable property	Monthly Rent of ₹ 3,85,000/- with 5% increase every year.

RESOLVED FURTHER THAT Mr. Saurabh Mittal and Mr. Ramesh Kumar Haritwal, Directors of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters and things as may be considered necessary to give effect to the resolution.”

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

“RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the



rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of Listing Agreement with the Stock Exchange(s), if any, consent of the members be and is hereby accorded to the Board of Directors of the Company to enter into contracts or arrangements with the following related party, during the financial year 2014-15 or thereafter, up to the maximum amounts, as mentioned below on such terms and conditions as the Board may think proper and beneficial for the Company -

Sl. No.	Name of Related Party	Nature of Transaction	Value of Transaction
1	Greenlam Industries Limited	Lease/Leave and License agreement in respect of immovable property	Monthly Rent of ₹ 3,85,000/- with 5% increase every year.

RESOLVED FURTHER THAT Mr. Saurabh Mittal and Mr. Ramesh Kumar Haritwal, Directors of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters and things as may be considered necessary to give effect to the resolution.”

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

Ramesh Kumar Haritwal
Managing Director & CEO

Place : Kolkata

Dated : 30th May, 2014

Registered Office :

Panchalam Village
Melpettai Post, Tindivanam,
Tamilnadu - 604 307

NOTES :

1. A Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
2. **A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) 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 sent 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 Register of Members and Share Transfer Books of the company will remain closed from 2nd September, 2014 to 4th September, 2014 (both days inclusive).
4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
5. 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.
6. Queries on accounts of the Company, if any may please be sent to the Company at least seven days in advance of the meeting so that the answers may be made readily available at the meeting.
7. Members are requested to promptly notify any change in their address to the Share Transfer Agents M/s. S. K. Infosolutions Pvt. Ltd., 34/1A, Sudhir Chatterjee Street, Near Girish Park Metro Station, Kolkata-700 006, Phone:(033) 2219-4815/6797, Fax: (033) 2219-4815
8. Members are requested to bring their attendance slip along with their copies of annual reports to the meeting.



9. Members holding shares in physical form are advised to make nomination in respect of their shareholding in the Company.
10. Company's shares are listed on BSE Ltd. and listing fees for the financial year 2014-15 has been paid to the said Stock Exchange.
11. Pursuant to the provisions of Section 205A and 205C of the Companies Act, 1956, the final dividend for the year ended 31st March, 2006 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.
12. The final dividend for the financial year ended 31st March, 2007, which remain unclaimed for a period of seven years, will be transferred by the Company to the Investor Education and Protection Fund, as per the applicable provisions of the Companies Act, 1956 or the Companies Act, 2013. Please be informed that the due month for transferring the unclaimed final dividend for the financial year ended March 31, 2007 to Investor Education and Protection Fund is October, 2014. Shareholders, who have not yet encashed their final dividend warrants for the financial year ended 31st March, 2007 are requested to make their claim to the Company's Share Transfer Agent immediately. The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on September 27, 2013 (date of last Annual General Meeting) on the website of the Company (www.hgl.co.in), and also on the website of the Ministry of Corporate Affairs.
13. 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.
14. Relevant documents referred to in the accompanying notice/explanatory statement including the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 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. up to the date of the ensuing Annual General Meeting. Further, the Notice for this 26th Annual General Meeting along with requisite documents and the Annual Report for the financial year ended March 31, 2014 shall also be available on the Company's website, www.hgl.co.in
15. 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 will be available for inspection by the members at the Annual General Meeting.
16. Brief resume of the directors proposed to be appointed/re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange, are provided in the Report on Corporate Governance forming part of the Annual Report.
17. In keeping with the Ministry of Corporate Affairs' Green Initiative measures, the Company hereby requests 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.
18. Electronic copy of the Notice of the aforesaid Annual General Meeting (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. 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 all the members of the Company.
19. In accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and applicable provisions of the listing agreements with Stock Exchanges, the Company has engaged the services of CDSL to provide e-voting facility to all the members to enable



them to cast their votes electronically in respect of all the business to be transacted at the aforesaid Annual General Meeting. Members who cast their vote through e-voting mechanism shall not be able to vote at the Annual General Meeting.

20. The Board of Directors of your 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 for conducting the e-voting process in a fair and transparent manner.
21. The instructions for shareholders voting electronically are as under:
 - (i) The voting period begins at 10:00 a.m. on September 24, 2014 and ends at 10:00 p.m. on September 25, 2014. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 1, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
 - (iii) Click on "Shareholders" tab.
 - (iv) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
 - (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (vi) Next enter the Image Verification as displayed and Click on Login.
 - (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
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"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. The sequence number of such members have been provided in the electronic voting particulars given along with the hard copy of the attendance slip. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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"> Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. 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 (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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 holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for Himalaya Granites Limited, on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If de-mat 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.
- (xix) 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.
- (xx) 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 under help section or write an email to helpdesk.evoting@cdslindia.com.

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

Ramesh Kumar Haritwal
Managing Director & CEO

Place : Kolkata
Dated : 30th May, 2014

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 from Item No. 4 to Item No. 10 of the accompanying Notice dated May 30, 2014.

Item Nos. 4 to 6

The modality of appointment of Independent Directors has been introduced for the first time under the provisions of Companies Act, 2013 with effect from 1st April, 2014. However, your Company, being a listed company, by virtue of Clause 49 of the Listing Agreement with Stock exchange, was required to appoint requisite number of Independent Directors on the Board of Directors of the Company. Accordingly, Mr. Mahesh Kumar Malpani, Mr. Beni Gopal Saraf and Mr. Pradip Manharlal Domadia, Directors of the Company, whose appointments as directors have already been approved by the Board of Directors and Members of the Company, are presently acting as Independent Directors in compliance with the Listing Agreement requirements. However, their terms of appointment are such that they are liable to retire by rotation as per the Companies Act, 1956. Further, in keeping with the original terms of appointment, Mr. Mahesh Kumar Malpani is liable to retire by rotation at the ensuing annual general meeting.

Section 149 of the Companies Act, 2013, *inter-alia*, provides that an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and their office will not be subject to retirement by rotation. It is further clarified that any previous tenure of an Independent Director on the date of commencement of the Companies Act, 2013 shall not be counted as a term of appointment of Independent Director.

Based on the declarations received from Mr. Mahesh Kumar Malpani, Mr. Beni Gopal Saraf and Mr. Pradip Manharlal Domadia, Directors of the Company in terms of Section 149 (7) of the Companies Act, 2013, the Board is of the opinion that Mr. Mahesh Kumar Malpani, Mr. Beni Gopal Saraf and Mr. Pradip Manharlal Domadia fulfill the criteria of being appointed as Independent Directors as stipulated in Section 149 (6) and other applicable provisions of the Companies Act, 2013 and Rules made thereunder. The Board is also of the opinion that the proposed Directors are independent of the management. The Company has received notice(s) under Section 160 along with requisite deposit(s) from member(s) proposing their re-appointment as Independent Directors at the ensuing Annual General Meeting.

Details in respect of the aforesaid Directors are furnished in the Corporate Governance Report. All are possessing diversified knowledge and experience in their respective fields. Your Board considers that their continued association with the Company would be of immense benefit to the Company.

Consequently, the Board of Directors recommends for approval of the shareholders the re-appointment of Mr. Mahesh Kumar Malpani, Mr. Beni Gopal Saraf and Mr. Pradip Manharlal Domadia, as Independent Directors of the Company on such terms that they shall continue to hold office as non-rotational directors for a term of five (5) consecutive years, effective from the date of this AGM.

Copy of draft letter(s) for appointment of the above named persons as Independent Directors setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company on all working days, except Saturday, between 11:00 a.m. and 1:00 p.m. up to the date of the ensuing Annual General Meeting.

Concerned Directors and their relatives are interested in their respective resolutions being related to their own appointments. 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 Resolutions as set out in item nos. 4 to 6 of the accompanying Notice.

The Board recommends the resolutions set forth in item nos. 4, 5 and 6 for the approval of members.

Item No. 7

Mr. Ramesh Kumar Haritwal is presently holding office as Managing Director and CEO of the Company not liable to retire by rotation. With a view to ensure compliance with the provisions of Companies Act, 2013, it is proposed that the terms of his appointment be changed to the effect that he shall be liable to retire by rotation and continue as Managing Director and CEO of the Company. However, all the other terms and conditions of his appointment as approved at the annual general meeting held on September 28, 2012 shall remain unaltered.



Mr. Ramesh Kumar Haritwal and his relatives may be deemed to be concerned or interested in the proposed resolution. 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 recommends the resolution set forth in item no. 7 for the approval of members.

Item No. 8

The existing Articles of Association of the Company ("Existing Articles") was adopted based on the provisions of the Companies Act, 1956. With the implementation of the Companies Act, 2013 and its allied rules, the provisions of Companies Act, 1956 are getting repealed in a phased manner.

The Board of Directors of the Company believes that it is desirable that the relevant clauses in the Articles of Association of the Company be revised so that they fully reflect not only the law governing the Company and rules and regulations made thereunder, but must also be in conformity with the provisions of the Companies Act, 2013 and Rules made thereunder and must also comply with the listing agreement with the Stock Exchanges and SEBI Guidelines.

Since the required alterations, deletions, insertions etc. to the Existing Articles would be numerous; it is felt prudent to entirely substitute the Existing Articles and adopt the new Articles of Association (New Articles).

Pursuant to the provisions of Section 14 of the Companies Act, 2013 and the rules made thereunder alteration of Articles of Association requires approval of the members of the Company by way of passing a Special Resolution at a general meeting.

The Company will furnish a copy of the New Articles on demand to every member. A copy of the draft New Articles to be adopted, as referred to in the notice / explanatory statement hereto, will be made available to the Members for inspection at the Registered Office of the Company between 11:00 a.m. and 1:00 p.m. on any working day except Saturday till the date of this Meeting. Members may also download the copy of the New Articles from the website of the Company at the link: www.hgl.co.in. In addition, a copy of the New Articles will be placed for inspection by members at the Meeting.

None of the Directors or Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Your Board recommends passing of the resolution under Item no. 8 of the notice as a Special Resolution.

Item No. 9

Your Company has entered into lease/leave and license agreement with a related party Greenply Industries Limited for letting out one of its factory shed in accordance with the applicable provisions of the Companies Act, 1956 and your Company proposes to renew the said agreements, from time to time, with increase up to 5% in rent per year over the then existing rent.

Considering the provisions of Section 188 of the Companies Act, 2013 and the rules made thereunder and the revised Clause 49 of the Equity Listing Agreement which will come into effect from October 1, 2014, your Board of Directors is of the view that it would be in the best interests of the Company to seek shareholders' approval at the ensuing annual general meeting for the related party transactions/ arrangements enumerated above. In keeping with the requirements of the rules framed under the Companies Act, 2013, brief particulars of the existing lease/leave and license agreements are provided herein below :

Sr. No.	Name of related party	Property Address	Nature of Relationship of related party with the Company	Present Rent per month & Security Deposit	Name of the director or key managerial personnel who is related
1	Greenply Industries Limited	Factory Shed No. 1, Panchalam Village, Melpettai Post, Tindivanam Tamilnadu – 604307	Promoter Group Company of Himalaya Granites Limited and Mr. Saurabh Mittal, along with his relatives, holds more than 2% of paid-up share capital of Greenply Industries Limited.	Rent : ₹ 3,85,000/- Security Deposit: Nil	Mr. Saurabh Mittal