



9th

**Annual
Report
1999-2000**

GOLDEN LAMINATES LIMITED

BOARD OF DIRECTORS

N.R. Aggarwal
Bomi E.Dosabhoy
Ravinder Krishan
Mahavir Singh
Jagdish Gupta
Satish Gupta

Chairman
Director
Director
Nominee HSIDC
Managing Director
Executive Director

BANKERS

State Bank of Patiala
Sector 7-C, Chandigarh

AUDITORS

M/S Sunil K.Sood & Co.
143, Sector 7, Panchkula

REGD. OFFICE :

S.C.O. 14, Sector 7-C,
Madhya Marg,
Chandigarh - 160 019

WORKS :

192-93, Phase-I,
Industrial Estate,
Panchkula - 134 109

NOTICE

Notice is hereby given that the Ninth Annual General Meeting of the Members of **GOLDEN LAMINATES LIMITED** will be held at Hotel President, Sector-26, Chandigarh on Saturday the 30th September, 2000 at 9.30 A.M. to transact the following business.

ORDINARY BUSINESS :

1. To consider and adopt Audited Profit & Loss Account for the Year ended 31st March, 2000 and the Balance Sheet as at 31st March, 2000 and the Report of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Jagdish Gupta, who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a Director in place of Mr. Satish Gupta, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint Auditors and to fix their remuneration and for the purpose to consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution.

"RESOLVED that pursuant to Section 224 and other applicable provisions, if any, of the Companies Act, 1956, M/s Sunil Kumar Sood & Company, Chartered Accountants, the retiring auditors of the Company be and hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this meeting upto the conclusion of the next Annual General Meeting of the Company and the examine and audit the account of the Company for the financial Year 2000-2001".

"RESOLVED FURTHER that the auditors be paid for the financial year 2000-2001 such remuneration as may be mutually agreed upon between the Board of Directors and the Auditors".

BY THE ORDER OF THE BOARD

JAGDISH GUPTA
(Managing Director)

Place : Chandigarh
Date : 1st September 2000

Regd. Office :
SCO-14, Sector 7-C, Madhya Marg,
Chandigarh-160019

NOTES :

1. A member entitled to attend and vote is entitled to appoint a proxy to attend on a poll, to vote instead of himself and the proxy need not be a member :
Proxies, in order to be valid and effective must be delivered at the Registered Office of the Company not later than forty-eight hour before the commencement of meeting.
2. The Register of members and transfer books of the Company will be closed from 25.09.2000 to 30-09-2000. (Both days inclusive).
3. The Members are requested to notify, immediately, change in their addresses, if any, at the Registered Office of the Company at SCO-14, Sector 7-C, Madhya Marg, Chandigarh-160019, quoting their folio numbers, to ensure prompt receipt of their communication.
4. As per the provisions of the amended Companies Act 1956, the facility for making nominations is available to the shareholders of the Company in respect of the share held by them.
The nomination forms can be obtained from the Registered Office of the Company.



DIRECTOR'S REPORT

To

The Members

Your Directors have pleasure in presenting the 9th Annual Report of the Company together with Audited Statement of Accounts for the Financial Year ended 31st March, 2000.

1. FINANCIAL RESULTS	1999-2000 (Rs. in Lacs)	1998-1999 (Rs. in Lacs)
Gross Sales & Other Income	2341.29	2056.47
Total Expenditure	2149.11	1891.33
Profit/Loss before Depreciation & Taxation	192.18	165.14
Depreciation	85.38	80.30
Profit before Tax	106.80	84.84
Profit/Loss on Transfer of Assets	(1.14)	(0.95)
Prior Period Adjustment	(2.95)	0.00
Profit/Loss due to Exchange Fluctuations	43.97	25.12
Provision for Tax
Profit/Loss after Tax	146.68	109.01
Profit/Loss brought forward	58.89	(50.12)
Profit/Loss carried to Balance Sheet	205.57	58.89

2. PRODUCTION & TURNOVER :

During the year your company produced and sold 1168238 Sheets recording an increase of 18.06%. The turnover of your company for the year was Rs. 2341.29 representing an increase of about 13.85% over that of the previous year and the company has registered a profit of Rs. 146.68 Lacs representing an increase of about 34.56% over that of previous year's profit.

3. EXPORTS :

During the year the company exported goods worth Rs. 1102.03 Lacs. The Company has earned export incentives worth Rs. 200.55 Lacs on export sales vis-a-vis previous years figure of Rs. 176.91 Lacs.

4. PROMOTIONAL EXPENSES :

The company continued to invest in promotional expenditure this year also in view of the long term progress of the Company. Your Directors thought it prudent to invest in Sales Promotion and other Promotional expenditure which has started giving results in the form of higher turnover and net profits.

5. EXPANSION PROGRAMME :

Under its expansion/diversification programme the Company has installed laminated/Plywood

GOLDEN LAMINATES LIMITED

plant at its existing factory premises with an installed capacity of 132000 sheets per annum. The cost of the expansion has been capitalised.

6. DIRECTORS :

In pursuance of the provisions of the Companies Act. 1956 and Articles of Association of the Company Shri Jagdish Gupta and Shri Satish Gupta retire by rotation and are eligible for re-appointment.

7. AUDITORS :

The auditors M/s Sunil K. Sood & Co., Chartered Accountants retire at the forthcoming Annual General Meeting and being eligible, offer themselves for re-appointment.

8. INDUSTRIAL RELATIONS :

The company continued to maintain good Industrial relations which enabled it to achieve good performance during the year.

9. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS/OUTGOINGS :

The information required under Sec. 217 (1) (e) of the companies Act. 1956 read with the companies (Disclosure of Particulars in the report of the Board of Directors) Rules, 1988 is appended hereto and forms part of the Report.

10. PERSONNEL :

The particulars of employees as required to be disclosed in accordance with the provisions of Section 217 (2A) of the Companies Act. 1956 and the Companies (Particulars of Employees) Rules, 1975 is not applicable.

11. Y2K COMPLIANCE :

The disclosure regarding status on Y2K compliance as required by Clause 32 of the listing agreement with Stock Exchanges, is not applicable to the Company, as all the equipments which include data processing equipments and main applications have been found to be Y2K compliant.

12. CORPORATE GOVERNANCE :

The Company believes that good corporate practices enable the Board to direct and control the affairs of a company in an efficient manner and to achieve its ultimate goal of maximising shareholder value. Realising this, the Company has adopted many practices over the period of time, even when there were no mandatory requirements in this regard. As a result, a number of provisions regarding Corporate Governance prescribed by the Listing Agreements have been complied with and steps are being taken to comply with the balance provisions within the current financial year.

13. ACKNOWLEDGEMENT :

Your Directors wish to place on record their gratitude for the support extended by Haryana State Industrial Development Corporation, Haryana Financial Corporation, State Bank of Patiala and various other departments of Central and State Governments and suppliers for their valuable support during the year under review.

On behalf of the Board of Directors.

(N.R. AGGARWAL)

Chairman

Place : Chandigarh

Date : 1st September 2000



STATEMENT PURSUANT TO COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988

A. Conservation of Energy

(a) Energy Conservation Measures taken :

The Company has given high priority to conservation of energy on an on-going basis. The need to conserve energy is being inculcated amongst the employees of the Company.

(b) Additional investment and proposals, if any, being implemented for reduction of consumption of energy:

Energy conservation is planned through replacement of and modification of inefficient and obsolete machinery and equipment and by providing automatic controls to reduce idle running of the machinery equipments. Further the company is open to any new proposal and additional investment for reduction of energy consumption.

(c) Impact of measures in (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods :

Impact is not visible as the percentage of cost power is negligible in total cost of production.

(d) Total Energy Consumption and energy consumption per unit of production as per Form A (Rule 2) is not given as the Company is not covered under the list of specified industries.

B. Technology Absorption :

1. Research & Development (R&D)

a) Specific areas on which R & D carried on by the Company :

Research and Development has been carried out for quality improvement and adhering to standard grammage of the laminated sheets.

b) Benefits derived as a result of above R & D :

Increase in overall efficiency, productivity and quality of outgoing produce and a wider design range of laminated sheets and decrease in cost of production.

c) Future Plan of Action :

Further improvement in production process, quality of product, introduction of new designs, reduction in cost of production etc.

d) Expenditure on R & D :

A seprate account is being maintained by the company for the expenditure incurred on R & D.

1999-2000

1998-99

NIL

NIL

2. Technology Absorption, Adaptation & Innovation :

The Company has not imported any technology. However, it is constantly keeping an eye on the technology being used by its competitors. Better technology, as and when available and if suited to Company's requirements, will be adapted by the Company.

3. FOREIGN EXCHANGE EARNINGS AND OUTGO :

i) The Company has earned foreign exchange worth INR 1019.82 Lacs during the year. However, efforts to explore export markets are continuing and are likely to result in more foreign exchange earnings, in future.

ii) The Company imported moulds from France, which resulted in foreign exchange outgo equivalent to INR 9.97 Lacs approximately. In addition, the Company imported Paper & Chemicals equivalent to INR 400.52 Lacs approximately on CIF basis.

for and on behalf of the Board

Place : Chandigarh

Date : 1st September 2000

(N.R. AGGARWAL)

Chairman

AUDITOR'S REPORT

To

THE SHAREHOLDERS,
GOLDEN LAMINATES LIMITED,
CHANDIGARH

We have audited the attached Balance Sheet of M/s GOLDEN LAMINATES LIMITED, as at 31st March, 2000 and subject to the notes as appearing in the accounts report that :-

1. We have obtained all the necessary information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
2. In our opinion, proper books of accounts as required by Law have been kept by the Company, so far as it appears from our examination of the books.
3. The Balance Sheet dealt with by the report are in agreement with the books of accounts.
4. In our opinion and to the best of our information and according to the explanations given to us, Balance Sheet and Profit & Loss Account comply with the mandatory accounting standards referred to in Section 211 (3C) of the companies Act, 1956.
5. In our opinion and to the best of our information and according to the explanations given to us, the accounts give the information required by the companies Act, 1956 in the manner so required and give a true and fair view subject to the notes no. 2 & 16 in the notes of accounts :-
 - i) In so far as it relates to Balance Sheet, of the state of affairs of the company as at 31st March, 2000
 - ii) In so far as it relates to Profit and Loss Account, of the Profit of the Company for the year ended on that date.

As required by the manufacturing and other Companies (Auditor's Report) Order, 1988 issued by the Company Law Board in terms of Section 227 (4A) of the Companies Act, 1956 and on the basis of such checks of books and records as were considered appropriate and information and explanations given to us during the course of our audit, we further report that :

1. The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets and materials purchased for the construction of building. As explained to us, Fixed Assets have been physically verified by the management at reasonable intervals and no material discrepancies between the books records and physical inventory were noticed.
2. The company has not revalued any of its Fixed Assets during the year.
3. The stocks of finished goods, stores, spares, raw material and consumable stores have been physically verified by the management at reasonable intervals.
4. The procedures of physical verification of stores followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
5. The discrepancies noticed on physical verification of stocks as compared to book records were not material and the same have been properly dealt with the books of accounts.
6. In our opinion and on the basis of our examination, the valuation of stocks is fair and proper in accordance with normally accepted accounting principles.
7. The Company has not taken any loans secured or unsecured from companies, firm or other parties listed in the register maintained under Section 301 of the companies Act, 1956 or from Companies under the same management within the meaning of Section 370 (1-B) of the Companies Act, 1956.



8. The Company has not granted any loans secured or unsecured to companies, firm or other parties listed in the register maintained under Section 301 of the Companies Act, 1956 or to companies under the same management within the meaning of Section 301 (1-B) of the Companies Act, 1956.
9. The company has not given any loans or advances in the nature of loans to any one except to the suppliers etc. In ordinary course of business.
10. In our opinion and according to the information and explanation given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business for the purchase of raw material, consumable stores, including components, plant and machinery equipment and other assets.
11. In our opinion and according to the explanation given to us, the company has not entered into any transactions of purchase and sale of goods and services made in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Companies Act, 1956 and aggregating during the year to Rs. 50,000/- or more.
12. In our opinion adequate provision has been made by the management in records for damaged and unserviceable items or consumable stores wherever significant.
13. We are informed that the deposits accepted by the company, during the year are in accordance with the provisions of Section 58-A of the Companies Act, 1956 and the rules framed there under.
14. In our opinion and according to information & explanation given to us, there are adequate internal audit system commensurate with the size of the company and nature of its business.
15. In our opinion, the company has maintained reasonable records for the sale and disposal of realisable scrap and we are explained that the company do not have any by products.
16. In our opinion and according to information given to us the company is not required to maintain cost records under Section 209 (1-D) of Companies Act, 1956.
17. In our opinion and on the basis of our examination, the company is regular in depositing Employee State Insurance and Provident Fund contribution with the appropriate authorities. The Provision for Gratuity has been made as per the provisions of the Payment of Gratuity Act, 1972.
18. According to the information and explanations given to us, there were no undisputed amounts payable in respect of Income Tax, Wealth Tax, Sales Tax, Customs Duty and Excise Duty outstanding as at the last day of the financial year for a period of more than six months from the date they became payable.
19. During the course of our examination of books of accounts and according to the information and explanation given to us, no personal expenses have been charged to revenue account other than those payable under contractual obligations or in accordance with normal business practice.
20. The company is not a Sick Industrial company within the meaning of Clause (O) of Sub-Section (1) of Section 3 of the Sick Industrial Companies (Special Provisions) Act, 1985.

**FOR SUNIL K. SOOD & CO.
CHARTERED ACCOUNTANTS**

PLACE : PANCHKULA

DATED : 29th May, 2000

(SUNIL K. SOOD)
PROPRIETOR