



**16th  
Annual Report  
2006-07**

**Golden Laminates Limited**

## BOARD OF DIRECTORS

N.R Aggarwal  
Jagdish Gupta  
Satish Gupta  
Mahavir Singh  
Satpal Garg  
Ravinder Krishan

Chairman  
Managing Director  
Jt. Managing Director  
Nominee Director (HSIDC)  
Director  
Director

**General Manager (Finance)**  
Deepak Mahajan

**Company Secretary**  
Maninder Kanwar

## REGISTERED OFFICE

SCO 14, Sector 7-C, Madhya Marg,  
Chandigarh 160019 (INDIA)  
Tele: - +91-172-5021555, 5021666  
Fax: - +91-172 -2795213, 5021495  
Email: stylam@goldenlaminates.com  
Website: www.goldenlaminates.com

## Works

192-193, Industrial Area, Phase-I,  
Panchkula 134 108 (Haryana)  
Tele : +91-172-2565387, 2563907  
Fax : +91-172-2565033  
Email: works@goldenlaminates.com

## AUDITORS

M/s Sunil K Sood & Co.  
Chartered Accountants  
#143, Sector 7,  
Panchkula 134 109 (Haryana)

## SHARE TRANSFER AGENT

Intime Spectrum Registry Limited  
A-31, 3<sup>rd</sup> Floor, Naraina Industrial  
Area, Phase -1, Near PVR Cinema,  
New Delhi 110 028  
Tele: - +91-11- 41410592  
Fax: - +91-11 - 41410591  
Email: delhi@intimespectrum.com

## BANKERS

**State Bank of Patiala**  
SCO 103-107, Sector 8-C,  
Chandigarh 160 018

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**NOTICE OF 16<sup>th</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the 16<sup>th</sup> Annual General Meeting of the Members of Golden Laminates Limited will be held on Friday, the 28<sup>th</sup> day of September 2007 at Chandigarh Club Limited, Sector - 1, Chandigarh at 9:30 A.M to transact the following business: -

**ORDINARY BUSINESS**

1. To receive, consider, approve and adopt the Audited Balance Sheet of the Company as at 31<sup>st</sup> March 2007 and Profit and Loss Account for the year ended on that date along with reports of the Auditors and Directors' thereon.
2. To appoint a Director in place of Mr. Jagdish Gupta who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Director in place of Mr. Satish Gupta who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint M/s Sunil K Sood & Co., Chartered Accountants, as Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to authorize the Board of Directors to fix their remuneration.

**SPECIAL BUSINESS**

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

**"RESOLVED THAT** pursuant to the provisions of Section 293(1)(a) and all other applicable provisions, if any, of the Companies Act, 1956, the consent of the Company be and is hereby accorded to the Board of Directors of the company for mortgaging and/or charging, from time to time and on such terms and conditions as it may think fit, the whole or substantially the whole of the Company's undertakings or any one or more of them including present and future properties whether movable or immovable comprised in such undertakings, as the case may be, together with the power to take over the management of the business of the Company in certain events for securing any loans and/or advances already obtained or that may be obtained from any financial institutions/banks, insurance companies or person or persons, and/or to secure any debentures issued or that may be issued and all interests, compound/additional interests, commitment charges, costs, charges, expenses and all other moneys payable by the Company to the concerned lenders within the overall limit of Rs. 100 Crores (Rupees one hundred crores).

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things that may be necessary, desirable or expedient for giving effect to the above Resolution."

6. To consider and if thought fit, to pass with or without modification, the following resolution as ordinary resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 293(1)(d) and all other applicable provisions, if any, of the Companies Act, 1956, the Company hereby accords its consent to the Board of Directors to borrow any sums of money from time to time from any one or more of the Company's bankers and/or from any one or more other persons, firms, bodies corporate or financial institutions, whether by way of cash credit, advance or deposits, term loans, debentures or bill discounting or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties, stock-in-trade (including raw materials, stores, spare parts and components in stock or in transit) and all or any of the undertakings of the Company notwithstanding that the moneys to be borrowed together with moneys already borrowed by the company (apart from temporary loans obtained from Company's Bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose may be borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of Rs. 100 Crores (Rupees one hundred crores) exclusive of interest.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby further authorised to execute such deeds of mortgage, charge, hypothecation, lien, promissory notes, deposit receipts and other deeds and instruments or writings as they may think fit and containing such conditions and covenants as the Board of Directors may think fit."

By Order of the Board  
for Golden Laminates Limited

Sd/-  
Maninder Kanwar  
Company Secretary

**Registered Office:**  
SCO 14, Sector 7-C,  
Madhya Marg, Chandigarh - 160019

Dated: 31<sup>st</sup> August, 2007

#### NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT 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. THE PROXY TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. The Explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of special business as set out above is given below and forms part of the notice.
3. The Register of members and the share Transfer Books of the Company will remain closed from Monday, the 24<sup>th</sup> day of September 2007 to Friday, the 28<sup>th</sup> Day of September 2007 (both days inclusive) pursuant to provisions of Section 154 of the Companies Act, 1956 and clauses of listing agreement entered into with Stock exchanges.

4. Members holding shares in physical form are requested to notify/send any change in their address/ mandate/ bank details and particulars of their account in case the same have not been sent earlier to the Company's Registrar and Transfer Agent to facilitate better services.
5. Members are requested to bring their copies of the Report to the meeting, as no further copies would be made available.

#### ANNEXURE TO NOTICE

#### **Explanatory Statement Pursuant to Section 173(2) of Companies Act, 1956**

##### **Item No. 5 & 6**

Under section 293(1)(d) of the Act, the Board of directors cannot, except with the approval of the members in general meeting, borrow monies, in excess of the company's paid up capital and its free reserves. Given the size and scale of the company's operation and in order to meet funding requirements from time to time, it may be necessary for the company to borrow in excess of its paid up capital and its free reserves i.e upto Rs.100 Crores, so that additional funds could be raised easily.

Some of the borrowing of the Company also required to be secured by an appropriate mortgage or charge on the assets of the Company in certain events, it is necessary for the members to pass a resolution under Section 293(1)(a) of the Companies Act, 1956 before the creation of charges. The resolutions is purely enabling in character.

Your directors, therefore recommend the resolution for your approval.

None of the directors are in any way concerned or interested in this resolution.

By Order of the Board  
for Golden Laminates Limited

Sd/-  
Maninder Kanwar  
Company Secretary

##### **Registered Office:**

SCO 14, Sector 7-C,  
Madhya Marg, Chandigarh - 160019

Dated: 31<sup>st</sup> August, 2007

#### **Additional Information as per Clause 49 of Listing Agreement.**

*A brief resume of Directors recommended for re-appointment at the Annual General Meeting.*

##### **Mr. Jagdish Gupta**

Mr. Jagdish Gupta, aged about 50 is a Graduate. At present, he is the Managing Director of the Company. He has a rich experience in the field of Sales & Marketing of products overseas.

He does not hold any position as Director of any Public Limited Company nor does he holds any position as member of any committee of Board of Public Limited Companies.

No. of Shares held in the Company is 8,02,300

##### **Mr. Satish Gupta**

Mr. Satish Gupta, aged about 49 years is the Executive Director of the Company and is responsible for the growth of business.

He is a Director on the boards of the following Public Limited Company.

1. Golden ChemTech Limited

He did not hold any position as member of any committee of Board of Public Limited Companies.

No. of Shares held in the Company is 6,36,100

**MANAGEMENT DISCUSSION AND ANALYSIS****INDUSTRY STRUCTURE AND DEVELOPMENTS**

The structure of Laminates Industry is broadly classified into 2 sectors viz organized and unorganized sector. The Company comes under the organized sector and is engaged in the manufacture and production of high quality grade laminates catering to international as well as domestic market. Demand for laminates in domestic market is increasing rapidly on account of hectic activities in the Housing Sector. The company has opted for different product- mix market-wise on order to cater to demand of Real Estate Industry

**OPPORTUNITIES AND THREATS**

The demand for laminates is growing both in the country as well as in the international market. India is one of the largest exporters of Laminates in the world and volume has been increasing every year. The Company is exporting to various countries all over the world and has satisfied customers with repeated order and exploring new market as well.

In domestic markets, the demand for Laminates is increasing rapidly on account of hectic activity in housing sector. In view of this, various stock points have been started from where speedier deliveries can be made to retail dealers. However, increased demand has led to significant numbers of players who have entered into this profitable area. As a result, your Company is facing pressures on volumes and price.

To combat the same, your company is focus on cost reduction measures through reduction of wastages, effective supply chain management and continued focus on quality research and development.

**FUTURE OUTLOOK**

The company is aiming for a healthy growth which will be achieved through an appropriate mix of international and domestic business. The company is also trying to add a new product segment in Laminates which will help to penetrate into newer markets. The company has installed new machinery thus increasing its manufacturing capacity.

**INTERNAL CONTROL SYSTEM & THEIR ADEQUACY**

The company maintains an adequate and effective internal control system commensurate with its size and complexity. This ensures that all assets are safeguarded and protected against loss from unauthorized use or disposition and that transaction are authorized, recorded and reported correctly.

In the internal control systems are supplemented by an extensive programme of internal audits, periodic review by management and documented policies and procedures. They are designed to ensure that the financial transactions are correctly recorded and reported. An independent internal audit function is important element of the company's internal control system.

**FINANCIAL PERFORMANCE**

During the year, the company has earned a Post-tax profits of Rs.103.25 Lacs. The profitability of the company has also received a set back due to increase in raw material costs and Fluctuation in Exchange Rates. However, due to operational efficiency and better realization the company has maintained the bottom line.



**HUMAN RESOURCE / INDUSTRIAL RELATIONS**

The company has been maintaining healthy and cordial relationship with its staff and workers. The company has been striving hard to up-grade their skill through continuous learning and in-house training programme.

**CAUTIONARY STATEMENTS**

The above statements in the management's Discussion and Analysis are 'forward-looking statements' with in meaning of applicable securities laws and regulations. These forward-looking statements are based on certain assumptions and expectation of future events. Actual results could differ materially from those expressed or implied. Important factors that would make a difference to the company's operations include demand-supply conditions, raw material prices, changes in government regulations, tax regimes and other economic developments.

**CORPORATE GOVERNANCE**

The Corporate Governance Report for the Year 2006-07, which has been prepared pursuant to the provisions of Clause 49 of the Listing Agreement, is furnished herein below.

**1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

Corporate Governance is about commitment to values, pursuing excellence and maintaining transparency, accountability and ethical business standards. It relates to compliance of laws, regulations, procedures and adherence to such implicit rules and voluntary practices of the Board of Directors and the Management. The Corporate Governance structure specifies the distribution of rights and responsibilities among different participants in one corporation, such as the Board, Managers, Shareholders and other stake holders and spells out the rules and procedures for making decisions on corporate affairs. By doing this, it also provide the structure through which the Company objective "REACHING TOMORROW FIRST" is set and the means of attaining these objectives and the system of monitoring performance is institutionalized.

**2. BOARD OF DIRECTORS**

The Company's Board presently comprises of two (2) executive directors, one (1) non-executive director and three (3) independent directors.

The constitution of the Board is given below:

Name of Director	Promoter/ Executive / Non-Executive / Independent	No. of other Directorships *	Membership of the other Board Committees
N.R Aggarwal	Promoter/ Non-Executive	—	—
Jagdish Gupta	Promoter/ Executive	—	—
Satish Gupta	Promoter/ Executive	1	—
Mahavir Singh	Non-Executive / Independent (Nominee HSIDC)	5	—
Satpal Garg	Non-Executive/ Independent	—	—
Ravinder Krishan	Non-Executive/ Independent	—	—

\* This includes directorships held in public limited companies and excludes directorship held in private limited companies and overseas companies.

### Attendance of Directors at Board Meetings and Annual General Meeting

The Board of the Company met eight times during the financial year, on the following dates:

6 <sup>th</sup> April, 2006	29 <sup>th</sup> June, 2006	28 <sup>th</sup> July, 2006
31 <sup>st</sup> August, 2006	30 <sup>th</sup> October, 2006	30 <sup>th</sup> November, 2006
27 <sup>th</sup> January, 2007	16 <sup>th</sup> March, 2007	

The attendance at the Board Meetings and the last Annual General Meeting were as under:

Name of Directors	No. of Board Meetings		Last Annual General Meeting
	Held	Attended	
N.R Aggarwal	8	8	✓
Jagdish Gupta	8	8	✓
Satish Gupta	8	7	✓
Mahavir Singh	8	5	—
Satpal Garg	8	6	✓
Ravinder Krishan	8	7	✓

### 3. CODE OF CONDUCT

The Company has formulated and implemented a Code of Conduct for Board Members and Senior Management of the Company. A declaration with respect to affirmation of compliance of Code of Conduct, signed by the Managing Director is appended at the end of the Report.

### 4. AUDIT COMMITTEE

During the financial year 2006-07, four Audit Committee Meetings were held, one of which was before finalization of accounts and others before the adoption of Quarterly Financial Results by the Board. The dates on which the said meetings were held are as follows:

29 <sup>th</sup> June, 2006	28 <sup>th</sup> July, 2006	30 <sup>th</sup> October, 2006
27 <sup>th</sup> January, 2007		

The constitution of the committee and the attendance of each member of the committee are given below:

Name	Designation	Non-executive/ Independent	No. of Committee Meetings	
			Held	Attended
Satpal Garg	Chairman	Non-Executive/ Independent	4	3
Mahavir Singh	Member	Non-Executive/ Independent	4	3
Ravinder Krishan	Member	Non-Executive/ Independent	4	3
N.R. Aggarwal	Member	Non-Executive Independent	4	4



The Company Secretary acts as the secretary to the committee.

The Terms of reference of the Audit Committee including those specified under Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956 are as under:

1. To review the quarterly and annual financial results of the Company before submission to the board.
2. To review the reports of Internal Audit Department and recommended to the Board to decide the scope of its work.
3. To meet the Statutory and Internal Auditors periodically and discuss their findings, suggestions and other related compliances with internal Control Systems.
4. To review the Auditor's Report on the Financial Statements and to seek clarifications thereon.
5. To review the list of Debtors outstanding for more than 6 months etc

## 5. REMUNERATION COMMITTEE

The Remuneration Committee reviews and makes recommendations on annual salaries, perquisites and other employment benefits for executive and non-executive directors. The constitution of the Remuneration committee is given herein below.

Name	Designation	Non-executive/ Independent
N.R Aggarwal	Chairman	Non-Executive
Satpal Garg	Member	Non-Executive/ Independent
Mahavir Singh	Member	Non-Executive/ Independent
Ravinder Krishan	Member	Non-Executive/ Independent

## REMUNERATION OF DIRECTORS

Details of remuneration paid / payable to directors for the year 2006-07 are as follows:

(Rs. in lacs)

Name of Director	Salary & Perquisites #
Jagdish Gupta@ (Executive Director)	7.8
Satish Gupta^ (Executive Director)	7.2
N.R Aggarwal (Non-Executive Director)	1.8

# excluding use of Company's Car and Telephone at the Residence as per the rules of the Company.

@ Appointed for a period of 5 years w.e.f 01.03.2003

^ Appointed for a period of 5 years w.e.f 01.03.2003.

Details of fixed component and performance linked incentives, along with performance criteria. - NIL

The Company does not have any stock option scheme.

The terms of appointment of whole time directors are governed by resolution of Board of directors/ Shareholders and applicable rules of the Company. None of the directors are entitled to severance fees.

**6. SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE**

The board has constituted 'Shareholders/ Investors Grievance Committee', which looks into shareholders and investors grievances. The Committee met 2 times during the year, on 20<sup>th</sup> June, 2006 and 16<sup>th</sup> October, 2007. As of date following are the members of the committee.

Name	Designation	Non-Executive/ Independent
N.R Aggarwal	Chairman	Non-Executive
Satish Gupta	Member	Executive
Ravinder Krishan	Member	Non-Executive/ Independent
Jadgish Gupta	Member	Executive

The Company Secretary provides secretarial support to the committee and is also the designated Compliance Officer for such matters.

**SHARE TRANSFER SYSTEM**

With a view to expedite the process of physical share transfer, a committee of directors has been constituted to be called "Share Transfer Committee" and authority has been delegated to the said committee to approve the transfer, transmission, issue of duplicate shares certificates and allied matters. The Company's Registrar's, M/s Intime Spectrum Registry Limited have adequate infrastructure to process the above matters.

The constitution of the Remuneration committee is given herein below.

Name	Designation	Executive/ Non-Executive
N.R Aggarwal	Chairman	Non-Executive
Jadgish Gupta	Member	Executive
Satish Gupta	Member	Executive

The committee meets fortnightly to approve the transfer/transmission & issue of Duplicate Shares. All shares have been transferred and returned within 15 days from the date of receipt of complete documents.

The complaints are generally replied to within 15 days from the date of lodgement with the Company. There was no complaint pending as on 31<sup>st</sup> March 2007.

**7. GENERAL BODY MEETING.**

The location and time of the Annual General Meetings held during the last 3 Years are as follows:

Annual General Meeting	Date	Time	Venue	No. of Special Resolution Passed
13 <sup>th</sup> AGM	30 <sup>th</sup> September 2004	9:30 AM	Chandigarh Club, Sector-1, Chandigarh	—
14 <sup>th</sup> AGM	30 <sup>th</sup> September 2005	10:30 AM	Chandigarh Club, Sector-1, Chandigarh	1
15 <sup>th</sup> AGM	30 <sup>th</sup> September 2006	9:30 AM	Chandigarh Club, Sector-1, Chandigarh	—