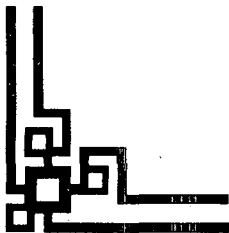


18th
Annual Report
2008-09

Golden Laminates Limited



CORPORATE INFORMATION

BOARD OF DIRECTORS

Jagdish Gupta
Satish Gupta
Mahavir Singh
Satpal Garg
Ravinder Krishan

Chairman-cum-Managing Director
Executive Director
Nominee Director (HSIDC)
Director
Director

Senior Manager (Finance)
Vijay Bhatia

Company Secretary
Monika Bisht

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

192-93, 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

Link Intime India Private Limited
A-40, 2nd Floor, Naraina Industrial Area
Phase – II, Near Batra Banquet Hall,
New Delhi – 110 028
Ph: 011-41410592-93-94, 25897309
Fax: 011-41410591
Email: delhi@intimespectrum.com

BANKERS

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

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NOTICE OF 18th ANNUAL GENERAL MEETING

Notice is hereby given that the 18th Annual General Meeting of the Members of Golden Laminates Limited will be held on Tuesday, the 29th day of September 2009 at Chandigarh Club Limited, Sector - 1, Chandigarh at 10:00 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 31st March 2009 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. Sat Pal Garg , who retires by rotation and being eligible offers himself for re-appointment.
3. 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

4. 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."

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)(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."

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 198, 269, 309, 310 read with Schedule XII and all other applicable provisions, if any, of the Companies Act, 1956, the monthly remuneration of Sh. Jagdish Gupta, Managing Director be increased from Rs. 65000/- p.m. to Rs. 125000/- p.m. with effect from 01.10.2009 and that the use of company's car and telephone at residence used by him for official duties, shall not be included in the remuneration package."

7. 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 198, 269, 309, 310 read with Schedule XII and all other applicable provisions, if any, of the Companies Act, 1956, the monthly remuneration of Sh. Satish Gupta, Executive Director be increased from Rs. 60000/- p.m. to Rs. 120000/- p.m. with effect from 01.10.2009 and that the use of company's car and telephone at residence used by him for official duties, shall not be included in the remuneration package."

By Order of the Board
for Golden Laminates Limited

-Sd-
Monika Bisht
Company Secretary

Registered Office:

SCO 14, Sector 7-C,
Madhya Marg, Chandigarh - 160019
Dated: 24th August, 2009

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 Thursday, the 24th day of September, 2009 to Tuesday, the 29th Day of September, 2009 (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 desirous of having any information as regards 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.
6. Members are requested to bring their copies of the Report to the meeting, as no further copies would be made available.

By Order of the Board
for Golden Laminates Limited

-Sd-
Monika Bisht
Company Secretary

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

Dated: 24th August, 2009

ANNEXURE TO NOTICE

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

Item No. 4 & 5

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, 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 resolution 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.

Item No. 6 &7

Shri Jagdish Gupta, Managing Director and Shri Satish Gupta, Executive Director were reappointed for five years on their respective posts with effect from 1st March, 2008 on monthly salary of Rs. 65000/- p.m. and Rs. 60000/- p.m. respectively.

However in view of the rise of cost of living the Board has decided to increase their monthly remuneration to Rs. 125000/- p.m. for Shri Jagdish Gupta, Managing Director and Rs. 120000/- p.m. for Shri Satish Gupta, Executive Director.

The members are requested to grant their consent and pass the resolution as Ordinary Resolutions.

Shri Jagdish Gupta and Shri Satish Gupta, Directors are interested in this resolution.

By Order of the Board
for Golden Laminates Limited

-Sd-
Monika Bisht
Company Secretary

Registered Office:

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

Dated: 24th August, 2009

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 focusing 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.

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.158.07 Lacs. The profitability of the company has also received a set back due to increase in raw material costs and inflation all over the world. 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 2008-09, 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 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
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 fourteen times during the financial year, on the following dates:

15 th May, 2008	2 nd June, 2008	20 th June, 2008
24 th June, 2008	28 th June, 2008	14 th July, 2008
11 th August, 2008	20 th August, 2008	25 th August, 2008
1 st October, 2008	24 th October, 2008	27 th October, 2008
29 th January, 2009		

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	
Jagdish Gupta	14	14	✓
Satish Gupta	14	14	✓
Mahavir Singh	14	10	✓
Satpal Garg	14	12	✓
Ravinder Krishan	14	12	✓

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 2008-09, 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:

28 th June, 2008	28 th July, 2008	24 th October, 2008
29 th January, 2009		

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	4
Mahavir Singh	Member	Non-Executive/ Independent	4	4
Ravinder Krishan	Member	Non-Executive/ Independent	4	3

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
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 2008-09 are as follows:

(Rs. in lacs)

Name of Director	Salary & Perquisites #
Jagdish Gupta@ (Managing Director)	7.80
Satish Gupta^ (Executive Director)	7.20

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