



## HIMALAYA GRANITES LIMITED

CIN : L13206TN1987PLC015161

Panchalam Village, Melpettai Post, Tindivanam, Tamilnadu - 604 307

Telefax : (044-26693378), Website : www.hgl.co.in, Email : investors@hgl.co.in

### NOTICE

**NOTICE** is hereby given that the 28th Annual General Meeting of the members of the Company will be held on Tuesday, 27th September, 2016 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, 2016 including the Audited Balance Sheet as at March 31, 2016 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 ratify the appointment of auditors and to fix their remuneration and in this connection, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to Sections 139, 141, 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), the consent of the members be and is hereby accorded to ratify the appointment of M/s. D. Dhandaria & Company, Chartered Accountants (Registration No. 306147E), as Statutory Auditors of the Company to hold office from conclusion of 28th Annual General Meeting (AGM) till the conclusion of the 29th 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 for the financial year ended March 31, 2017.”

#### 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 provisions of Section 20 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the Act and relevant rules prescribed thereunder (including any amendment, statutory modification(s) or re-enactment thereof for the time being in force) or any other applicable laws, the consent of the members be and is hereby accorded to severally authorize Mr. Saurabh Mittal, Non-Executive Chairman, Mr. Ramesh Kumar Hari twal, Managing Director & CEO and Mr. Hariom Pandey, Company Secretary of the Company to charge from the members such amount as may be deemed fit as an advance amount in lump sum or otherwise against any estimated or actual expenses incurred or to be incurred by the Company from time to time for delivery of the documents to the members in a mode specified by the members.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mr. Saurabh Mittal, Non-Executive Chairman, Mr. Ramesh Kumar Haritwal, Managing Director & CEO and Mr. Hariom Pandey, Company Secretary of the Company be and are hereby severally authorised to waive such fees from any member(s) (not being related party of the Company) and to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

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

**Hariom Pandey**  
Company Secretary

Place : New Delhi

Dated : August 11, 2016

**Registered Of fice :**

Panchalam Village

Melpettai Post, Tindivanam

Tamil Nadu - 604 307

#### NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, with respect to the Special Business as set out in Item No. 4 is annexed hereto.
2. **A member entitled to attend and vote at the Annual General Meeting (the “Meeting/AGM”) is entitled to appoint a proxy to attend and vote on a poll instead of him/her 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 attached 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 proxy holder shall prove his identity at the time of attending the Meeting.
4. When a member appoints a proxy and both the member and proxy attend the meeting, the proxy stands automatically revoked.
5. Requisition for inspection of proxies shall have to be made in writing by members entitled to vote on any resolution three days before the commencement of the meeting.
6. Proxies shall be made available for inspection during twenty four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting.
7. Corporate Members are required to send to the Company a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act 2013, authorizing their representative to attend and vote at the Annual General Meeting.
8. 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.
9. The Register of Members and Share Transfer Books of the Company will remain closed from 21st September, 2016 to 27th September, 2016 (both days inclusive) for the purpose of Annual General Meeting of the Company.
10. Members holding shares in de-mat mode may kindly note that any request for change of address or change of Email ID or change in bank particulars/mandates or registration of nomination are to be instructed to their Depository Participant only, as the Company or its Registrars and Share Transfer Agents cannot act on any such request received directly from the Members holding shares in de-mat mode. However, members holding shares in physical mode are requested to notify the Registrar & Share Transfer Agents of the Company of any change in their address and e-mail id as soon as possible.
11. Members holding shares in physical form are requested to lodge share transfer, transmission and intimate changes, if any, in their registered address, bank account and mandate details, residential status etc. quoting their folio number(s) to Company’s Registrar and Share Transfer Agent. Members are requested to note that as per the circular of Securities and Exchange Board of India (SEBI), for transfer of shares in physical form of listed companies, it shall be mandatory for the transferee(s) to furnish copy of PAN card to the Company/Registrar and Share Transfer Agent for registration of such transfer of shares.
12. Queries on accounts and operation of the Company, if any, may please be sent at the Registered Office of the Company at Panchalam Village, Melpettai Post, Tindivanam, Tamilnadu-604 307, at least seven days in advance of the meeting so that the answers may be made readily available at the meeting.
13. Members are requested to contact the Company’s Registrar & Transfer Agents, M/s. S. K. Info Solutions Pvt. Ltd., 34/1A, Sudhir Chatterjee Street, Near Girish Park Metro Station, Kolkata-700 006, Phone: (033) 2219-4815/6797, Fax: (033) 2219-4815 for reply to their queries/redressal of complaints, if any or Contact Mr. Hariom Pandey, Company Secretary of the Company, Ph. 011-42791399, Email: investors@hgl.co.in.
14. Members are requested to bring their attendance slip, duly signed as per the specimen signature recorded with the Company for admission into the Meeting Hall.

15. Members who hold shares in dematerialised form are requested to furnish their Client ID and DP ID Nos. for easy identification of attendance at the Meeting.
16. Members may avail the facility of nomination by nominating a person to whom their shares in the Company shall vest in the event of their death. The prescribed form can be obtained from the Company's Registrar and Share Transfer Agent.
17. Members who hold shares in physical form in multiple folios in identical names or joint names in the same order of names are requested to send the share certificates to the Company's Registrar and Share Transfer Agent for consolidation into single folio.
18. Since securities of the Company are traded compulsorily in dematerialized form as per SEBI mandate, members holding shares in physical form are requested to get their shares dematerialized at the earliest.
19. 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, M/s. S. K. Info Solutions Pvt. Ltd.
20. Electronic copy of the Annual Report 2015-16 and 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 whose email IDs are registered with the Company's Registrar and Share Transfer Agents/Depository Participants(s) for communication purposes unless any Member has requested for a hard copy of the same. The physical copies of Annual Report and 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 the Members of the Company who have not registered their e-mail address in the permitted mode.
21. In keeping with the Ministry of Corporate Affairs' Green Initiative measures, the Company hereby requests the 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.
22. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, 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 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. and also at the AGM. Further, the Notice for this 28th AGM along with requisite documents and the Annual Report for the financial year ended 2015-16 shall also be available on the Company's website, [www.hgl.co.in](http://www.hgl.co.in).
23. In accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has engaged the services of CDSL to provide the facility of voting by electronic voting system to all the Members to enable them to cast their votes electronically in respect of all the businesses to be transacted at the aforesaid Meeting. The facility of casting the votes by the members using such electronic voting system from a place other than venue of the AGM ("remote e-voting") is being provided by CDSL.
24. The facility for voting through Poll/Ballot Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through Poll/Ballot Paper. The facility for voting by electronic voting system shall not be made available at the AGM of the Company.
25. The e-voting facility will be available during the following voting period.
  - i. Commencement of remote e-voting: From 10.00 a.m. IST of 24th September, 2016
  - ii. End of remote e-voting: Up to 5.00 p.m. IST of 26th September, 2016
26. During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 20th September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter and the facility will be blocked forthwith.

27. The process and manner for remote e-voting are as under:

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- (ii) Click on “Shareholders” tab.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• 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.</li> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both 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 (iii).</li> </ul>

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for Himalaya Granites Limited, on which you choose to vote.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.

- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xviii) Note for Non - Individual Shareholders and Custodians
- Non - Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) are required to log on to [www.evotingindia.com](http://www.evotingindia.com) 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](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a ‘compliance user’ should 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 linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- (xix) 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.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

28. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date.
29. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of the Meeting and holding shares as of the cut-off date i.e. 20th September, 2016, needs to refer the instruction above regarding login ID and password and may contact the Company or RTA for any query or assistance in this regard. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
30. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again or change it subsequently.
31. Only the Member, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through Poll/Ballot Paper.
32. The 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 to scrutinize the voting and remote e-voting process for the Annual General Meeting in a fair and transparent manner.
33. The Chairman/ Managing Director & CEO shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Poll/ Ballot Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

34. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, within 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the meeting or a person authorized by him in writing, who shall countersign the same and declare the result of the voting within 48 hours of conclusion of the AGM.
35. The Notice of the AGM shall be placed on the website of the Company and CDSL till the date of AGM. The Results declared, alongwith the Scrutinizer's Report shall be placed on the Company's website at www.hgl.co.in and on the website of CDSL immediately after the declaration of result by the Chairman/Managing Director & CEO or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchange(s) where the shares of the Company are listed. Further, the results shall be displayed on the Notice Board of the Company at its Registered Office.
36. The route map showing directions to reach the venue of the Meeting is annexed.

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

**Hariom Pandey**  
Company Secretary

Place : New Delhi  
Dated : August 11, 2016  
**Registered Office :**  
Panchalam Village  
Melpettai Post, Tindivanam  
Tamil Nadu - 604 307

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#### **EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013**

Pursuant to the provisions of Section 20 of the Companies Act, 2013 read with the rules made thereunder a member may request for delivery of any documents through any particular mode as stated by the member of the Company for which he or she shall pay such fees as may be determined by the company with the consent of its members at Annual General Meeting.

In view of the same, it is considered proper to severally authorize Mr. Saurabh Mittal, Non-Executive Chairman, Mr. Ramesh Kumar Haritwal, Managing Director & CEO and Mr. Hariom Pandey, Company Secretary of the Company to determine such fee as may be deemed fit as an advance amount in lump sum or otherwise against any estimated or actual expenses incurred or to be incurred by the Company from time to time for delivery of the documents to the members in a mode specified by the members and also to waive off such fees from any member(s) (not being related party of the Company) as they may deem fit.

None of the Directors and Key Managerial Personnel (KMP) or relatives of directors and KMPs are any way concerned or interested, financially or otherwise, in the Resolution at Item No. 4 of the accompanying Notice.

The Board recommends the ordinary resolution set out in Item No.4 of the Notice, for approval by the shareholders.

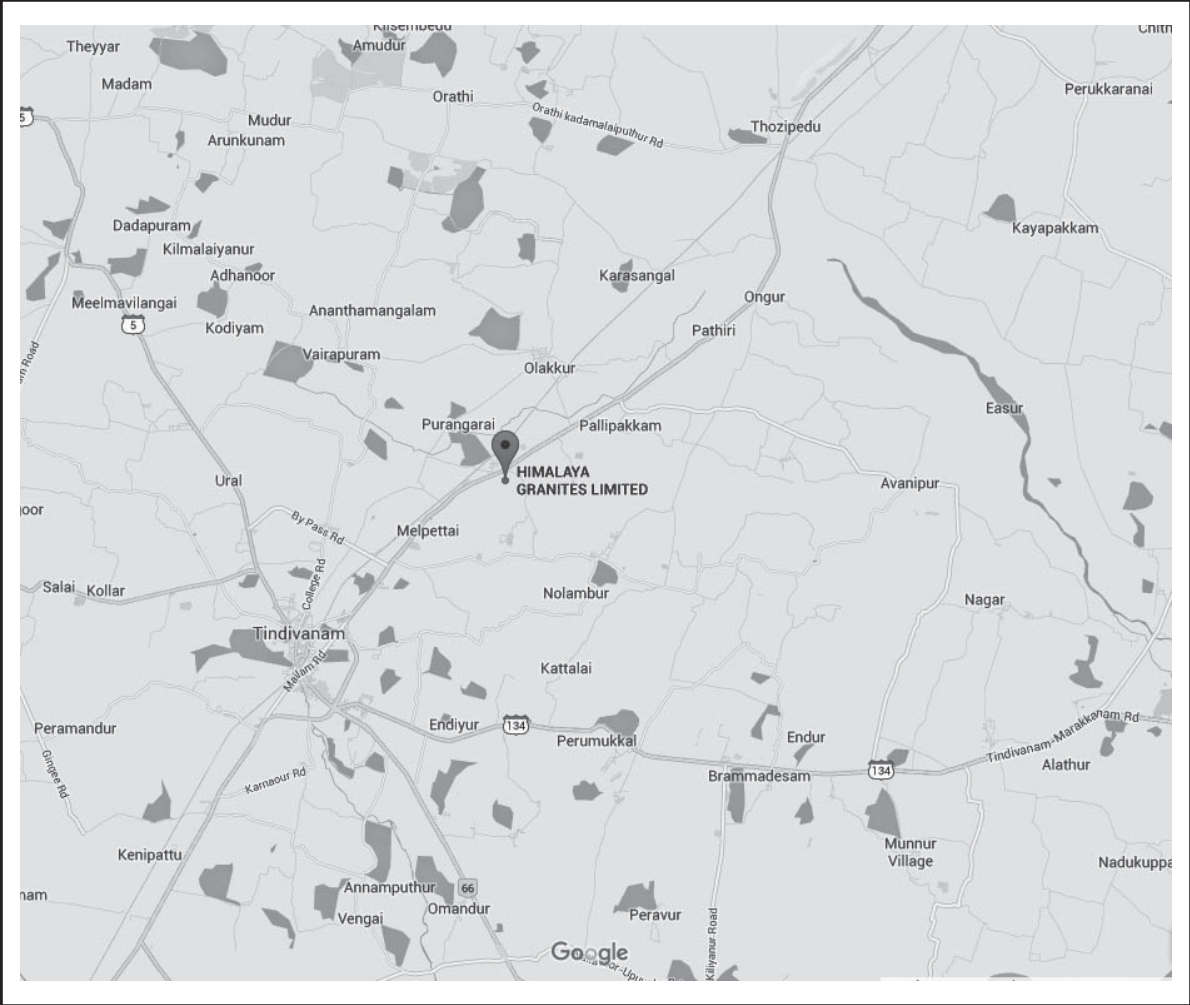
By Order of the Board  
For **Himalaya Granites Limited**

**Hariom Pandey**  
Company Secretary

Place : New Delhi  
Dated : August 11, 2016  
**Registered Office :**  
Panchalam Village  
Melpettai Post, Tindivanam  
Tamil Nadu - 604 307



**Route Map to the AGM Venue of Himalaya Granites Limited**





## HIMALAYA GRANITES LIMITED

CIN : L13206TN1987PLC015161

Panchalam Village, Melpettai Post, Tindivanam, Tamilnadu - 604 307  
Telefax : (044-26693378), Website : www.hgl.co.in, Email : investors@hgl.co.in

### Form No. MGT - 11

### PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	L13206TN1987PLC015161
Name of Company	<b>HIMALAYA GRANITES LIMITED</b>
Registered Office	Panchalam Village, Melpettai Post, Tindivanam, Tamilnadu - 604 307 Telefax : (044-26693378), Website : www.hgl.co.in, Email : investors@hgl.co.in

Name of the Member(s) :	
Registered Address :	
E-mail Id :	
Folio No./Client Id :	
DP ID :	

I / We, being the member(s) of \_\_\_\_\_ shares of the above named company, hereby appoint :

- 1) Name : \_\_\_\_\_ Address : \_\_\_\_\_  
Email Id : \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him
- 2) Name : \_\_\_\_\_ Address : \_\_\_\_\_  
Email Id : \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him
- 3) Name : \_\_\_\_\_ Address : \_\_\_\_\_  
Email Id : \_\_\_\_\_ Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting of the Company, to be held on Tuesday, 27th September, 2016 at 1.00 p.m. at the Registered Office of the Company at Panchalam Village, Melpettai Post, Tindivanam, Tamilnadu - 604 307 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2016, 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 reappointment.
3	To ratify the appointment of M/s. D. Dhandaria & Company, Chartered Accountants (Registration No. 306147E) as Statutory Auditor of the Company and to fix their remuneration.
4	To authorise Mr. Saurabh Mittal, Non-Executive Chairman, Mr. Ramesh Kumar Haritwal, Managing Director & CEO and Mr. Hariom Pandey, Company Secretary of the Company to change from the members such amount as may be deemed fit as an advance amount in lump sum or otherwise against any estimated or actual expenses incurred or to be incurred by the Company from time to time for delivery of the documents to the members in a mode specified by the Members.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ of 2016.

Signature of the Shareholder : \_\_\_\_\_

Signature of the proxy holder(s) : \_\_\_\_\_

Affix  
Revenue  
Stamp

#### Note :

This form of proxy in order to be effective should be duly completed, stamped, dated and signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting





## HIMALAYA GRANITES LIMITED

(CIN : L13206TN1987PLC015161)

Regd. Office : Panchalam Village, Melpettai Post, Tindivanam, Tamilnadu - 604 307

Telefax : 044-26693378, Email : investors@hgl.co.in, Website : www.hgl.co.in

### ATTENDANCE SLIP

Only Shareholders or Proxies will be allowed to attend the meeting

Registered Folio / DP ID & Client ID :	
Name and Address of the Shareholder :	
Joint Holder(s) :	
No. of Shares :	

I / We hereby record my / our presence at the 28th Annual General Meeting of the Company being held on Tuesday, 27th September, 2016 at 1:00 p.m at the Registered Office of the Company at Panchalam Village, Melpettai Post, Tindivanam, Tamilnadu - 604 307.

Signature of Shareholder(s) 1. \_\_\_\_\_

2. \_\_\_\_\_

Signature of Proxyholder \_\_\_\_\_

**Note :**

1. **Shareholders attending the meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting venue duly signed.**

### ELECTRONIC VOTING PARTICULARS

EVSN	Sequence Number
<b>160901058</b>	

**Note:** Please read the note no. 20, 23 to 32 to the Notice of the 28th Annual General Meeting dated 11th August, 2016, being sent herewith, in respect of the instructions for voting through electronic means. The voting period starts from 10:00 a.m. on 24th September, 2016 and ends at 5:00 p.m. on 26th September, 2016.