

HIMALAYA GRANITES LIMITED

CIN: L13206TN1987PLC015161

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

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

POSTAL BALLOT NOTICE

Pursuant To Section 110 of the Companies Act, 2013 and read with the Companies (Management and Administration) Rules, 2014

Dear Members,

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 (the “Companies Act”), read with the Companies (Management and Administration) Rules, 2014 (the “Management Rules”) including any statutory modification or re-enactment thereof for the time being in force, and other applicable provisions, if any, that the resolution appended below for the buyback of equity shares of Himalaya Granites Limited (the “Company”), is proposed to be passed as a Special Resolution by way of Postal Ballot / Electronic voting.

The Board of Directors of the Company at its meeting held on 10.10.2015 has, subject to the approval of the Members of the Company by way of special resolution, approved buyback of not exceeding 7,00,000 (Seven lakhs only) equity shares of the Company, from all the Public Shareholders holding equity shares of the Company on a proportionate basis through the “Tender Offer” route as prescribed under the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998, as amended from time to time at a price of Rs.30 (Rupees Thirty only) per equity share payable in cash for an aggregate amount of Rs. 2,10,00,000 (Rupees Two Crores and Ten Lakhs only).

Pursuant to Section 68(2)(b) of the Companies Act, and other applicable provisions, it is necessary to obtain the consent of the Members holding equity shares of the Company by way of a special resolution for the proposed buyback of equity shares. Further, as per Section 110 of the Companies Act read with Rule 22(16)(g) of the Management Rules, the consent of the Members is required to be obtained for the buyback by means of postal ballot. Accordingly, the Company is seeking your consent for the aforesaid proposal as contained in the resolution appended below. An explanatory statement pursuant to Section 102 of the Companies Act and other applicable legal provisions, pertaining to the said resolution setting out the material facts and the reasons thereof, is also appended. The said resolution and explanatory statement are being sent to you along with a postal ballot form (the “Postal Ballot Form”) for your consideration. Pursuant to Rule 22(5) of the Management Rules, the Company has appointed Mr. Dilip Kumar Sarawagi, Practicing Company Secretary, Proprietor of M/s. DKS & Co., of 173, Mahatma Gandhi Road, First Floor, Kolkata - 700 007 as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

The Members holding equity shares of the Company are requested to carefully read the instructions enclosed with the Postal Ballot Form and return the said Form duly completed in the attached self-addressed, postage prepaid envelope, if posted in India, so as to reach the Scrutinizer at 173, Mahatma Gandhi Road, First Floor, Kolkata - 700 007, not later than close of working hours i.e. 6.00 p.m. on Monday, the 16th November, 2015. Please note that any Postal Ballot Form(s) received after the said date will be treated as not having been received. Also, the e-voting module will be disabled after the close of the business hours i.e. 6.00 p.m. on Monday, the 16th November, 2015 for voting by the Members holding equity shares of the Company. E-Voting facility is also provided to all Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Forms. Members holding equity shares of the Company are requested to follow the procedure as stated in the notes and instructions for casting of votes electronically. The Members holding equity shares of the Company have both the options of voting i.e. by e-voting or through Postal Ballot Form. Kindly note that while exercising their vote, Members holding equity shares of the Company can opt for only one of the two modes of voting i.e. either through Postal Ballot Form or e-voting. If you are opting for e-voting, then do not vote through Postal Ballot Form and vice versa.

The Scrutinizer will submit his report to the Chairman or in his absence to any other Director authorized by him, after completion of scrutiny of Postal Ballot (including e-voting) in a fair and transparent manner. The results of the Postal Ballot will be announced on Thursday, the 19th November, 2015 and will be displayed at the Registered Office of the Company and communicated to BSE Limited (the “BSE”) where the equity shares of the Company are listed. The results of the Postal Ballot will also be displayed on the Company’s website: www.hgl.co.in. The date of declaration of the results of the Postal Ballot shall be the date on which the Resolution would be deemed to have passed, if approved by the members with requisite majority. The Members are requested to consider and, if thought fit, pass the following resolution:

SPECIAL BUSINESS:

Approval for Buyback of Equity Shares

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

“RESOLVED THAT pursuant to the provisions of Article 33 of the Articles of Association of the Company, Section 68, 69, 70, 110 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Companies Act”), the Companies (Share Capital and Debentures) Rules, 2014 (hereinafter referred to as the “Share Capital Rules”) and in compliance with Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998, (the “Buyback Regulations”) including any amendments, statutory modifications or re-enactments thereof, for the time being in force and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions and sanctions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted by the Board to exercise its powers, including the powers conferred by this resolution), consent of the Members be and is hereby accorded for buyback by the Company of its fully paid-up equity shares of Rs.10/- each not exceeding 7,00,000 (Seven Lakhs only) equity shares (“Buyback Offer Size”) (representing approximately 23.29% of the total number of equity shares in the paid-up equity share capital of the Company) at a price of Rs.30/- (Rupees Thirty only) per equity share (“Buyback Offer Price”) payable in cash for an aggregate amount of Rs. 2,10,00,000 (Rupees Two Crores and Ten Lakhs only) being 23.34% of the fully paid-up equity share capital and free reserves as per the audited accounts of the Company for the financial year ended March 31, 2015, from all the Public Shareholders holding equity shares of the Company on a proportionate basis through the “Tender Offer” route as prescribed under the Buyback Regulations (the “Buyback”).

RESOLVED FURTHER THAT the Buyback, to the extent permissible under law and subject to all applicable legal provisions, be implemented using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015.

RESOLVED FURTHER THAT such Buyback may be made out of the Company’s free reserves and / or such other sources as may be permitted by law through “Tender Offer” route and as required by the Buyback Regulations and the Companies Act; the Company may buyback equity shares from all the existing Public Shareholders holding equity shares of the Company on a proportionate basis, provided 15% (fifteen percent) of the number of equity shares which the Company proposes to buyback or number of equity shares entitled as per the shareholding of small shareholders, whichever is higher, shall be reserved for the small shareholders, as prescribed under Regulation 6 of the Buyback Regulations.

RESOLVED FURTHER THAT the Buyback from non-resident Members holding equity shares of the Company, Overseas Corporate Bodies (OCBs), Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs) and shareholders of foreign nationality, if any, etc. shall be subject to such approvals, if any, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed there under, if any.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power(s) conferred hereinabove as it may in its absolute discretion deem fit, to any Director(s) / Officer(s) / Authorised Representative(s) /Committee (“**Buyback Committee**”) of the Company in order to give effect to the aforesaid resolutions, including but not limited to appointment of Bankers, Brokers, Solicitors, Depository Participants, advertising agencies and other advisors / consultants / intermediaries / agencies, as may be required, for the implementation of the Buyback; and to make all necessary applications to the appropriate authorities for their approvals including but not limited to approvals as may be required from the Securities and Exchange Board of India, Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder; and to initiate all necessary actions for preparation and issue of various documents including letter of offer, opening, operation and closure of all necessary accounts including bank accounts as per applicable law, entering into agreements, release of public announcement, filing of declaration of solvency, obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law, extinguishment of dematerialized shares and physical destruction of share certificates in respect of the equity shares bought back by the Company, and such other undertakings, agreements, papers, documents and correspondence, under the Common Seal of the Company, as may be required to be filed in connection with the Buyback with the Securities and Exchange Board of India, Reserve Bank of India, Bombay Stock Exchange Limited(“**BSE**”), Registrar of Companies, Depositories and / or other regulators and statutory authorities as may be required from time to time.

RESOLVED FURTHER THAT nothing contained herein shall confer any right on the part of any shareholder to offer and / or any obligation on the part of Company or the Board or the Buyback Committee to buyback any shares, and / or impair any power of the Company or the Board or the Buyback Committee to terminate any process in relation to such buyback, if so permissible by law.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as it may, in absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

By the order of the Board of Directors
For Himalaya Granites Limited

Ramesh Kumar Haritwal
Managing Director & CEO
DIN: 01486666

Place : Kolkata
Date: 10.10.2015

NOTES:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts pertaining to the proposed resolution are annexed hereto along with a Postal Ballot Form for your consideration.
2. The Board of Directors of the Company has appointed, Mr. Dilip Kumar Sarawagi, Practicing Company Secretary, Proprietor of M/s. DKS & Co., of 173, Mahatma Gandhi Road, First Floor, Kolkata - 700 007 as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. After completion of scrutiny, the Scrutinizer will submit the Report to the Chairman/Managing Director and in his absence to any other authorized person of the Company. The result of the postal ballot would be declared by placing the same, along with the Scrutinizer’s Report on the website of the Company at www.hgl.co.in. The result of the postal ballot would also be intimated to the Stock Exchange where the shares of the Company are listed and be published in newspapers. The date of declaration of the result shall be deemed to be the date of passing of the said resolution.
3. The Notice is being sent by post to all the members whose names appear in the Register of Members / list of Beneficial Owners as on 09.10.2015 (Record Date).
4. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, 2013 read with the Rules and the Equity Listing Agreement entered into with the Stock Exchanges, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Form. Please note that e-voting is optional. Shareholders are requested to read carefully the instructions given below before casting their vote electronically.
5. The Postal Ballot Form and self-addressed, pre-paid postage envelopes are enclosed for use of the shareholders and it bears the address to which the duly completed Postal Ballot Forms are to be sent. The shareholders are requested to read carefully the instructions printed on the Postal Ballot Form and return the Form (Original) duly completed and signed in the attached self-addressed, pre-paid postage envelopes so as to reach the Scrutinizer on or before the close of the business hours i.e. 6.00 p.m. on Monday, 16th November, 2015, failing which it shall be strictly treated as if no reply has been received from such shareholder.

6. Only a shareholder who is entitled to vote is entitled to exercise his/her vote through Postal Ballot or E- voting. The date of completion of dispatch of notice will be announced through advertisement in newspaper(s) and any recipient of this notice who has no voting rights as on the date mentioned in point 3 above should treat the same as intimation only.
7. For any query connected with the Resolution(s) proposed to be passed by means of Postal Ballot including voting by electronic means may contact Mr. Ramesh Kumar Haritwal, Managing Director & CEO of the Company by sending email at investors@hgl.co.in or call at 011- 42791324.
8. A member may request for a duplicate Postal Ballot Form, if required. However, duly filled in Postal Ballot Form should reach the Scrutinizer not later than the date specified in point 5 above.
9. Kindly note that a Shareholder can opt only for one mode for voting i.e. either Physical through Postal Ballot Form or e-voting. In case a shareholder opts for e-voting, he cannot exercise his vote through Postal Ballot Form and vice-versa. However, in case shareholder(s) cast their vote both by Physical Ballot and e-voting, then the voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid. The decision of the Scrutiniser shall be final in this regard.
10. Relevant agreements/documents pertaining to the Resolution above will be available for inspection at the registered office of the Company on any working day between 11.00 a.m. to 1.00 p.m. up to the last date of receipt of Postal Ballot Form specified in the accompanying Notice.
11. A copy of the postal ballot notice will be available on the website of the Company at www.hgl.co.in till the last date for receipt of the postal ballots from the members.
12. The instructions for shareholders voting electronically are as under:
 - (i) The voting period begins on 18th October, 2015 (9.00 a.m.) and ends on 16th November, 2015 (6.00 p.m.). 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 9th October, 2015 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.
 - (iii) Click on Shareholders.
 - (iv) 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.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) 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.
 - (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
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"> • 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. • 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.
Dividend Bank Details OR 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"> • 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 (v).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the Company Name HIMALAYA GRANITES LIMITED.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.

- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a de-mat 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.
- (xviii) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to 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.
 - 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 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.
- (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, under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE

With an objective of rewarding public shareholders holding equity shares of the Company, through return of surplus cash, the Board at its meeting held on 10.10.2015 has approved the proposal of recommending buyback of equity shares as contained in the resolution in the Notice. As per the applicable provisions of the Companies Act and Buyback Regulations, the Explanatory Statement contains relevant and material information to enable the public shareholders holding equity shares of the Company to consider and approve the Special Resolution on the Buyback of the Company’s equity shares. Requisite details relating to the Buyback are given below:

1. Objective of the Buyback

Share buyback is the acquisition by a company of its own shares. The objective is to return surplus cash to the public shareholders holding equity shares of the Company. The Board at its meeting held on 10.10.2015, considered the amount in accumulated free reserves as well as the cash liquidity reflected in the audited accounts for the financial year ending March 31, 2015 and considering these, the Board decided to allocate a sum of Rs.2,10,00,000 (Rupees Two Crores and Ten Lakhs only) for distributing to the public shareholders holding equity shares of the Company through the Buyback. After considering several factors and benefits to the public shareholders holding equity shares of the Company, the Board decided to recommend Buyback of not exceeding 7,00,000 (Seven Lakhs only) equity shares (representing 23.29% of the total number of equity shares in the paid-up equity share capital of the Company) at a price of Rs. 30/- (Rupees Thirty only) per equity share for an aggregate consideration of Rs.2,10,00,000 (Rupees Two Crores and Ten Lakhs only). Buyback is a more efficient form of distributing surplus cash to the public shareholders holding equity shares of the Company, inter-alia, for the following reasons:

1. The Buyback will help the Company to distribute surplus cash to its public shareholders holding equity shares broadly in proportion to their shareholding, thereby, enhancing the overall return to them;
2. The Buyback, which is being implemented through the Tender Offer route as prescribed under the Buyback Regulations, would involve allocation of 15% of the outlay to small shareholders. The Company believes that this reservation of 15% for small shareholders would benefit a large number of public shareholders, who would get classified as “small shareholder”;
3. The Buyback would help in improving return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders’ value;
4. The Buyback gives an option to the public shareholders holding equity shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback Offer or they may choose to not participate and enjoy a resultant increase in their percentage shareholding, post the Buyback Offer, without additional investment;

a) Method to be adopted for the Buyback

The Buyback shall be on a proportionate basis from all the public shareholders holding equity shares of the Company through the “Tender Offer” route, as prescribed under the Buyback Regulations. The Buyback will be implemented in accordance with the Companies Act and the Share Capital Rules to the extent applicable, and on such terms and conditions as may be deemed fit by the Company.

As required under the Buyback Regulations, the Company will announce a record date (the “Record Date”) for determining the names of the public shareholders holding equity shares of the Company who will be eligible to participate in the Buyback. In due course, each shareholder as on the Record Date will receive a Letter of Offer along with a Tender / Offer Form indicating the entitlement of the shareholder for participating in the Buyback.

The equity shares to be bought back as a part of the buyback is divided in two categories:

- (a) Reserved category for small shareholders; and
- (b) General category for all other shareholders.

As defined in the Buyback Regulations, a “small shareholder” is a shareholder who holds equity shares having market value, on the basis of closing price on BSE as on Record Date, of not more than Rs.2,00,000 (Rupees Two Lacs only).

In accordance with Regulation 6 of the Buyback Regulations, 15% (fifteen percent) of the number of equity shares which the Company proposes to buyback or number of equity shares entitled as per the shareholding of small shareholders, whichever is higher, shall be reserved for the small shareholders as part of this Buyback. The Company believes that this reservation of 15% for small shareholders would benefit a large number of public shareholders, who would get classified as “small shareholder”.

Based on the holding as on the Record Date, the Company will determine the entitlement of each shareholder to tender their shares in the Buyback. This entitlement for each shareholder will be calculated based on the number of equity shares held by the respective shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such shareholder belongs. Shareholders’ participation in Buyback will be voluntary. Public shareholders holding equity shares of the Company can choose to participate and get cash in lieu of shares to be accepted under the Buyback or they may choose to not participate and enjoy a resultant increase in their percentage shareholding, post Buyback, without additional investment. Public shareholders holding equity shares of the Company may also accept a part of their entitlement. Public shareholders holding equity shares of the Company also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any.

The maximum tender under the Buyback by any shareholder cannot exceed the number of equity shares held by the shareholder as on the Record Date.

The equity shares tendered as per the entitlement by Members holding equity shares of the Company as well as additional shares tendered, if any, will be accepted as per the procedure laid down in Buyback Regulations. The settlement of the tenders under the Buyback is expected to be done using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015. Detailed instructions for participation in the Buyback (tender of equity shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the public shareholders holding equity shares of the Company as on the Record Date.

b) Maximum amount required under the Buyback and the sources of funds from which the Buyback would be financed

The maximum amount required under the Buyback will be Rs.2,10,00,000 (Rupees Two Crores and Ten Lakhs only).The Buyback would be financed out of free reserves of the Company. The Company shall transfer from its free reserves a sum equal to the nominal value of the equity shares bought back through the Buyback to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited Balance Sheet. The Company confirms that as required under Section 68(2) (d) of the Companies Act, the ratio of the aggregate of secured and unsecured debts owed by the Company, if any, shall not be more than twice the paid-up equity share capital and free reserves after the Buyback.

c) Buyback Price and the basis of arriving at the Buyback Price

The equity shares of the Company are proposed to be bought back at a price of Rs.30/- (Rupees Thirty only) per equity share (the “Buyback Offer Price”). The Buyback Offer Price has been arrived at after considering various factors such as the volume weighted average market prices of the equity shares of the Company on BSE where the equity shares of the Company are listed for a period of 3 months preceding the date of intimation to the BSE for the Board Meeting to consider the proposal for the Buyback, the net worth of the Company and the impact of the Buyback on the key financial ratios of the Company. The volume weighted average market price of equity Shares for a period of 3 months preceding the date of intimation to the BSE for the Board Meeting to consider the proposal for the Buyback is Rs. 8.17/-. The Buy Back offer price of Rs. 30/- represents a premium of 267.37% over the volume weighted average market price of the equity shares on BSE for 3 months preceding the date of intimation to the BSE for the Board Meeting to consider the proposal of the Buyback.

d) Number of shares that the Company proposes to buyback and the time limit for completing the Buyback

The Company proposes to Buyback not exceeding 7,00,000 (Seven Lakhs only) equity shares of face value of Rs.10 each of the Company. The Buyback is proposed to be completed within 12 months of the date of Special Resolution approving the proposed Buyback.

e) Compliance with Section 68(2)(c) of the Companies Act

The aggregate paid-up share capital and free reserves as at March 31, 2015 is Rs.8,99,70,169/-. Under the provisions of the Companies Act, the funds deployed for the Buyback cannot exceed 25% of the total paid-up capital and free reserves of the Company i.e. Rs. 2,24,92,542. The maximum amount proposed to be utilized for the Buyback, is approximately Rs. 2,10,00,000/- and is therefore within the limit of 25% of the Company’s total paid-up equity capital and free reserves as per the audited Balance Sheet as at March 31, 2015.

Further, under the Companies Act, the number of equity shares that can be bought back in any financial year cannot exceed 25% of the total paid-up equity capital of the Company in that financial year. Accordingly, the maximum number of equity shares that can be bought back in the current financial year is 7,51,250 equity shares. Since the Company proposes to Buyback up to 7,00,000 equity shares, the same is within the aforesaid 25% limit.

f) The aggregate shareholding of the Promoters, the directors of the Promoter where Promoter is a Company and of directors and key managerial personnel of the Company as on the date of this Notice:

(1) Shareholding of the companies / entities forming part of the Promoter Group Companies:

Sl. No.	Name	No. of Equity shares	% of Shareholding
1	Shiv Prakash Mittal	12500	0.42
2	Shiv Prakash Mittal on behalf of Shiv Prakash Mittal HUF	109250	3.64
3	Rajesh Mittal	321250	10.69

Sl. No.	Name	No. of Equity shares	% of Shareholding
4	Karuna Mittal	1250	0.04
5	Saurabh Mittal	3,10,000	10.31
6	Parul Mittal	600	0.02
7	Shobhan Mittal	27,500	0.92
8	Surbhi Mittal	27,500	0.92
9	Saurabh Mittal on behalf of Trade Combines, Partnership Firm	183700	6.11
10	Shobhan Mittal on behalf of Trade Combines, Partnership Firm	128700	4.28
11	Greenply Industries Limited	380583	12.66
12	S M Management Private Limited	214117	7.13
13	Greenply Leasing & Finance Private Limited	100	0.00

(2) Shareholding of the Directors of the Promoter Group Companies (mentioned in point 1 above):

DIN	Name	Directorships held in companies mentioned under point no. 1 above	No. of Equity Shares	% of Shareholding
00237242	Mr. Shiv Prakash Mittal	Greenply Industries Limited	12500	0.42
00240900	Mr. Rajesh Mittal	Greenply Industries Limited and S M Management Private Limited	321250	10.69
00268307	Ms. Karuna Mittal	S M Management Private Limited	1250	0.04
00273917	Mr. Saurabh Mittal	Greenply Leasing & Finance Private Limited	3,10,000	10.31
00348783	Ms. Parul Mittal	Greenply Leasing & Finance Private Limited	600	0.02
00347517	Mr. Shobhan Mittal	Greenply Industries Limited	27,500	0.92

(3) Shareholding of Directors or key managerial personnel of the Company:

DIN/PAN	Name	No. of Equity Shares	% Of Shareholding
01486666	Mr. Ramesh Kumar Haritwal	200	0.00
05292129	Mr. Pradip Manharlal Domadia	700	0.02
00273917	Mr. Saurabh Mittal	3,10,000	10.31
00273917	Mr. Saurabh Mittal (on Behalf of Trade Combines)	183700	6.11

g) Intention of the Promoters and Persons in Control of the Company to tender equity shares in the Buyback:

The promoter and promoter group have expressed their intention not to participate in the Buyback, in writing and have irrevocably waived their rights as shareholders in respect of this buyback offer.

h) Confirmation that there are no defaults subsisting in the repayment of deposits, redemption of debentures or preference shares or repayment of term loans to any financial institutions or banks

The Company confirms that there are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or interest payment thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company.

i) Confirmation that the Board has made full enquiry into the affairs and prospects of the Company and that they have formed the opinion to the effect that the Company, after Buyback will continue to be able to meet its liabilities and will not be rendered insolvent:

The Board of Directors of the Company has made a full enquiry into the affairs and prospects of the Company and has formed the opinion:

- i) That immediately following the date of the Board Meeting held on 10.10.2015 and the date on which the results of the Postal Ballot will be declared, there will be no grounds on which the Company can be found unable to pay its debts;
- ii) That as regards the Company's prospects for the year immediately following the date of the board meeting as well as the year immediately following the date on which the results of the Postal Ballot will be declared, approving the Buyback and having regards to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the board meeting approving the Buyback or within a period of one year from the date on which the results of the Postal Ballot will be declared, as the case may be;

In forming the opinion aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act.

j) Report addressed to the Board of Directors by the Company's Auditors on the permissible capital payment and the opinion formed by directors regarding insolvency:

The text of the Report dated 10.10.2015 received from M/s. D. Dhandaria & Company, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

QUOTE

To,
The Board of Directors,
Himalaya Granites Limited,
Panchalam Village, Melpettai Post, Tindivanam,
Tamilnadu-604 307,

Sub: Proposed Buyback Offer of Equity Shares of Himalaya Granites Limited (the "Company")

Dear Sir,

At the request of the Company, vide their letter dated 05.10.2015, we the statutory auditors of the Company, having its registered office at Panchalam Village, Melpettai Post, Tindivanam, Tamilnadu-604 307 are providing the certificate on the proposed Buyback of Equity Shares of the Company. The Certificate is required for the purpose of inclusion of the same a) in the explanatory statement to be annexed to the notice for general meeting through postal ballot for authorizing buyback by passing a special resolution and b) in the Public Announcement and Letter of Offer for buyback of its share by the Company and for submission to the Securities and Exchange Board of India (SEBI).

1. We have been informed that the Board of Directors of the Company in their meeting held on 10.10.2015 have decided to Buyback shares as allowed under Section 68 and 70(1) of the Companies Act, 2013, as amended from time to time (the "Act") at a price of Rs. 30/- per share. In terms of the requirements of Clause (xi) of Schedule II, Part A of the Securities and Exchange Board of India (Buyback of Securities), Regulations, 1998 as amended from time to time, (hereinafter called the "**Buyback Regulations**") we confirm as under:

- a) We have enquired into the state of affairs of the Company in relation to its audited accounts for the year ended March 31, 2015 .
- b) The amount of maximum permissible capital payment towards Buyback of Equity Shares (including Premium) if any, as ascertained below in our view has been properly determined in accordance with Section 68 of the Companies Act, 2013.

Particulars	Amount (Rs)
Issued, Subscribed and Paid-up share capital as at March 31, 2015	3,00,50,000
Free reserves as at March 31, 2015	
• General Reserve	6,30,94,248
• Balance in Statement of Profit & Loss	(2,31,74,079)
Securities Premium Account	2,00,00,000
Total	8,99,70,169
Maximum amount permissible for buy-back i.e. 25% of the total paid-up capital and free reserves	2,24,92,542

2. The opinion expressed by the directors of the Company in the Declaration as to any of the matters mentioned in the declaration as per Schedule II- Clause (x) of the rules is reasonable;
3. The Board of Directors of the Company is responsible for :
 - i) properly determining the amount of capital payment for buyback;
 - ii) making a full enquiry into the affairs and prospects of the Company and forming the opinion that the Company will not be rendered insolvent within a period of one year from the date on which the results of the postal ballot for buyback will be declared.
4. Based on the representation made by the Company and other information and explanations given to us, which to the best of our knowledge and belief were necessary for this purpose, we report that we are not aware of anything to indicate that the opinion expressed by Directors in the declaration as to any of the matters mentioned in the declaration as approved by the Board of Directors in their meeting held on 10th October, 2015 is unreasonable in the circumstances in the present context.
5. The completeness of the above details is the responsibility of the Company's management. Our responsibility is to perform the above mentioned procedures. We have performed the above mentioned procedures in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes issued by the Institute of Chartered Accountants of India ("ICAI"). The above mentioned procedures include examining evidence supporting the particulars in the statement on a test basis. Our procedures do not include verification of compliance with any Act, guidance, notifications or any other statute thereof. Our scope of work did not involve us performing audit tests for the purpose of expressing an opinion of fairness or accuracy of any financial information. We have not performed an audit, the objective of which would be the expression of an opinion on the specified elements, accounts or items thereof, for the purpose of this report. Accordingly, we do not express such opinion. Apart from the compliance with amount of permissible capital payment computed as above, we make no representations regarding compliance with the Company Law or any other statutory requirements.
6. Compliance with the provisions of the Act and Rules is the responsibility of the Company's management. Our responsibility is to verify the factual accuracy based on our review procedures. This report is intended solely for your information and for the purpose of inclusion of the same a) in the explanatory statement to be annexed to the notice for general meeting through postal ballot for authorising buyback by passing a special resolution and b) in the Public Announcement and Letter of Offer for buyback of its share by the Company and is not to be used, referred or distributed for any other purpose without our written consent. Nothing contained in this report should be construed to be representation as to the future. We do not accept or assume any liability or duty of care for any other purpose, save where expressly agreed by our prior consent in writing.

For D Dhandaria & Company
Chartered Accountants
ICAI Firm Registration No. 306147E

(Dindayal Dhandaria)
Partner
Membership Number: 010928

Place: Tinsukia
Date: 10th October, 2015

UNQUOTE

As per the provisions of the Buyback Regulations and the Companies Act:

- i. The Company shall not issue any equity shares or other securities (including by way of bonus) till the date of closure of the Buyback;
- ii. The Company shall not raise further capital for a period of one year from the closure of Buyback offer except in discharge of its subsisting obligations;
- iii. The special resolution approving the Buyback will be valid for a maximum period of one year from the date of passing the said special resolution (or such extended period as may be permitted under the Companies Act or the Buyback Regulations or by the appropriate authorities). The exact time table for the Buyback shall be decided by the Board (or its duly constituted Committee) within the above time limits;
- iv. The equity shares bought back by the Company will be compulsorily cancelled and will not be held for re-issuance;
- v. The Company shall not withdraw the Buyback after the public announcement of the offer to Buyback is made;
- vi. The Company shall not buyback locked-in equity shares and non-transferable equity shares, if any, till the pendency of the lock-in or till the equity shares become transferable; and
- vii. The directors, managers, key managerial personnel of the Company and their respective relatives do not have any interest, financial or otherwise, in the proposed resolution for Buyback of equity shares, except to the extent of their shareholding.

All the material documents referred to in the Explanatory Statement such as the Memorandum and Articles of Association of the Company, relevant Board resolution for the Buyback, the Auditors Certificate dated 10.10.2015 and the audited accounts for the year ended 31.03.2015 are available for inspection by the Members of the Company at its Registered Office on any working day between 11.00 a.m. to 1.00 p.m. up to the last date of receipt of Postal Ballot Form specified in the accompanying Notice.

In the opinion of the Board, the proposal for Buyback is in the interest of the Company and its Members holding equity shares of the Company. The Directors, therefore, recommend passing of the Special Resolution as set out in the accompanying Notice.

None of the Promoters, 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 save and except to the extent of their shareholding in the Company.

By the order of the Board of Directors
For Himalaya Granites Limited

Ramesh Kumar Haritwal
Managing Director & CEO
DIN: 01486666

Place: Kolkata
Date: 10.10.2015

HIMALAYA GRANITES LIMITED

CIN : L13206TN1987PLC015161

Registered Office : Panchalam Village, Melpettai Post, Tindivanam, Tamilnadu – 604 307

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

POSTAL BALLOT FORM

(Please read carefully the instructions printed overleaf before completing the Form)

Registered Folio Number/DP ID No./Client ID No.* (*Applicable to investors holding shares in dematerialized form)	
Serial No	
Name & Registered Address of the Sole/First Named Shareholder	
Name(s) of the Joint Holder(s), if any	
No. of Shares held	

I/We hereby exercise my/our votes in respect of the Resolution as in the Notice dated 10th October, 2015 and as set out below to be passed by the means of Postal Ballot by sending my/our assent or dissent to the said Resolution by placing the tick mark at the appropriate box given below (tick in both the boxes will render the ballot invalid) :

Sl. No.	Resolution	Number of Share(s) held	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1.	Buyback of upto 7,00,000 equity shares of the face value of Rs. 10/- each of the Company at a price of Rs. 30/- each through Tender Offer Method.			

Place : _____

Date : _____

Signature of the Member/Authorised Representative

NOTES :

- 1) If the voting rights are exercised electronically, there is no need to use this form.
- 2) Please read carefully the instructions given overleaf before exercising your vote.

ELECTRONIC VOTING PARTICULARS

EVSN (E-voting Sequence Number)	User ID	Password/PIN
151012008		

INSTRUCTIONS TO POSTAL BALLOT

- 1) A member desiring to exercise vote by Postal Ballot may complete and send to the Scrutinizer this Postal Ballot Form **in original** in the attached self-addressed postage pre-paid envelope. Postage will be borne and paid by the Company. However, envelope containing Postal Ballot Form, deposited in person or sent by courier or by Registered Post at the expense of the Member will also be accepted.
- 2) The self-addressed envelope bears the address for sending Postal Ballot Form to the Scrutinizer appointed by the Board of Directors of the Company.
- 3) The vote should be cast either in favour or against by putting the ✓ mark in the column provided for assent or dissent. Postal Ballot form bearing ✓ in both the columns will render the form invalid.
- 4) The Postal Ballot Form should be completed and signed by the Members only. In case of joint holding, the Form should be completed and signed by the first named Member and in his absence, by the next named Member. The signature should match with the specimen signature registered with the Company's Registrar & Transfer Agent in case the shares are held in physical form and with the specimen signature registered with Depository Participants in respect of shares held in electronic form. The Postal Ballot Form shall be rejected, if the signature of the Postal Ballot Form does not match with the signatures registered with Company's RTA/Depository Participants.
- 5) In case of Members other than individuals, a specific Board Resolution/Authorisation, duly attested, authorizing a person to sign the Postal Ballot Form should be attached to the Postal Ballot Form. A member may sign the Postal Ballot Form through an Attorney appointed specially for this purpose, in such case the registration number of Power of Attorney be provided or an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form.
- 6) The voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholders as on 9th October, 2015 and any recipient of this notice who has no voting rights as on the aforesaid date should treat the same as intimation only.
- 7) An Incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over written, wrongly signed Postal Ballot Form will be rejected.
- 8) No document except duly completed Postal Ballot Form together with authorizations, if any (as mentioned in Point No 5 above) should be sent in the self addressed postage pre-paid envelope. Members are requested not to send any other paper along with Postal Ballot Form since all such envelopes shall be sent to the Scrutinizer, who will destroy any extraneous paper found in the envelope.
- 9) There shall be one Postal Ballot Form for every Folio/Client Id irrespective of number of Joint Member(s).
- 10) A member neither needs to use all his/her votes nor needs to cast all his/her votes on the Resolution.
- 11) The exercise of vote by Postal Ballot is not permitted through proxy.
- 12) For any query connected with the Resolution proposed to be passed by means of Postal Ballot including voting by electronic means contact Mr. Ramesh Kumar Haritwal, Managing Director & CEO of the Company by sending email at investors@hgl.co.in or call at (011) 4279 1324.
- 13) The item of business covered by this postal ballot will not be transacted at any General Meeting.
- 14) The voting period ends on the close of working hours at 6.00 p.m. on 16th November, 2015. The e-voting module shall also be disabled by Central Depository Services (India) Limited for voting thereafter. Members from whom no Postal Ballot Form is received or received after the aforesaid stipulated period shall not be counted for the purposes of passing of the resolution and will be strictly treated as if reply from such member has not been received.
- 15) If two or more postal ballot forms are received from the same member, the postal ballot form received first shall only be considered for the purposes of determining majority.
- 16) Scrutinizer's decision on the validity of the Postal Ballot shall be final.