

Minutes of the Twenty-sixth (26th) Annual General Meeting of the Members of M/s. Himalaya Granites Limited held on Tuesday, 30th day of September, 2014 at the Registered Office of the Company at Panchalam Village, Melpattai Post, Tindivanam, Tamilnadu - 600 307 at 1:00 p. m.

PRESENT:

Mr. Ramesh Kumar Haritwal, Managing Director & CEO
Mr. Mahesh Kumar Malpani, Director and Chairman of Audit Committee

IN ATTENDANCE:

24 (Twenty-four) members present in person and no member was present through proxy.

Mr. Ramesh Kumar Haritwal, Managing Director & CEO of the Company took the Chair with unanimous consent and welcomed the members to the 26th Annual General Meeting of the Company.

The Chairman, having ascertained that the requisite quorum as per Section 103 of the Companies Act, 2013 was present, called the meeting to order.

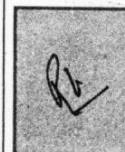
The Register of Directors' shareholdings maintained under Section 307 of the Companies Act, 1956 till March 31, 2014 and Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 from April 1, 2014 onwards were produced at the commencement of the Meeting and were kept open and accessible during the continuance of the Meeting to the persons having right to attend the Meeting. Further, the Register of contracts, companies and firms in which directors are interested maintained under Section 301 of the Companies Act, 1956 till March 31, 2014 and Register of contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 from April 1, 2014 onwards were also produced at the commencement of the Meeting and were kept open and accessible during the continuance of the Meeting to the persons having right to attend the Meeting.

Notice convening the Meeting having been circulated to the members was taken as read, with permission of the Members present. Thereafter the Auditors' Report was read out. The Chairman then intimated the Members present that the Statutory Auditor's Report did not contain any qualification, observations or comments on any financial transaction or matter which have any adverse effect on the functioning of the Company.

Thereafter, the Chairman stated that the Company had provided facility to vote by electronic means to all the Members to enable them to cast their votes electronically in respect of all the businesses to be transacted at the 26th Annual General Meeting in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and applicable provisions of the listing agreements with Stock Exchanges. The facility to vote by electronic means was kept open from 10.00 a.m. on September 24, 2014 to 10.00 p.m. on September 25, 2014.

He further stated that, Mr. Dilip Kumar Sarawagi, Practicing Company Secretary was appointed as the Scrutinizer for conducting the e-voting process.

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The Chairman stated that as per the Ministry of Corporate Affairs General Circular no. 22/2014 dated June 17, 2014, there will be no voting by show of hands at the general meeting of a company to which Rule 22 of Companies (Management and Administration) Rules, 2014 apply. Accordingly, there will be no show of hands at the Annual General Meeting. He further stated that in order to enable the Members present at the Meeting in person or proxy to cast their votes, a poll will be taken in respect of all the businesses contained in the Notice dated May 30, 2014.

Thereafter, the Chairman appointed Mr. Dilip Kumar Sarawagi, Practicing Company Secretary as the Scrutinizer to scrutinize the poll process and the votes given on the poll and to give a report thereon in the prescribed manner.

Before ordering Poll, the Chairman invited Members present in person to ask questions and offer their comments, if any, on the Annual Report or Notice to the Annual General Meeting. The Chairman clarified/replied to all the queries of the Members.

The Chairman then ordered the Poll in respect of all Resolutions contained in the Notice to the Annual General Meeting. At the request of the Chairman, Mr. Dilip Kumar Sarawagi, Scrutinizer appointed for the Poll locked and sealed the empty polling box in the presence of Members. Mr. Dilip Kumar Sarawagi thereafter conducted the Poll for all the Resolutions as set out in the Notice dated May 29, 2014. After ensuring that all Members and proxies participating in the Poll had casted their votes, the Scrutinizer closed the Poll and took custody of the polling box.

The Chairman also stated that the results of the e-voting process and Poll will be announced on receipt of the Scrutinizer's Report and the Scrutiniser's Report will be placed on the Company's website and sent to the Stock Exchanges. The Scrutiniser's Report to e-voting will also be placed on the website of Central Depositories Security Limited, the agency which provided the platform for e-voting.

The Chairman thanked the Members for their participation and announced formal closure of the 26th Annual General Meeting of the Company.

Results of e-voting and Poll on the Ordinary and Special Businesses at the 26th Annual General Meeting of the Company held on Tuesday, 26th September, 2014

On the basis of the Scrutinizer's report for the e-voting dated 27th September, 2014 and report for the Poll at the Annual General Meeting dated 30th September, 2014, the summary of which is mentioned hereunder, the Managing Director & CEO of the Company announced on 30th September, 2014 that all the Resolutions for the Ordinary and Special Businesses as set-out in item Nos. 1 to 10 in the Notice of the 26th Annual General Meeting of the Company have been duly passed with such majority as enumerated below:

Resolution Number(s) as given in the Notice of the 26 th Annual General Meeting	Particulars of votes cast						Results Declared	
	Electronic Voting		Poll		Voting Results			
	Nos.(A)	%	Nos.(B)	%	Nos.(A+B)	%		
Ordinary Business								
1. Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2014 including the Audited Balance Sheet as at March 31, 2014 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.	Votes cast in favour	1502833	100	162807	100	1665640	100	Approved Unanimously
Votes cast against	0	0	0	0	0	0		
Invalid Votes	0	0	0	0	0	0		

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2. Re-appointment of Mr. Saurabh Mittal (DIN 00273917) as a Director of the Company, liable to retire by rotation.	Votes cast in favour	1502833	100	162807	100	1665640	100	Approved Unanimously
	Votes cast against	0	0	0	0	0	0	
	Invalid Votes	0	0	0	0	0	0	
3. Appointment of M/s. D. Dhandaria & Company, Chartered Accountants, as Statutory Auditors of the Company to hold office as such from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 29th AGM subject to ratification by shareholders at every AGM held after this AGM.	Votes cast in favour	1502833	100	162807	100	1665640	100	Approved Unanimously
	Votes cast against	0	0	0	0	0	0	
	Invalid Votes	0	0	0	0	0	0	
Special Business								
4. Appointment of Mr. Mahesh Kumar Malpani (DIN: 02603222) as an Independent Director of the Company.	Votes cast in favour	1502833	100	162807	100	1665640	100	Approved Unanimously
	Votes cast against	0	0	0	0	0	0	
	Invalid Votes	0	0	0	0	0	0	
5. Appointment of Mr. Beni Gopal Saraf (DIN: 00267858) as an Independent Director of the Company.	Votes cast in favour	1502833	100	162807	100	1665640	100	Approved Unanimously
	Votes cast against	0	0	0	0	0	0	
	Invalid Votes	0	0	0	0	0	0	
6. Appointment of Mr. Pradip Manharlal Domadia (DIN: 05292129) as an Independent Director of the Company.	Votes cast in favour	1502833	100	162807	100	1665640	100	Approved Unanimously
	Votes cast against	0	0	0	0	0	0	
	Invalid Votes	0	0	0	0	0	0	
7. Revision in the terms and conditions of appointment of Mr. Ramesh Kumar Haritwal (DIN: 01486666), Managing Director and CEO of the Company.	Votes cast in favour	1502833	100	162807	100	1665640	100	Approved Unanimously
	Votes cast against	0	0	0	0	0	0	
	Invalid Votes	0	0	0	0	0	0	
8. Adoption of new Articles of Association of the Company.	Votes cast in favour	1502833	100	162807	100	1665640	100	Approved Unanimously
	Votes cast against	0	0	0	0	0	0	
	Invalid Votes	0	0	0	0	0	0	
9. Approval of the lease/leave and license agreement with Greenply Industries Limited under Section 188 of the Companies Act, 2013.	Votes cast in favour	0	0	162607	100	162607	100	Approved Unanimously
	Votes cast against	0	0	0	0	0	0	
	Invalid Votes	0	0	0	0	0	0	
10. Approval of the lease/leave and license agreement with Greenlam Industries Limited under Section 188 of the Companies Act, 2013.	Votes cast in favour	0	0	162607	100	162607	100	Approved Unanimously
	Votes cast against	0	0	0	0	0	0	
	Invalid Votes	0	0	0	0	0	0	

The Resolutions for the Ordinary and Special businesses as set out in item Nos. 1 to 10 in the Notice of the 26th Annual General Meeting, duly approved by the Members, are recorded hereunder as part of the proceedings of the 26th Annual General Meeting of the members held on 30th September, 2014.

ORDINARY BUSINESS:

Item No. 1 (Ordinary resolution): Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2014 including the Audited Balance Sheet as at March 31, 2014 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

“RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended March 31, 2014 including the Balance Sheet as at March 31, 2014 and

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Statement of Profit & Loss for the year ended on that date together with the Notes forming part thereof, the Cash Flow Statement for the year ended March 31, 2014 and the Reports of the Board of Directors and Auditors thereon along with all annexures as laid before this Annual General Meeting be and are hereby received, considered and adopted."

Item No. 2 (Ordinary Resolution): Re-appointment of Mr. Saurabh Mittal (DIN 00273917) as a Director of the Company, liable to retire by rotation.

"RESOLVED THAT Mr. Saurabh Mittal (DIN 00273917) who retires by rotation at this Annual General Meeting be and is hereby re-appointed as a Director of the Company and that his period of office be liable to determination by retirement of Directors by rotation."

Item No. 3 (Ordinary Resolution): Appointment of M/s. D. Dhandaria & Company, Chartered Accountants, as Statutory Auditors of the Company to hold office as such from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 29th AGM subject to ratification by shareholders at every AGM held after this AGM.

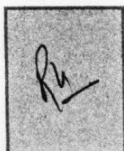
"RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions of the Companies Act, 2013 and the allied rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s. D. Dhandaria & Company, Chartered Accountants (Registration No. 306147E), the retiring auditors be and are hereby appointed as Statutory Auditors of the Company to hold office as such from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 29th AGM subject to ratification by shareholders at every AGM held after this 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."

SPECIAL BUSINESS:

Item No. 4 (Ordinary Resolution): Appointment of Mr. Mahesh Kumar Malpani (DIN: 02603222) as an Independent Director of the Company.

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of Listing Agreement with the Stock Exchange(s), Mr. Mahesh Kumar Malpani (DIN: 02603222), who was appointed as an Independent Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years from the date of this Annual General Meeting up to the conclusion of the 31st Annual General Meeting of the Company in the calendar year 2019."

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Item No. 5 (Ordinary Resolution): Appointment of Mr. Beni Gopal Saraf (DIN: 00267858) as an Independent Director of the Company.

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of Listing Agreement with the Stock Exchange(s), Mr. Beni Gopal Saraf (DIN: 00267858), who was appointed as an Independent Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years from the date of this Annual General Meeting up to the conclusion of the 31st Annual General Meeting of the Company in the calendar year 2019."

Item No. 6 (Ordinary Resolution): Appointment of Mr. Pradip Manharlal Domadia (DIN: 05292129) as an Independent Director of the Company.

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of Listing Agreement with the Stock Exchange(s), Mr. Pradip Manharlal Domadia (DIN: 05292129), who was appointed as an Independent Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years from the date of this Annual General Meeting up to the conclusion of the 31st Annual General Meeting of the Company in the calendar year 2019."

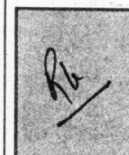
Item No. 7 (Ordinary Resolution): Revision in the terms and conditions of appointment of Mr. Ramesh Kumar Haritwal (DIN: 01486666), Managing Director and CEO of the Company.

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable laws, the terms and conditions of appointment of Mr. Ramesh Kumar Haritwal (DIN: 01486666), currently holding office as Managing Director and CEO of the Company and not liable to retire by rotation be revised such that Mr. Ramesh Kumar Haritwal shall be liable to retire by rotation and continue as Managing Director and CEO of the Company, other terms and conditions of his appointment remaining unaltered."

Item No. 8 (Special Resolution): Adoption of new Articles of Association of the Company.

"RESOLVED THAT pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013, and allied rules thereunder (including any statutory modification(s), or re-enactment(s) thereof for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

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RESOLVED FURTHER THAT Mr. Saurabh Mittal and Mr. Ramesh Kumar Haritwal, Directors of the Company be and are hereby severally authorized to modify the Articles of Association and to perform all acts, deeds and things, execute documents, and make all filings, as may be necessary to give effect to the above resolution and to take all such steps for giving any such direction as may be necessary or desirable and to settle any questions or difficulties whatsoever that may arise for the purpose of giving effect to this resolution."

Item No. 9 (Special Resolution): Approval of the lease/leave and license agreement with Greenply Industries Limited under Section 188 of the Companies Act, 2013.

"**RESOLVED THAT** pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of Listing Agreement with the Stock Exchange(s), if any, consent of the members be and is hereby accorded to the Board of Directors of the Company to enter into contracts or arrangements with the following related party, during the financial year 2014-15 or thereafter, up to the maximum amounts, as mentioned below on such terms and conditions as the Board may think proper and beneficial for the Company -

Sl. No.	Name of Related Party	Nature of Transaction	Value of Transaction
1	Greenply Industries Limited	Lease/Leave and License agreement in respect of immovable property	Monthly Rent of Rs. 3,85,000/- with 5% increase every year.

RESOLVED FURTHER THAT Mr. Saurabh Mittal and Mr. Ramesh Kumar Haritwal, Directors of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters and things as may be considered necessary to give effect to the resolution."

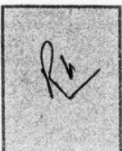
Item No. 10 (Special Resolution): Approval of the lease/leave and license agreement with Greenlam Industries Limited under Section 188 of the Companies Act, 2013.

"**RESOLVED THAT** pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of Listing Agreement with the Stock Exchange(s), if any, consent of the members be and is hereby accorded to the Board of Directors of the Company to enter into contracts or arrangements with the following related party, during the financial year 2014-15 or thereafter, up to the maximum amounts, as mentioned below on such terms and conditions as the Board may think proper and beneficial for the Company -

Sl. No.	Name of Related Party	Nature of Transaction	Value of Transaction
1	Greenlam Industries Limited	Lease/Leave and License agreement in respect of immovable property	Monthly Rent of Rs. 3,85,000/- with 5% increase every year.

RESOLVED FURTHER THAT Mr. Saurabh Mittal and Mr. Ramesh Kumar Haritwal, Directors of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters and things as may be considered necessary to give effect to the resolution."

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Date: 21.10.2014

Place: New Delhi

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