

## **NOTICE**

NOTICE is hereby given that the Twenty-third Annual General Meeting of the Members of **HALDYN GLASS LIMITED** will be held on Tuesday, September 09, 2014 at 11.30 a.m. at the Registered Office of the Company at Village Gavasad, Taluka Padra, Dist. Vadodara 391 430, to transact the following business:-

### **ORDINARY BUSINESS :**

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2014 and the Balance Sheet as at that date together with the Report of the Board of Directors and the Auditors thereon.
2. To declare a Dividend on Equity Shares.
3. To appoint a Director in place of Mrs. V. R. Ajila, [DIN: 00261749] who retires by rotation and being eligible, offers herself for reappointment.
4. To appoint a Director in place of Mr. Rolf E.von Bueren [DIN: 01484448], who retires by rotation and being eligible, offers himself for reappointment.
5. To consider and, if thought fit, to pass the following Resolution with or without modification, as an Ordinary Resolution:  
“**RESOLVED that** M/s. Mukund M. Chitale & Co., Chartered Accountants, [Registration Number 106655W], the retiring Auditors of the Company be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors plus service tax and actual out of pocket expenses incurred by them in the course of the audit”.

### **SPECIAL BUSINESS :**

6. To consider, and if thought fit, to pass the following Resolution with or without modification, as an Ordinary Resolution:  
“**RESOLVED that** Mr. L. Rajagopalan [DIN: 00063935], an Additional Director of the Company, who under Section 160 of the Companies Act, 2013 holds office only upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 and other applicable provisions, if any of the said Act, proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company.”
7. To consider and, if thought fit, to pass the following Resolution with or without modification, as an Ordinary Resolution:  
“**RESOLVED that** pursuant to the provisions of Section 149,152 and other applicable provisions, if any, of the Companies Act, 2013 [“the Act”], and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, Mr. F. S. Broacha [DIN: 00198990], who has submitted a declaration that he meets the criteria of independence provided in Section 149[6] of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160[1] of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of five years with effect from September 09, 2014 up to September 8, 2019.”
8. To consider and, if thought fit, to pass the following Resolution with or without modification, as an Ordinary Resolution:  
“**RESOLVED that** pursuant to the provisions of Section 149,152 and other applicable provisions, if any, of the Companies Act, 2013 [“the Act”], and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, Mrs. K. J. Udeshi [DIN: 01344073], who has submitted a declaration that she meets the criteria of independence provided in Section 149[6] of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160[1] of the Act, from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of five years with effect from September 09, 2014 up to September 08, 2019.”

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

**"RESOLVED that** pursuant to the provisions of Section 149,152 and other applicable provisions, if any, of the Companies Act, 2013 [ "the Act"], and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, Mr.Sikandar Talwar [DIN: 01630705], who has submitted a declaration that he meets the criteria of independence provided in Section 149[6] of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160[1] of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of five years with effect from September 09, 2014 up to September 08, 2019."

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

**"RESOLVED that** pursuant to the provisions of Section 149,152 and other applicable provisions, if any, of the Companies Act, 2013 [ "the Act"], and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, Mr. L. Rajagopalan [DIN: 00063935] who has submitted a declaration that he meets the criteria of independence provided in Section 149[6] of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160[1] of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of five years with effect from September 09, 2014 up to September 08, 2019."

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

**"RESOLVED that** pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013, commission not exceeding 1% [one percent] per annum of the net profits of the Company, calculated in accordance with the provisions of the said Act be paid and distributed amongst Non-Executive and Independent directors of the Company or some or any of them [other than the Managing and Executive Director/s] in such amounts or proportions and in such manner and in all respects as may be decided by the Board of Directors of the Company and such payment shall be made out of the profits of the Company for each of the financial years commencing from April 01, 2014".

12. To consider and, if thought fit, to pass the following Resolution with or without modification, as a Special Resolution:

**"RESOLVED that** in supersession of Resolution No. 7 passed at the 17th Annual General Meeting of the Company held on September 26, 2008 and pursuant to the provisions of Section 180[1] [c] and other applicable provisions if any, of the Companies Act, 2013, the consent of the Company be and is hereby accorded to the Board of Directors of the Company [hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof] for borrowing from time to time any sum or sums of monies which together with the monies already borrowed by the Company [apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business] may exceed the aggregate of the paid up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of 250 crores."

13. To consider and, if thought fit, to pass the following Resolution with or without modification, as a Special Resolution:

**"RESOLVED that** in supersession of Resolution No. 8 passed at the 17th Annual General Meeting of the Company held on September 26, 2008 and pursuant to Section 180[1][a] and other applicable provisions, if any of the Companies Act, 2013, the consent of the Company be and is hereby accorded to the Board of Directors of the Company [hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof] to create such charges, mortgages, and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company [if any], on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit in favour of Banks / Financial Institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments to secure loans and/or the issue of debentures whether partly / fully convertible or non-convertible [hereinafter collectively referred to as "Loans"] provided that the total amount of loans together with interest thereon, additional interest, compound interest or liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company in respect of the said Loans, shall not, at any time exceed the limit of 250 crores.

RESOLVED FURTHER that the Board be and is hereby authorised to do all such acts, deeds and things to execute all such documents, instruments and writings as may be required."

By Order of the Board

Place : Mumbai

Date : August 08, 2014

Registered Office:

Village Gavasad, Taluka Padra

Dist. Vadodara 391 430

A. A. Lambay

Company Secretary

## NOTES :

- [a] The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item nos. 6 to 13 set out above are annexed hereto. A profile of Mrs. V.R. Ajila and Mr. Rolf E. von Bueren at item nos. 3 and 4 of the Notice, pursuant to Clause 49 of the Listing Agreement with BSE is also annexed hereto.
- [b] A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. THE INSTRUMENT OF PROXY DULY COMPLETED AND SIGNED SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the Total Share Capital of the Company may appoint a single person as proxy, who shall not act a proxy for any other Member.
- [c] Members / Proxies should bring the enclosed Attendance Slip duly filled in, along with the Annual Report for attending the Meeting.
- [d] The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, September 02, 2014 to Tuesday, September 09, 2014 [both days inclusive].
- [e] The dividend as recommended by the Board of Directors if approved at the Annual General Meeting, will be paid on or after September 10, 2014 to those Shareholders whose names appear in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company / its Registrar and Share Transfer Agents on or before September 01, 2014 and whose names appear as beneficial owners in the list of Beneficial Owners as furnished by National Securities Depository Limited and Central Depository Services[India] Limited in respect of the shares held in Demat form for this purpose.
- [f] Members are requested to notify any change in their address:
- [i] to their Depository Participants [DPs] in respect of shares held in Demat form; and
  - [ii] to the Registrar and Share Transfer Agents of the Company, Universal Capital Securities Pvt. Ltd, 21, Shakil Niwas, Mahakali Caves Road, Andheri [East], Mumbai 400 093, in respect of shares held in physical form, quoting their folio numbers.
- As per SEBI Circular No. MRD/DOP/Cir-05/2009 dated May 29, 2009, it is mandatory to quote PAN No. for transfer of shares in physical form. Therefore, the transferee[s] is required to submit a self attested PAN card copy to the Registrar and Share Transfer Agents of the Company for registration of transfer of shares.
- [g] Members desiring any information on accounts or operations of the Company are requested to forward their queries to the Company at least eight days prior to the date of the Meeting so that the required information is made available at the Meeting.
- [h] Electronic copy of the Annual Report for 2013-14 is being sent to all members whose e-mail IDs are registered with the Registrar and Share Transfer Agents / Depository Participant, unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Annual Report is being sent in the permitted mode.
- [i] In order to provide protection against fraudulent encashment of the warrants / dividend drafts, members holding shares in physical form are requested to intimate the Registrar and Share Transfer Agents under the signature of the Sole / First Joint holder, the following information to be incorporated on the Dividend Warrants / Dividend Drafts: [i] Name of the Sole / First joint holder and the folio number, [ii] Particulars of the Bank Accounts viz., [1] Name of the Bank, [2] Name of the Branch, [3] Complete address of the Bank with Pin code number, [4] Account Type, whether Saving Account or Current Account and [5] Bank Account number.
- [j] Pursuant to the provisions of Section 205A[5] and 205C of the Companies Act, 1956, the Company has transferred the unclaimed dividend for the financial year 2005-06 to the Investor Education and Protection Fund [IEPF] established by the Central Government. Dividends for the financial year ended March 31, 2007 and thereafter, which remain unpaid or unclaimed for a period of 7 years from the date they become due for payment will be transferred by the Company to IEPF. Members who have not so far encashed dividend warrant[s] / dividend Draft[s] for the aforesaid years are requested to seek issue of duplicate warrants[s] / fresh dividend Draft[s] by writing to the Company's Registrar and Share Transfer Agents, immediately.
- Members are requested to note that no claims shall lie against the Company or the IEPF in respect of any amounts which were unclaimed or unpaid for a period of seven years from the dates that they first became due for payment and no payment shall be made in respect of any such claim.
- [k] The Ministry of Corporate Affairs has undertaken a "Green Initiative in the Corporate Governance" and allowed companies to share documents with its shareholders through the electronic mode. Members are requested to support this green initiative by registering / updating their e-mail addresses, in respect of shares held in dematerialised form with their respective Depository participants and in respect of shares in physical form with the Company or its Registrar & Share Transfer Agents M/s. Universal Capital Securities Pvt. Ltd, Unit: Haldyn Glass Limited, 21, Shakil Niwas, Mahakali Caves Road, Andheri [East] Mumbai- 400 093, E-mail: info@uniseq.in.
- [l] An attendance slip and a proxy form for the Annual General Meeting has been enclosed in the Annual Report

[m] Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies [Management and Administration Rules 2014 and in compliance with Clause 35B of the Listing Agreement entered into with the Stock Exchange the Company is pleased to provide members facility to exercise their right to vote at the 23rd Annual General Meeting [AGM] by electronic means and the business may be transacted through e-voting services provided by Central Depository Services [India] Limited [CDSL].

**The instructions for members for voting electronically are as under :**

[A] The voting period begins on Tuesday, September 02, 2014 at 9.00 a.m.[IST] and ends on Thursday, September 04, 2014 at 6.00 p.m.[IST]. 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 August 01, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

**In case of members receiving e-mail :**

- [i] Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- [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:

	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"><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 last 8 digits of the demat account/folio number in the PAN field.</li><li>In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.</li></ul>
DOB#	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"><li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter <b>the number of shares held by you as on the cut off date</b> in the <b>Dividend Bank details field</b>.</li></ul>

- [vii] After entering these details appropriately, click on "SUBMIT" tab.
- [viii] Members holding shares in physical form will then reach directly 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 the relevant < Company Name> 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 out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- [xvi] If Demat account holder has forgotten the changed 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] 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](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 they have to create 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 should be mailed 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.
- [xviii] 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).

**In case of members receiving the physical copy :**

- [B] Please follow all steps from sl. no. [i] to sl. no. [xviii] above to cast vote.
- [C] Ms. Preeti Ghiya, Company Secretary in Practice has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- [D] Members who do not have access to e-voting facility may send duly completed Ballot Form [sent along with the Notice] so as to reach the Scrutinizer appointed by the Board of Director of the Company, Mrs. Preeti Ghiya, Practicing Company Secretary, C/o Universal Capital Securities Pvt. Ltd. Unit: Haldyn Glass Limited, 21, Shakil Niwas, Mahakali Caves Road, Andheri [East], Mumbai - 400 093, not later than Thursday September 04, 2014 [6.00 p.m.].  
Members have the option to request for hard copy of the Ballot Form by sending an e-mail to [cosec@haldyn.com](mailto:cosec@haldyn.com) by mentioning their Folio/DP ID/and Client ID No. However, the duly completed Ballot Form should reach the Scrutinizer appointed by the Company not later than Thursday, September 04, 2014 [6.00 p.m.] Ballot form received after this date will be treated as invalid.  
A Member can opt for only one mode of voting, i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
- [E] The result of voting shall be declared by the Chairman of the meeting on or after the AGM of the Company. The results declared alongwith the Scrutinizer’s Report shall be placed on the Company’s website [www.haldynglass.com](http://www.haldynglass.com) and will be communicated to the BSE Ltd.

By Order of the Board

**Place : Mumbai**  
**Dated : August 08, 2014**

**A. A. Lambay**  
Company Secretary

**Registered Office:**  
Village Gavasad, Taluka Padra  
Dist. Vadodara 391 430

## EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act 2013, the following Explanatory Statement sets out all material facts relating to the Special Business mentioned under item Nos. 6 to 13 of the accompanying Notice dated August 08, 2014.

### Item No. 6 :

Mr. L.Rajagopalan who has a Master's degree in Economics from Delhi University and a Bachelor's degree in law from the MS University of Baroda, and has served as the Chairman of the Audit Committee and a Member of the Remuneration Committee of the Company resigned on August 08, 2014 as Alternate Director to Mr. Rolf E. Von Bueren, and was appointed as an Additional Director by the Board of Directors at its meeting held the same day. His term of office as Additional Director will expire at the forthcoming Annual General Meeting. A Notice has been received under Section 160 of the Companies Act, 2013 from a member of the Company, along with the requisite deposit, proposing his candidature for the office of Director.

Mr. Rajagopalan is concerned or interested in the Resolution at item No. 6 of the Notice. Other than Mr. Rajagopalan, no other Director, key managerial personnel or their respective relatives is/are concerned or interested in the Resolution.

Your Directors consider that Mr. Rajagopalan's appointment as Director will be in the interest of the Company and, accordingly, commend the resolution at item No. 6 for acceptance by the members.

### Item Nos. 7 to 10 :

The Companies Act, 2013 ["the Act"] provides for appointment of Independent Directors for a term upto 5 consecutive years. Further the Securities and Exchange Board of India ["SEBI"] has amended Clause 49 of the Listing Agreement inter alia stipulating conditions for the appointment of Independent Directors by a listed Company.

Mr. F. S. Broacha, Mrs. K. J. Udeshi, Mr. S. Talwar, and Mr. L. Rajagopalan are the Independent Directors on the Board of the Company. It is now proposed to appoint them as Independent Directors, not liable to retire by rotation, under section 149 of the Act and Clause 49 of the Listing Agreement. Accordingly, each of Mr. Broacha, Mrs. Udeshi, Mr. Talwar and Mr. Rajagopalan will hold office as an Independent Director [not liable to retire by rotation] for a term of 5 [five] consecutive years from the conclusion of this Annual General Meeting till September 08, 2019.

Mr. Broacha is a corporate lawyer having several years' experience with M/s. Mulla and Mulla and Craigie, Blunt & Caroe, as also with M/s. Crawford Bayley & Co. He is also an Advocate of the High Court, Bombay.

Mrs. Udeshi has expertise in banking, finance and management having worked with the Reserve Bank of India ["RBI"] in various senior positions including as Deputy Governor of RBI.

Mr. Talwar is an expert in taxation, finance and management having worked in various Departments of the Government of India including the Indian Revenue Service.

Mr. Rajagopalan has a Master's degree in Economics and a Bachelor's degree in law. He is also a Fellow Member of the Institute of Company Secretaries of India holding a Certificate of Practice from that Institute. He has also undergone training in several leading Management Institutes including the Royal Institute of Public Administration, U.K and has had extensive exposure and experience in various aspects of corporate management.

Pursuant to the provisions of Section 160 of the Act, the Company has received notices from Members signifying their intention to propose the candidatures of Mr. F. S. Broacha, Mrs. K. J. Udeshi, Mr. S. Talwar and Mr. L. Rajagopalan, as Independent Directors of the Company.

The above mentioned Directors are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors. The Company has also received declarations from each of them that they meet the criteria of independence prescribed under sub-section [6] of Section 149 of the Act and Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Broacha, Mrs. Udeshi, Mr. Talwar and Mr. Rajagopalan fulfill the conditions for appointment as Independent Directors specified in the Act, the Rules made thereunder, and the Listing Agreement. All of them are also independent of the management. Considering their vast knowledge and experience, their presence on the Board will be of immense value to the Company and in the Company's interest.

Copies of the draft letters of appointment as the Company's Independent Directors are available for inspection by Members at the registered office of the Company between the hours of 10.00 am and 12.30 pm on all working days except Saturdays, Sundays and public holidays.

Mr. Broacha, Mrs. Udeshi, Mr. Talwar and Mr. Rajagopalan are concerned and interested in the passing of the resolutions relating to their respective appointments. Save as above, none of the Directors and / or Key Managerial Personnel and / or their relatives is concerned or interested in the passing of the resolutions at Item Nos.7 to 10 of the Notice

The resolutions at Item Nos.7 to 10 of this Notice are accordingly commended for your approval.

#### **Item No. 11 :**

At the 18th Annual General Meeting of the Company held on September 25, 2009 the shareholders had approved payment of commission to the Directors [other than the Managing and Executive Director/s] of an amount not exceeding one percent per annum of the net profits of the Company for each year, for a period of five years commencing from 1st April, 2009.

Taking into consideration inter alia the increased role of Non-Executive Directors in the emerging and competitive environment and their increased responsibilities, it is proposed in terms of Section 197 of the Companies Act, 2013 ['the Act'] that the Directors [apart from the Managing / Executive Directors] be paid for each of the financial years commencing from April 01, 2014 a commission not exceeding one per cent per annum of the net profits of the Company computed in accordance with the Act. Such remuneration will be distributed amongst all or some of the Non-Executive Directors at the discretion of the Board in such proportion and manner as the Board may determine.

The Resolution proposed at item No 11 is an enabling Resolution. No remuneration will accrue or become payable to the Directors until the Board at its discretion and within the limit approved by the members, decides to distribute the amount of commission after taking into account all relevant circumstances and the provisions of the Act.

All the Directors, except Mr. N. D. Shetty, Executive Chairman and Mr. T. N. Shetty, Managing Director of the Company may be deemed to be concerned or interest in the Resolution at Item No. 11 of the Notice to the extent of the commission that may be received by them.

#### **Item Nos. 12 & 13 :**

The members of the Company had, at the 17th Annual General Meeting held on September 26, 2008, authorised the Board of Directors of the Company for borrowing monies upto ₹ 250 crores, apart from temporary loan obtained from the Company's bankers in the ordinary course of business, in excess of the aggregate of the paid-up capital and free reserves of the Company. With the enactment of new Companies Act, 2013, provisions of Section 180 have been put in force with effect from September 12, 2013 and in view of clarification issued by Ministry of Corporate Affairs by General Circular No. 4/2014 dated March 25, 2014, the Ordinary Resolutions earlier passed under Section 293 of the Companies Act, 1956 would be valid for a period of one year, i.e. upto September 11, 2014. The approval of the members is therefore being sought by Special Resolutions for borrowings / creation of charges / mortgages / hypothecation. However, there is no change in the limit of borrowings.

The Board of Directors accordingly commends Special Resolutions at item Nos. 12 & 13, respectively of this Notice for approval of the members of the Company.

None of the Directors and / or Key Managerial Personnel and / or their relatives are concerned or interested in the passing of the Special Resolutions at item Nos. 12 & 13 of the Notice, respectively.

#### **DETAILS OF THE DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT AT THE TWENTY- THIRD ANNUAL GENERAL MEETING.**

[In pursuance of Clause 49 IV[g] of the Listing Agreement

<b>Name of the Director</b>	<b>Mr. F. S. Broacha</b>	<b>Mr. Rolf E. von Bueren</b>	<b>Mrs. K. J. Udeshi</b>	<b>Mr. Sikandar Talwar</b>	<b>Mr. L. Rajagopalan</b>	<b>Mrs. V. R. Ajila</b>
Date of Birth	June 14, 1938	August 14, 1940	October 13, 1943	June 25, 1945	July 01, 1937	September 21, 1970
Date of Appointment	April 25, 1991	September 10, 1994	July 30, 2008	October 31, 2008	August 08, 2014	January 22, 2005
Relationship between Directors' Inter-se	Not related to any Director of the Company	Not related to any Director of the Company	Not related to any Director of the Company	Not related to any Director of the Company	Not related to any Director of the Company	Promoter – Director related to Mr. N. D. Shetty, Mr. T. N. Shetty and Mr. Rohan Y. Ajila

Name of the Director	Mr. F. S. Broacha	Mr. Rolf E. von Bueren	Mrs. K. J. Udeshi	Mr. Sikandar Talwar	Mr. L. Rajagopalan	Mrs. V. R. Ajila
Qualification and Expertise	Corporate Lawyer, Advocate High Court, Bombay, has several years of experience with Mulla & Mulla and Craigie, Blunt & Caroe and M/s. Crawford Bayley & Co.	Industrialist	M.A. [Economics], CAIIB, DBM. Worked with Reserve Bank of India in various positions and retired as Deputy Governor. Expertise in Banking, Finance and Management.	Taxation Adviser Indian Revenue Service [Retd]. Has worked in various Departments of Government of India. Expertise in Taxation Law, Finance and Management	Master's degree in Economics, a Bachelor's degree in Law and a Fellow Member of the Institute of Company Secretaries of India and holds a Certificate of Practice from that Institute. He has had extensive exposure to and experience in various aspects of corporate management and had undergone training in several leading Management Institutes in India and in the Royal Institute of Public Administration, U.K	B.A. [Economics]
Directorship held in other public companies	1. Haldyn Corporation Limited 2. The Rubber Products Limited 3. Fouress Engineering India Limited	Nil	1. Ion Exchange [India] Ltd. 2. Shriram Transport Finance Co. Ltd. 3. Thomas Cook [India] Ltd. 4. HSBC Asset Management [India] Pvt. Ltd. 5. Elantas Beck India Ltd.	Nil	1. Transpek-Silox Industry Ltd. 2. Morf India Ltd.	Nil
Membership / Chairmanship of Committee across other public companies, if any	1. Haldyn Corporation Limited Member-Share Transfer Committee, Chairman-Remuneration Committee 2. The Rubber Products Limited Member - Audit Committee, Member - Remuneration Committee 3. Fouress Engineering India Limited Member - Audit Committee	Nil	Nil	Nil	Transpek-Silox Industry Ltd. Chairman - Audit Committee Member - Remuneration Committee	Nil
Number of Equity Shares of ₹ 1 each held	Nil	Nil	Nil	Nil	Nil	608880

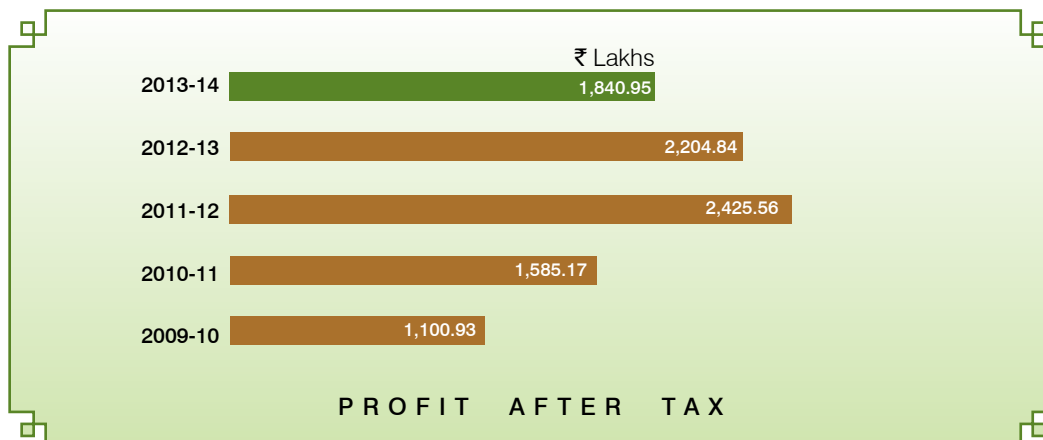
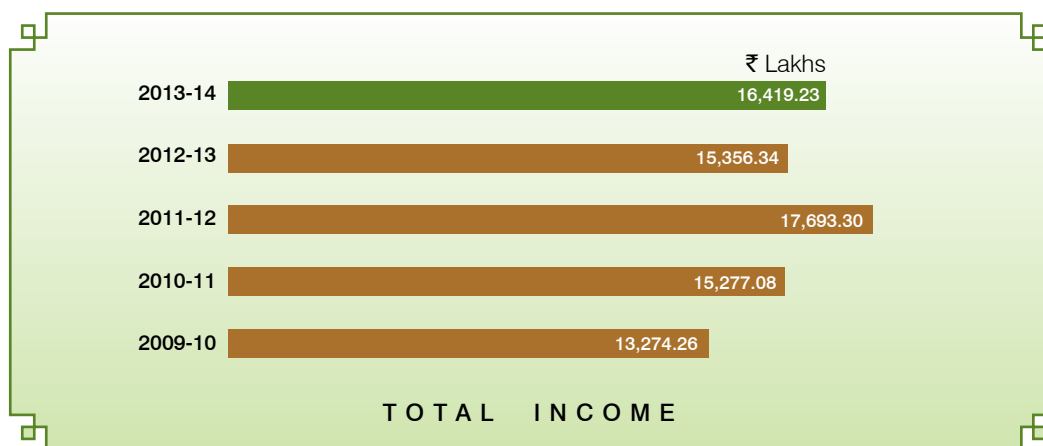
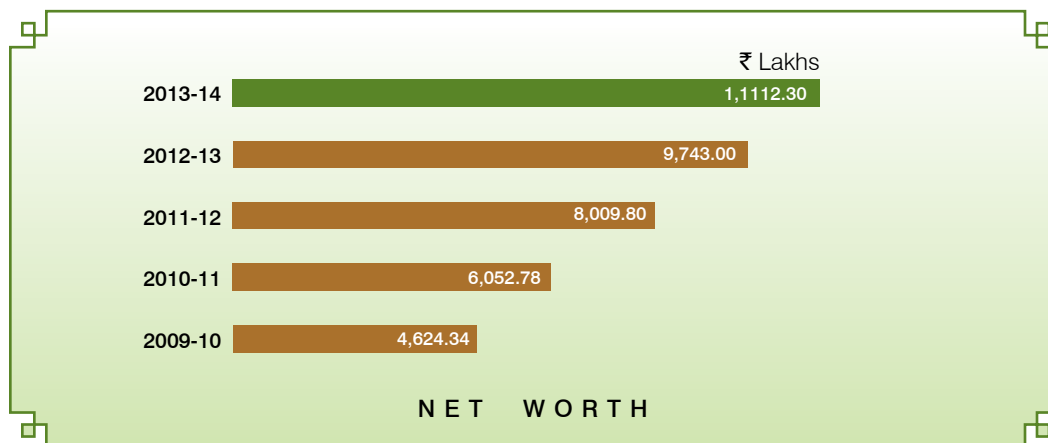




Glass is Green



## Performance at a Glance





## **BOARD OF DIRECTORS**

<b>Mr. N. D. Shetty</b>	Executive Chairman
<b>Mr. T. N. Shetty</b>	Managing Director
<b>Mr. F. S. Broacha</b>	
<b>Mrs. K. J. Udeshi</b>	
<b>Mr. Rolf E. von Bueren</b>	
<b>Mr. L. Rajagopalan</b>	
<b>Mr. Sikandar Talwar</b>	
<b>Mrs. V. R. Ajila</b>	
<b>Mr. R. Y. Ajila</b>	

### **Company Secretary**

Mr. A. A. Lambay

### **Audit Committee**

Mr. L. Rajagopalan	Chairman
Mr. F. S. Broacha	
Mrs. K. J. Udeshi	

### **Remuneration Committee**

Mr. F. S. Broacha	Chairman
Mr. L. Rajagopalan	
Mrs. K. J. Udeshi	

### **Shareholders Grievance Committee**

Mr. F. S. Broacha	Chairman
Mr. L. Rajagopalan	

### **Share Transfer Committee**

Mr. N. D. Shetty	Chairman
Mr. F. S. Broacha	
Mr. L. Rajagopalan	

### **Auditors**

M/s Mukund M. Chitale & Co.  
Chartered Accountants

### **Registered Office & Works**

Village Gavasad, Taluka Padra  
District Vadodara 391 430  
E-mail: baroda@haldyn.com  
Website: www.haldynglass.com

### **Corporate Office**

B-1201, Lotus Corporate Park  
Off Western Express Highway  
Goregaon (East), Mumbai-400 063.  
E-mail: bombay@haldyn.com  
Website: www.haldynglass.com

### **Bankers**

State Bank of India  
HDFC Bank Limited

### **Registrar & Share Transfer Agents**

Universal Capital Securities Pvt. Ltd.  
Unit: Haldyn Glass Limited  
21, Shakil Niwas, Mahakali Caves Road  
Andheri [East], Mumbai - 400 093  
E-mail: info@unisec.in

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### **TWENTY-THIRD ANNUAL GENERAL MEETING**

Day : Tuesday  
Date : September 09, 2014  
Time : 11.30 a.m.  
Venue : Registered Office  
Village Gavasad, Taluka Padra,  
District: Vadodara – 391 430

# DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the **Twenty-third Annual Report** on the business and operations together with the Audited Statement of Accounts of the Company for the year ended on March 31, 2014.

## I. FINANCIAL RESULTS

[₹ Lakhs]

Particulars	For the year ended March 31	
	2014	2013
<b>Total Income</b>	<b>16,419.23</b>	15,356.34
<b>Earnings before interest, depreciation and tax</b>	<b>3,581.74</b>	4,231.09
Interest and Finance Charges	<b>65.70</b>	167.30
Depreciation	<b>707.30</b>	866.05
<b>Profit before Taxation</b>	<b>2,808.74</b>	3,197.74
Provision for Current Tax	<b>900.00</b>	1200.00
Provision for Deferred Tax	<b>66.54</b>	[208.23]
Wealth Tax	<b>1.25</b>	1.13
<b>Profit after tax</b>	<b>1,840.95</b>	2,204.84
Surplus brought forward from previous year	<b>5,270.65</b>	4,537.46
Profit available for appropriation		
<b>Total</b>	<b>7,111.60</b>	6,742.30
<b>Appropriations:</b>		
General Reserve	<b>500.00</b>	1,000.00
Proposed Dividend on Equity Shares	<b>403.14</b>	403.14
Tax on Proposed Dividend	<b>68.51</b>	68.51
Surplus carried forward to next Year	<b>6,139.95</b>	5270.65
<b>Total</b>	<b>7,111.60</b>	6,742.30

## YEAR IN RETROSPECT

Your Company has achieved Net Sales of ₹ 16,133.60 lakhs against ₹ 15,254.76 lakhs last year. Earnings before Interest, Depreciation and Tax for the year are at ₹ 3,581.74 lakhs as compared to ₹ 4,231.09 lakhs achieved in 2012-13. The Profit after Tax for the year is ₹ 1,840.95 lakhs vis-à-vis ₹ 2,204.84 lakhs last year.

EPS for 2013-14 is 3.42 as against ₹ 4.10 earned last year

## II DIVIDEND

The Board of Directors of your Company is pleased to recommend a dividend of ₹ 0.75 [75%] per Equity Share of ₹ 1 each, for the approval of the shareholders at the ensuing Annual General Meeting. The total payout on account of dividend will be ₹ 471.65 lakhs inclusive of tax thereon of ₹ 68.51 lakhs. The dividend will be tax free in the hands of the shareholders.

## III APPROPRIATIONS

For the year under review, an amount of ₹ 500.00 lakhs is proposed to be transferred to General Reserve and an amount of ₹ 6,139.95 lakhs is proposed to be retained in the Profit and Loss Account.

## IV MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Pursuant to clause 49 [VI] of the Listing Agreement with the BSE Limited, Management Discussion and Analysis Report is given

below and a Report on Corporate Governance is annexed to this Report. A declaration in regard to compliance with the Code of Conduct by the Directors and Senior Management Personnel signed by the Managing Director forms part of the Annual Report.

A Certificate from the Statutory Auditors of the Company regarding compliance with the conditions of Corporate Governance is also annexed.

### **Macro Economy - A Perspective :-**

The Indian economy is currently facing several headwinds that have resulted in lower economic growth. The country's economy expanded at the rate of 4.7% in 2013-14. The economy has been hurt by policy delays, high inflation and general global slowdown. The country has had two consecutive years of below 5% growth and has therefore been the worst performing Asian country for some years. However, the general slowdown in India is mirroring the trends of other emerging economies facing similar macro economic challenges.

On a more positive note, the recent Parliamentary elections have resulted in a clear majority in the lower house for the pre poll alliance for the first time in last 30 years. There is hope this time that a stable and decisive Government can re-engineer India's growth story going ahead through spearheading structural reforms, reviving the manufacturing sector, improving investor sentiment and manufacturing index thereby improving economic growth.

### **Overview :-**

New sectors like soft drink, food & beverages, pharmaceuticals and cosmetics industry are opening up as packaging options for the container glass industry. However, the industry still faces several sectoral pressures brought about by the increase in input costs, subdued demand coupled with large capacity creation by some of the existing and new multi-national entrants. The continued practice of recycling used bottles by liquor and beverage industry is a cause for concern to the glass container manufacturers. Moreover, offtake of many large customers has also not shown any significant improvement over the last year.

### **Outlook :-**

To address some of these challenges the Company has embarked on several initiatives that include strategic cost management and investments in upgradation of its equipment. The Company has enhanced its efforts to further strengthen quality standards and improved warehousing capabilities.

The Company has also initiated discussions with technology leaders to help further improve technology and knowhow. Thus, despite some of these issues the Company is hopeful of withstanding all the existing challenges.

### **Certifications**

Your Company is re-accredited for **Quality Management System ISO 9001: 2008 certification** and for **Environment Management System ISO 14001: 2004 certification**.

### **Risks and Concerns**

Gas prices being linked to the US Dollar and therefore the industry faces the risk of forex volatility to that extent. Other than this, the company has limited exposure to foreign exchange risks as it operates mainly in the domestic market. The recent government notification to increase gas prices to \$8.4mmBtu too will have its own impact on the entire industry, when implemented. Apart from normal business risks, the volatility in global economies can have an impact on developing and emerging economies like India. To counter these risks, continuous process improvement and cost reduction through re-engineering of product / production process have been adopted across all the activities of the organisation. Your Company complies with safety norms and has adequate insurance coverage for all assets.

### **Corporate Social Responsibility (CSR)**

Your Company continues to be actively associated with several programmes under CSR. Contributions in the areas of educational assistance to the Centre for Performing Arts, promotional supports and waste water management are a few significant areas of participation including donation to registered trusts – engaged in activities of social benefits.

In addition to the above the Company also co-sponsored supported activities carried out by Gavasad Gram Panchayat.

A CSR Committee has already been constituted under the provisions of Section 135 of the Companies Act, 2013. The CSR

Committee will formulate and recommend to the Board a CSR Policy revolving around activities specified in Schedule VII of the said Act, as also recommend the amount of expenditure and monitoring of the same.

### Segment-Wise / Product-Wise Performance

Your Company's business activity falls within a single primary business segment viz. bottles / containers. As such there are no separate reportable segments as per Accounting Standard-17 issued by the Institute of Chartered Accountants of India.

### Internal Control Systems and their Adequacy

The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. These are regularly tested and certified by Statutory Auditors as well as Internal Auditors and cover the Plant, Corporate office and key areas of business. Significant audit observations and follow up actions thereon are reported to the Audit Committee. The Audit Committee reviews the adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations including those relating to strengthening of the Company's risk management policies and system.

### Human Resources and Industrial Relations

Employees being a key factor in achieving targeted performance, your Company encourages its employees to foster an attitude of continuous learning and facilitates by conducting periodical training programmes. Industrial relations continued to remain cordial during the year.

### Cautionary Statement

Certain statements in the Directors' Report describing the Company's operations, objectives, projections and expectations may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Actual results may differ materially from those either expressed or implied, depending on the economic conditions, Government policies and other incidental factors and developments.

## V PARTICULARS OF EMPLOYEES

The information required under Section 217[2A] of the Companies Act, 1956 read with the Companies [Particulars of Employees] Rules 1975, as amended, is given below:-

Name / Designation	Date of Joining	Age Years	Experience [in years]	Remuneration [₹ Lakhs]	Particulars of previous Employment
Mr. N. D. Shetty Executive Chairman	April 25, 1991	74	50	139.92	Director, Haldyn Corporation Limited
Mr. T. N. Shetty Managing Director	August 01, 2009	40	17	169.01	Executive Director, Haldyn Glass Limited

### Notes:

1. Remuneration includes Salary, House Rent Allowance/Rent free furnished accommodation, Commission, Reimbursement of Medical Expenses, Leave Travel Assistance and other perquisites evaluated as per the Income-tax Rules, 1962, excluding Company's Contribution to Provident Fund.
2. Appointment is on contractual basis. Other terms and conditions are as per the agreement between the incumbent and the Company.
3. Mr. N. D. Shetty and Mr. T. N. Shetty are related to each other and to Ms. V. R. Ajila and Mr. R. Y. Ajila, Directors of the Company.



## VI CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

In accordance with the provisions of Section 217[1] [e] of the Companies Act, 1956, read with the Companies [Disclosure of Particulars in the Report of Board of Directors] Rules, 1988, the information relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, is furnished in the Annexure forming part of this Report.

## VII DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217[2AA] of the Companies Act, 1956, the Directors confirm that:-

- [1] In the preparation of the annual accounts, the applicable accounting standards have been followed along with explanatory notes relating to material departures;
- [2] Appropriate accounting policies have been selected and applied consistently and judgements and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that year;
- [3] Proper and sufficient care has been taken for maintaining adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- [4] The annual accounts have been prepared on a going concern basis.

## VIII DIRECTORATE

In accordance with the provisions of the Section 152 Companies Act, 2013 and the Company's Articles of Association, Mrs. V. R. Ajila and Mr. Rolf E v.Bueren, retire by rotation and, being eligible, offer themselves for re-election.

Mr. L. Rajagopalan, an Alternate Director to Mr. Rolf E.von Bueren, resigned as an Alternate Director on August 08, 2014 and was appointed as an Additional Director by the Board of Directors in its Meeting held on August 08, 2014. Mr. Rajagopalan's term of office expires at the forthcoming Annual General Meeting of the Company. It is now proposed to appoint him as an Independent Director of the Company, not liable to retire by rotation under section 149 of the Companies Act, 2013.

Pursuant to section 149 of the Companies Act, 2013 ("the Act") which came in to effect from April 01, 2014, every listed public company is required to have at least one-third of the total number of directors as independent Directors who are not liable to retire by rotation.

The Board considers that the continual association of Mr. F. S. Broacha, Mrs. K. J. Udeshi, Mr. Sikandar Talwar and Mr. L. Rajagopalan would be of immense benefit to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, in compliance with the provisions of section 149 read with Schedule IV of the Act, the Board recommends the appointment of these Directors as Independent Directors for the approval by the shareholders.

## IX AUDITORS

The Auditors of the Company, M/s Mukund M. Chitale & Co. (Firm Registration No. 106655W), Chartered Accountants, will retire at the conclusion of the ensuing Annual General Meeting and have confirmed their eligibility and willingness to accept the office, if reappointed.

## X ACKNOWLEDGEMENTS

Your Directors thank all the shareholders, customers, vendors, banks and the State and Central Governments for the support extended during the year and look forward to their continued support in the future. Your Directors also place on record their appreciation of the contribution made by the Company's employees at all levels.

**For and on behalf of the Board**

Place : Mumbai

Dated : August 08, 2014

**N. D. Shetty**

Executive Chairman

## ANNEXURE TO THE DIRECTORS' REPORT

Information as per Section 217[1][e] of the Companies Act, 1956 read with the Companies [Disclosure of the Particulars in the Report of Board of Directors] Rules, 1988 and forming part of the Directors' Report for the year ended March 31, 2014.

### CONSERVATION OF ENERGY

#### 1. Energy Conservation Measures

Installation of Variable Frequency drives on various Blowers, Air Compressors, Lehrs, Single Liners, Cross Conveyers and Stackers to reduce energy consumption.

**Form of disclosure of particulars with respect to Conservation of Energy.**

#### A. Power and Fuel Consumption

Sr. No.	Particulars	Unit	2013-2014	2012-2013
A.1	<b>Electricity</b>			
A.1.a	<b>Purchased</b>			
	Units	Lakhs Kwh	5.71	3.21
	Total amount	₹ Lakhs	85.03	62.89
	Average Rate / Kwh	₹	14.89	19.59
A.1.b	<b>Own generation [CPP 1+2+3]</b>	Lakhs Kwh	193.14	198.19
	Units / SCM of N Gas	Thousand SCM	49.01	49.10
	Average Cost / Kwh	₹	4.67	4.18
A.2	<b>A.2.a Furnace Oil</b>			
	Quantity purchased	M.T.	Nil	Nil
	Total amount	₹	Nil	Nil
	Average Rate / M.T.	₹	Nil	Nil
	<b>A.2.b LDO</b>			
	Quantity purchased	Kilo Litre	Nil	Nil
	Total amount	₹	Nil	Nil
	Average Rate / Kilo Litre	₹	Nil	Nil
A.3	<b>A.3 Others – Natural Gas</b>			
	Quantity purchased	Thousand SCM	17660 (*)	17509
	Total amount*	₹ Lakhs	2,456.98	2,211.89
	Average Rate / SCM	₹	13.91	12.63

\* including electricity duty on captive generation.

Note: - (\*) --- Natural Gas Quantity is Including ONGC.



**B. Consumption per Unit of Production**

The Company manufactures a wide variety of glass bottles and containers of different sizes and volume. Hence, consumption per unit of production is not measurable.

**2. TECHNOLOGY ABSORPTION****Form - B****Form of disclosure of particulars with respect to technology absorption.****A. Research and development [R & D]**

During the year under review, efforts continued to improve the quality of products through normal research and development.

**B. Technology, absorption, adaptation and innovation**

1. A new bigger chimney reduced pressure in the furnace – thus improved glass melting/pull. This will also help in enhancing the life of the furnace.
2. Commissioning of new centrifugal compressors resulted in to clean process air and reduction in power consumption, required for compressed air generation.
3. Old single chain scrapper conveyor replaced with a new double chain scrapper conveyor; resulting in to improved quality of washed cullet.
4. Installation of a new single liner resulting in to reduced damage & breakages of bottles in packing area on the line.
5. Installation of platinum thermocouples resulted improved temperature control in fore-hearth and glass conditioning, improved glass forming and reduction of defects in the glass bottles.
6. Installation of heat exchangers in CPP - resulting into effective cooling and improved gas / unit generation ratio.

**FOREIGN EXCHANGE EARNINGS AND OUTGO****A. Activities relating to exports; initiatives taken to increase exports; development of new export markets for products and services and export plans:**

The Company has been making focused efforts to increase its export.

**B. Foreign Exchange Earning and Outgo**

During the year the Company used ₹ 164.38 lakhs and earned ₹ 43.47 lakhs in foreign exchange.

*For and on behalf of the Board*

Place : Mumbai

Dated: August 08, 2014

**N. D. Shetty**

Executive Chairman

# CORPORATE GOVERNANCE REPORT

## I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

Your Company has been practicing the principles of good corporate governance and believes in the importance of transparency and accountability in all facets of its operations to achieve the objective of maximizing its profits and enhancing stake holders' value. It is following systems to support healthy business operations and endeavours continuous improvements. Your Company has implemented the recommendations of the Code of Corporate governance as per the regulatory guidelines.

## II. BOARD OF DIRECTORS:

### 1. **Composition:**

The Board of Directors presently comprises :-

- One Executive Chairman [Promoter group]
- One Managing Director [Promoter group]
- Two Related Directors [Not Independent – Non-Executive] and
- One Non-Related / Non-Executive Director
- Four Independent Directors [Non-Executive]

The names and categories of the Directors on the Board, their attendance at Board Meetings during the year and at the last Annual General Meeting as also the number of Directorships and Committee Memberships held by them in other companies were as under:

Name	Category	Number of Directorships in other public limited companies	Memberships of other Committee[s]		Number of Board Meetings attended	Last AGM Attended
			Chairman	Member		
Mr. N. D. Shetty [Din: 00025868]	Executive Chairman [Promoter group]	1	1	—	4	Yes
Mr. T. N. Shetty [Din: 00587108]	Managing Director [Promoter group]	—	—	—	4	Yes
Mr. F. S. Broacha [Din: 00198990]	Non-Executive/ Independent	3	1	4	4	Yes
Mr. Rolf E. von Bueren [Din: 01484448]	Non-Executive/ Independent	—	—	—	—	No
Mr. L. Rajagopalan [Din: 00063935]	Non-Executive/ Independent	2	1	2	2	Yes
Mrs. V. R. Ajila [Din: 00261749]	Non-Executive [Promoter group]	—	—	—	—	No
Mrs. K. J. Udeshi [Din: 01344073]	Non-Executive/ Independent	3	—	—	4	Yes
Mr. Sikandar Talwar [Din: 01630705]	Non-Executive/ Independent	—	—	—	3	Yes
Mr. R. Y. Ajila [Din: 01549005]	Non-Executive [Promoter group]	—	—	—	3	No

### **Note:**

None of the Directors was member in more than 10 Committees or Chairman in more than 5 Committees.

## 2. MEETINGS OF THE BOARD OF DIRECTORS:

During the year 2013-2014, the Board met four times on [1] May 30, 2013; [2] August 13, 2013; [3] November 09, 2013 and [4] February 14, 2014.

At least one Board Meeting was held during every quarter. The maximum time gap between two Board Meetings was less than four months.

## III. THE BOARD COMMITTEES:

### 1. AUDIT COMMITTEE:

#### Terms of Reference:

The terms of reference cover the matters specified under Section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement. In brief, these are:

To oversee the Company's financial reporting process and disclosure of its financial information; to recommend the appointment of Statutory Auditors and Internal Auditors; to review and discuss with the Auditors all aspects of internal control systems, the scope of audit including the observations of the Auditors, review the adequacy of the internal control system, major accounting policies, practices and entries; compliance with Accounting Standards and Listing Agreement with the Stock Exchange and other legal and regulatory requirements concerning financial statements; to review the reports of the Company's Internal Auditors and to discuss with them any significant findings for follow-up action thereon; to review the financial statements audited by the Statutory Auditors as also to review financial and risk management policies and practices.

#### Composition and Attendance at Meetings of Audit Committee:

Name	Category	Meetings attended
Mr. L. Rajagopalan	Non-Executive Director - Independent - Chairman	7
Mr. F. S. Broacha	Non-Executive Director - Independent - Member	7
Mrs. K. J. Udeshi	Non-Executive Director - Independent - Member	7

During the year 2013-2014, the Committee met seven times on [1] May 29, 2013; [2] August 13, 2013; [3] September 03, 2013; [4] September 25, 2013; [5] October 31, 2013; [6] November 08, 2013 and [7] February 14, 2014.

The necessary quorum was present at the Meetings.

- All members of the Board Audit Committee are financially literate and have relevant finance and /or audit exposure.
- At least one Audit Committee Meeting was held during every quarter.
- Internal Auditors and Statutory Auditors attended the Meetings as invitees.
- The Company Secretary acts as the Secretary of the Audit Committee.

The Chairman of the Audit Committee Mr. L. Rajagopalan was present at the 22<sup>nd</sup> Annual General Meeting held on Wednesday September 25, 2013.

### 2. REMUNERATION COMMITTEE:

#### Terms of reference:

- [A] Reviewing the overall compensation policy, service agreements and other employment conditions of Managing / Whole time Director[s].
- [B] Reviewing the performance of the Managing / Whole time Director[s] and recommending to the Board the quantum of annual increments, performance award and annual commission.

**Composition and Attendance at Meetings of Remuneration Committee:**

Name	Category	Meetings attended
Mr. F. S. Broacha	Non-Executive Director – Independent - Chairman	1
Mr. L. Rajagopalan	Non-Executive Director – Independent - Member	1
Mrs. K. J. Udeshi	Non-Executive Director – Independent - Member	1

During the year 2013-2014, the Committee met once on [1] May 29, 2013.

**3. SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE:**
**Terms of Reference:**

To specifically look into complaints relating to transfer of shares, non-receipt of annual report, dividend warrants, etc. received from investors, redress them and to improve the efficiency in investors service, wherever possible.

**Composition of Shareholders / Investors Grievance Committee**

Name	Category
Mr. F. S. Broacha	Non-Executive Director – Independent - Chairman
Mr. L. Rajagopalan	Non-Executive Director – Independent - Member

During the year 2013-2014, no meeting of the Committee was held as there were no complaints from investors requiring the intervention of the Committee.

**4. SHARE TRANSFER COMMITTEE:**
**Terms of Reference:**

[A] Transfer / transmission / transposition of shares;

[B] Consolidation / splitting of shares;

[C] Issue of duplicate share certificates, confirmation of demat / remat requests, review of shares dematerialised and all other related matters.

**Composition of Share Transfer Committee**

Name	Category
Mr. N. D. Shetty	Executive Chairman - Chairman
Mr. F. S. Broacha	Non-Executive Director - Independent - Member
Mr. L. Rajagopalan	Non-Executive Director - Independent - Member

The Committee met 18 times during the year.

**IV. REMUNERATION OF DIRECTORS:**

[₹ Lakhs]

Name	Sitting Fees	Salary [Basic + HRA]	Perquisites & Allowance	Commission*	Total
Mr. N. D. Shetty	—	120.00	4.17	15.75	139.92
Mr. T. N. Shetty	—	120.00	19.01	30.00	169.01
Mr. F. S. Broacha	0.60	—	—	5.25	5.85
Mrs. K.J. Udeshi	0.60	—	—	5.25	5.85
Mr. Rolf E. von Bueren	—	—	—	—	—
Mr. L. Rajagopalan, [Alternate Director]	0.50	—	—	5.25	5.75
Mr. Sikandar Talwar	0.30	—	—	5.25	5.55
Mrs. V. R. Ajila	—	—	—	5.25	5.25
Mr. R.Y.Ajila	0.15	—	—	5.25	5.40

\*Payable in 2014-15



All Non-Executive Directors of the Company receive sitting fees for each meeting of the Board or a Committee thereof attended by them. A Resolution for payment of commission to Non-Executive Directors at the rate of 1% of net profit was approved by the members at the Eighteenth Annual General Meeting held on September 25, 2009. The said Resolution was for a period of five years, commencing from April 1, 2009. Taking into consideration inter alia the increased role and responsibility shouldered by Non-Executive Directors, the Board of Directors, at its Meeting held on May 26, 2014 decided to pay commission of ₹ 31.49 lakhs to the Non-Executive Directors for the year ended March 31, 2014. The said Commission is within the limit of 1% approved by the members of the Company. Other than as stated above, no other remuneration is payable to the Non-Executive Directors.

1. No severance fee is payable.
2. The Company had approved a Resolution at the Fifteenth Annual General Meeting held on August 26, 2006 for Employee Stock Options Plan [ESOP] to the Directors / employees under the SEBI [Employee Stock Option Scheme and Employee Stock Purchase Scheme] Guidelines, 1999, with a view to attract, retain, motivate and reward the employees. However, no Stock Options have been offered or issued as on date.

#### V. COMPLIANCE OFFICER:

**Mr. A. A. Lambay**  
Company Secretary  
& Compliance Officer

Corporate Office:  
B-1201, Lotus Corporate Park,  
Off Western Express Highway,  
Goregaon (East), Mumbai 400 063  
Telephone No.: + 91 22 4287 8900  
Fax No : + 91 22 4287 8910  
E-mail : cosec@haldyn.com

#### VI. DISCLOSURES:

##### [a] Related Party Transactions

None of the transactions with any related parties was in conflict with the interests of the Company.

##### [b] Statutory Compliance, Penalties and Strictures

During the last three years, there were no strictures or penalties imposed by SEBI or the Stock Exchange or any Statutory Authority for non-compliance of any matter related to capital markets.

##### [c] Code of Conduct

The Company has adopted a Code of Conduct for the Directors and Senior Management Personnel of the Company. The said Code is also uploaded at the website of the Company.

##### [d] Whistle Blower Policy

In the absence of Whistle Blower Policy, one of the non-mandatory requirement of the Corporate Governance Clause in the listing agreement, the Company's personnel have free access to the Audit Committee to report their concerns about unethical behaviour, fraud (actual or suspected), violation of the Code of Conduct or ethics policy

##### [e] Listing Agreement Compliance

The Company has complied with the mandatory requirements of Clause 49 of the Listing Agreement as amended till date.

##### [f] CEO / CFO Certifications

The Managing Director and Chief Financial Officer have certified to the Board in accordance with Clause 49V of the Listing Agreement in respect of the matters pertaining to CEO/CFO certification for the financial year 2013-2014.

##### [g] Risk Management Assessment

The Company has reviewed the risk based control system and evolved a procedure for risk assessment and timely rectification which would help minimisation of risk associated with any strategic, operational, financial and compliance risk across all

the business operations. These control procedures and systems will ensure that the Board is periodically informed of the material risks faced by the Company and the steps taken by the Company to mitigate those risks.

**[h] Board Procedure**

The Company has established procedures to enable its Board to review compliance of all laws applicable to the Company as well as steps taken to rectify instances of non-compliance.

**[i] Secretarial Audit**

In line with the requirements of SEBI, Secretarial Audit is carried out on a quarterly basis by the Practicing Company Secretary to confirm that the aggregate number of Equity Shares of a Company held in NSDL and CDSL and in physical form tally with the total number of issued / paid up, listed and admitted capital of the Company.

**VII. MEANS OF COMMUNICATION:**

The Company uses several modes of communicating with its external stakeholders such as announcements and press releases in newspapers including posting information on its website [www.haldynglass.com] and intimation to the BSE Limited. Quarterly results are published in prominent daily newspapers in accordance with the Listing Agreement.

The Company has not made any presentation to Institutional Investors or Analysts during the year.

**VIII. LISTING:**

The Equity Shares of the Company are listed on the BSE Limited. Listing fees for 2014-2015 have been paid.

**IX. GENERAL BODY MEETINGS:**

The last three Annual General Meetings of the Company were held at the Registered Office of the Company at Village Gavasad, Taluka Padra, District Vadodara, as follows:

No / Date of AGM	Time	Special Resolutions passed	
		No.	Nature
20 <sup>th</sup> AGM - September 16, 2011	03.00 p.m.	1	Change of Name of the Company from Haldyn Glass Gujarat Limited' to 'Haldyn Glass Limited'.
21 <sup>st</sup> AGM - September 28, 2012	03.00 p.m.	1	Appointment of Mr. N. D. Shetty as Executive Chairman for a period of 5 years with effect from August 1, 2012
22 <sup>nd</sup> AGM - September 25, 2013	11.30 p.m.	Nil	Nil

The Chairman of the Audit Committee Mr. L. Rajagopalan was present at the 22<sup>nd</sup> Annual General Meeting held on Wednesday, September 25, 2013.

No Special Resolution was put through postal ballot in the previous year and no postal ballot is proposed for this year. There was no Extraordinary General Meeting held during the year 2013-2014.

**X. DETAILS OF DIRECTORS SEEKING APPOINTMENT/ REAPPOINTMENT:**

As required under Clause 49 IV [G] of the listing agreement particulars of Directors seeking appointment / reappointment are given in the Statement annexed to the Notice of the 23<sup>rd</sup> Annual General Meeting to be held on September 09, 2014.


**XI. GENERAL SHAREHOLDERS INFORMATION:**

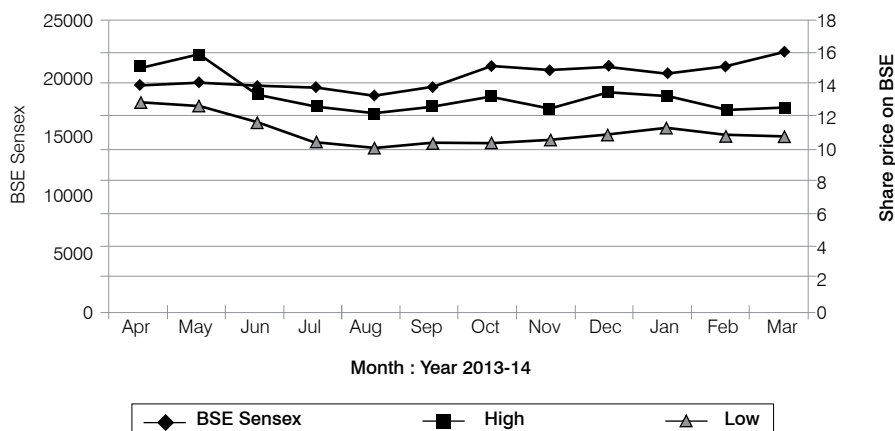
Date of Incorporation	April 25, 1991
Corporate Identity Number [CIN]	L51909GJ1991PLCO15522
Registered Office and Works	Village Gavasad, Taluka Padra District Vadodara- 391430 Tel : +91 2662 242339 / 42 Fax : +91 2662 245081
Corporate Office [Address for Correspondence]	B-1201, Lotus Corporate Park, Off Western Express Highway, Goregaon (East), Mumbai - 400 063 Telephone No.: +91 22 4287 8900 Fax No : +91 22 4287 8910 E Mail : cosec@haldyn.com
Day and Date of the Annual General Meeting	Tuesday, September 09, 2014
Time and Venue of the Annual General Meeting	11.30 a.m. at the Registered Office of the Company.
Date of Book Closure	From September 02, 2014 to September 09, 2014 [both days inclusive]
Date of Receipt of Proxy	September 07, 2014 before 11.30 a.m.
Financial Calendar: 2014 - 2015	April 1, 2014 to March 31, 2015
Results for First Quarter ending June 30, 2014	By August 14, 2014
Results for Second Quarter ending September 30, 2014	By November 14, 2014
Results for Third Quarter ending December 31, 2014	By February 14, 2015
Results for the year ending March 31, 2014	Before May 30, 2015
Listing on Stock Exchange	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, MUMBAI 400 023
BSE Stock Code	515147
International Security Identification Number [ISIN] Code	INE 506D01020
Dividend Payment/Credit date	On or after September 10, 2014
Outstanding GDR/ADR/Warrants	NIL

## XII. MARKET PRICE DATA:

The month-wise movement [High & Low] of the equity shares of the Company on the BSE Limited, during each month for the year ended 31st March, 2014 is as under:

Period	HGL Price Data		BSE Sensex	
	High [₹]	Low [₹]	High	Low
April 2013	15.10	13.00	19,623	18,144
May 2013	15.90	12.80	20,444	19,451
June 2013	13.49	11.80	19,860	18,467
July 2013	12.74	10.60	20,351	19,127
August 2013	12.33	10.21	19,569	17,449
September 2013	12.74	10.51	20,740	18,166
October 2013	13.40	10.55	21,205	19,265
November 2013	12.60	10.75	21,322	20,138
December 2013	13.65	11.04	21,484	20,569
January 2014	13.40	11.50	21,410	20,344
February 2014	12.56	11.00	21,141	19,963
March 2014	12.64	10.90	22,467	20,921

**The performance of the Company's scrip (Equity Shares of ₹ 1 each) on the BSE as compared to the BSE sensex:**



## XIII. REGISTRAR AND TRANSFER AGENTS:

**Universal Capital Securities Pvt. Ltd.**

**Unit: Haldyn Glass Limited**

21, Shakil Niwas, Mahakali Caves Road,  
Andheri [East], Mumbai – 400 093.

Tel. No. : +91 22 28207203,4,5

Fax No. : +91 22 28207207

E-mail : [info@unisec.in](mailto:info@unisec.in)

[www.unisec.in](http://www.unisec.in)

## XIV. SHARE TRANSFER SYSTEM:

Share Transfers in physical form are to be lodged with Universal Capital Securities Pvt. Ltd., Registrar and Transfer Agents at the above mentioned address. The transfers are normally processed within 15 days from the date of receipt if the relevant documents are complete in all respects. Share Transfer Committee approves the transfers.

Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participant [DP] regarding change of address, change of Bank / Bank Account number, nomination, etc.



**XV. DISTRIBUTION OF EQUITY SHAREHOLDING AS ON MARCH 31, 2014:**

[Nominal and paid up value of each share ₹ 1]

Number of shares held	Number of shareholders	% of shareholders	Number of shares held	% of shareholding
1 - 500	3128	42.45	749170	1.39
501 - 1000	2303	31.26	2206797	4.10
1001 - 2000	708	9.61	1226016	2.28
2001 - 3000	325	4.41	879610	1.64
3001 - 4000	140	1.9	516665	0.96
4001 - 5000	202	2.74	976963	1.82
5001 - 10000	249	3.38	1933236	3.6
10001 and above	313	4.25	45263243	84.21
<b>Total</b>	<b>7368</b>	<b>100.00</b>	<b>53751700</b>	<b>100.00</b>

**XVI. BY CATEGORIES OF SHARE HOLDERS AS ON MARCH 31, 2014:**

Category	No. of Shares held	% of shareholding
<b>1. Promoters</b>		
Haldyn Corporation Limited	26576255	49.44
N. D. Shetty [Executive Chairman]	763960	1.42
Persons acting in concert	883180	1.64
<b>2. Non-Promoters</b>		
Mutual Funds and UTI	12000	0.02
Corporate bodies	4982865	9.27
Foreign Institutional Investors	100000	0.19
Indian Public	16889781	31.43
NRI / OCB	3184751	5.92
Clearing Members	358908	0.67
<b>Total</b>	<b>53751700</b>	<b>100.00</b>

**XVII. DEMATERIALISATION OF SHARES:**

The Company has arrangements with the National Securities Depository Ltd. [NSDL] as well as the Central Depository Services [India] Ltd. [CDSL] for demat facility. 95.46% of the paid up share capital is held in dematerialised form as on March 31, 2014.

**XVIII. DEMAT & PHYSICAL SHARES:**

Particulars	As at March 31, 2014	%
Number of Shares held at NSDL	46376916	86.28
Number of Shares held at CDSL	4935374	9.18
Number of Shares held in Physical form	2439410	4.54
<b>Total</b>	<b>53751700</b>	<b>100.00</b>

**XIX. UNCLAIMED DIVIDEND :**

Pursuant to the provisions of Section 205A [5] and 205C of the Companies Act, 1956 the Company has transferred the unclaimed dividend for the financial year 2005-06 to the Investor Education and Protection Fund [IEPF]. Unclaimed dividends for the financial year ended March 31, 2007 and thereafter, which remain unpaid or unclaimed for a period of 7 years from the date they become due for payment will be transferred by the Company to IEPF. Dates of declaration of dividend and due dates for claiming dividend are as follows.

Dividend for the year	Date of Declaration of dividend	Last date for claiming unpaid dividend
2006-07	21.09.2007	20.09.2014
2007-08	26.09.2008	25.09.2015
2008-09	25.09.2009	24.09.2016
2009-10	17.09.2010	16.09.2017
2010-11	16.09.2011	15.09.2018
2011-12	28.09.2012	27.09.2019
2012-13	25.09.2013	24.09.2020

**For and on behalf of the Board**

**Place : Mumbai**

**Dated: August 08, 2014**

**T. N. Shetty**  
Managing Director

### **DECLARATION BY THE MANAGING DIRECTOR UNDER CLAUSE 49(II)(D) OF THE LISTING AGREEMENT REGARDING ADHERENCE TO THE CODE OF CONDUCT**

To the best of our knowledge and belief, this is to affirm and declare, on behalf of the Board of Directors of the Company and senior management personnel, that:

- The Board of Directors has laid down a code of conduct for all Board members and Senior Management of the Company [‘the Code of Conduct’];
- The Code of conduct has been posted on the website of the Company;
- All the Directors and Senior Management personnel have affirmed their compliance and adherence with the provisions of the Code of Conduct for the financial year ended March 31, 2014.

**For and on behalf of the Board**

**Place : Mumbai**

**Dated: August 08, 2014**

**T. N. Shetty**  
Managing Director

### **AUDITORS’ CERTIFICATE ON CORPORATE GOVERNANCE REGARDING COMPLIANCE WITH CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE NO 49 [VI] OF THE LISTING AGREEMENT WITH STOCK EXCHANGE**

To  
The Members of  
**Haldyn Glass Limited**

We have examined the compliance of conditions of ‘Corporate Governance’ by Haldyn Glass Limited for the year ended March 31, 2014, as stipulated in Clause 49 [VI] of the Listing Agreement of the Company with the Stock Exchange.

The compliance of the conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of the procedures and implementation thereof adopted by the company for ensuring the compliance of the conditions of Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 [VI] of the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For MUKUND M. CHITALE & CO.**  
Chartered Accountants  
**Firm Registration No. 106655W**

**[S. M. Chitale]**  
Partner

**Place : Mumbai**

**Dated : August 08, 2014**

**Membership No. 111383**

# INDEPENDENT AUDITORS' REPORT

To  
The Members of  
**Haldyn Glass Limited**

## Report on the Financial Statements

We have audited the accompanying financial statements of Haldyn Glass Limited ("the Company"), which comprises of Balance Sheet as at 31<sup>st</sup> March 2014, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

## Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"), read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

## Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

## Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by The Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March 2014;
- (b) in the case of Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) in the case of Cash Flow Statement, of the cash flows for the year ended on that date.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 as amended by the Companies (Auditor's Report)(Amendment) Order, 2004 (the "Order"), issued by the Central Government of India in terms of Section 227(4A) of the Companies Act, 1956, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the

information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said order.

2. As required by Section 227(3) of the Companies Act, 1956, we report that:
- a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this report are in agreement with the books of account;
  - d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this report comply with the Accounting Standards as referred to in sub-section (3C) of section 211 of the Companies Act 1956, read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 to the extent applicable;
  - e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2014 and taken on record by the Board of Directors, we report that none of the directors of the company is disqualified as on 31<sup>st</sup> March 2014 from being appointed as a director in terms of clause (g) of sub section (1) of section 274 of the Companies Act, 1956;

**For Mukund M. Chitale & Co.**  
Chartered Accountants  
**Firm Registration No. 106655W**

**Place : Mumbai**  
**Dated : May 26, 2014**

**[S.M. Chitale]**  
Partner  
**Membership No. 111383**

# ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

[Referred to in our report of even date]

- i) a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets and particulars in respect of plant and machineries, office equipments and furniture & fittings are being updated by the company.
- b) According to information and explanations given to us, fixed assets of the Company are being physically verified according to a phased programme of verification so as to verify all assets within a period of three years, which in our opinion, is reasonable having regard to the size of the Company and the nature of its fixed assets. As informed, during the year arising out of the physical verification carried out and to the extent reconciled with the records available, fixed assets amounting to ₹ 20.37 lakhs (written down value) have been written off and provision has been made towards fixed assets amounting to ₹ 20.15 lakhs (written down value).
- c) The Company has not disposed off substantial part of fixed assets during the year under audit.
- ii) a) As informed to us, the inventories have been physically verified by the management at periodic intervals. In our opinion and according to the information and explanations given to us, the frequency of such verification is reasonable.
- b) In our opinion and according to the information and explanations given to us, the procedure of physical verification of inventory followed by the management is reasonable and adequate in relation to the size of the Company and nature of its business.
- c) In our opinion and according to the information and explanations given to us, the Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material having regard to the size of the Company and nature of its operations and have been properly dealt with in the books of account.
- iii) a) According to the information and explanations given to us, the company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the Act. Accordingly, the provisions relating to same contained in Clause (iii) (a) to (d) of the Order are not applicable.
- b) According to the information and explanations provided to us, during the earlier years the Company had taken loans from a company as covered in the register maintained under Sec 301 of the Companies Act, 1956 The maximum balance outstanding during the year was ₹ 400 lakhs and the year end balance was ₹ NIL.
- c) In our opinion and according to information and explanation given to us, the terms and conditions are prima facie not prejudicial to the interest of the Company.
- d) As per information and explanation given to us, the above loan has been repaid as at year end. As informed to us the interest payments have been made on a regular basis.
- iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal control system.
- v) a) In our opinion and according to the information and explanations given to us, the particulars of contracts or arrangements referred to in Section 301 of the Companies Act, 1956 have been entered in the register required to be maintained under that Section.
- b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Companies Act, 1956 and exceeding the value of ₹ 5,00,000 in respect of any party during the year have been made at prices which are reasonable having regard to prevalent market price at the relevant time.
- vi) The Company has not accepted any deposits during the year from the public within the meaning of the directives issued by the Reserve Bank of India and the provisions of sections 58A and 58AA or any other relevant provisions of the Act and the rules framed there under. Hence the provisions of the Clause (vi) are not applicable to the Company.

- vii) According to information and explanations given to us the Company has an adequate internal audit system commensurate with the size and nature of its business.
- viii) According to information and explanations given to us the Company is required to maintain cost records as prescribed by the Central Government under section 209(1) (d) of the Companies Act, 1956 pursuant to the Companies (Cost Accounting Records Rules, 2011). We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules made by the Central Govt. for the maintenance of the cost records under section 209(1) (d) of the Companies Act, 1956 and are of the opinion that prima facie, the prescribed records have been maintained. We have, however, not made a detailed examination of the said records with a view to determine whether they are accurate and complete.
- ix) a) According to the information and explanations given to us the Company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty and other material statutory dues applicable to it as per the available records as far as ascertained by us on our verification, except for few delays in payment of tax deducted at source and Wealth Tax. There are no undisputed amounts payable which are outstanding as on 31<sup>st</sup> March, 2014 for a period of more than six months from the date they became payable except to the extent mentioned herein below:

Name of the Statute	Nature of Dues	Amount [₹ in Lakhs]	Period to which amount relates	Due Date	Date of Payment
Wealth Tax Act, 1957	Wealth Tax	0.98	F.Y. 2011-12	30th Sept 2012	Not yet paid

- b) According to the records examined by us and as per the information and explanations given to us, the particulars of statutory dues as at March 31, 2014 which have not been deposited on account of disputes and the forum where the dispute is pending is as under:

Name of the Statute	Nature of Tax	Amount [₹ in Lakhs]	Period to which the amount relates	Forum where dispute is pending
Central Sales Tax Act	Sales Tax	446.86	F.Y. 1995-1996 to F.Y. 2003-2004 & F.Y. 2009-2010	DSCT Appeal-2 Vadodara
Income Tax Act, 1961	Income Tax	11.53	F.Y. 2006-2007	ITAT
		273.56	F.Y. 2007-2008 & F.Y. 2009-2010	CIT (Appeals)
		9.69	F.Y. 2010-2011 & F.Y. 2011-2012	Assessing Officer
	Fringe Benefit Tax	0.55	F.Y. 2008-09	Assessing Officer

- x) The Company has no accumulated losses as at the year-end. The Company has not incurred cash losses in the current financial year and in the immediately preceding financial year.
- xi) According to information and explanation provided to us, the Company has not defaulted in repayment of dues to banks or debenture holders.
- xii) According to information and explanation given to us, the Company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures, and other securities, accordingly the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- xiii) According to the information and explanations given to us, the Company is not a chit fund or a nidhi mutual fund/ society. Therefore, the provisions of the clause 4(xiii) of the Order, are not applicable to the Company.
- xiv) According to information and explanation given to us, the Company has not dealt or traded in shares, securities, debentures and other investments. Accordingly the provisions of clause 4 (xiv) of the Order are not applicable to the Company.
- xv) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions and as such, the provisions of clause 4(xv) of the Order are not applicable to the Company.



- xvi) According to information and explanation given to us, the term loans have been applied for the purpose for which they have been obtained.
- xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, no short term funds have been applied for Long Term purposes.
- xviii) The Company has not made any preferential allotment of shares during the year. Therefore, the provisions of clause 4(xviii) of the Order are not applicable to the Company.
- xix) The Company has not issued any debentures. Therefore, the provisions of clause 4(xix) of the Order are not applicable to the Company.
- xx) The Company has not raised any money by public issue. Therefore, the provisions of clause 4(xx) of the Order are not applicable to the Company.
- xxi) During the course of our examination of books of account and as far as records / details made available and verified by us and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed and reported during the year, nor we have been informed of such case by the management.

**For Mukund M. Chitale & Co.**

Chartered Accountants

**Firm Registration No. 106655W**

**[S.M. Chitale]**

Partner

**Membership No. 111383**

**Place : Mumbai**

**Dated : May 26, 2014**

## BALANCE SHEET AS AT MARCH 31, 2014

₹ Lakhs

Particulars	Note No.	As at March 31, 2014	As at March 31, 2013
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	2	537.52	537.52
Reserves and Surplus	3	10,574.78	9,205.48
		11,112.30	9,743.00
<b>Non - Current Liabilities</b>			
Long Term Borrowings	4	—	—
Deferred Tax Liabilities (Net)	5	633.26	566.72
Other Long Term Liabilities	6	121.19	133.28
Long Term Provisions	7	79.29	128.87
		833.74	828.87
<b>Current Liabilities</b>			
Short Term Borrowings	8	106.11	201.74
Trade Payables	9	1,052.90	810.03
Other Current Liabilities	10	606.40	1,108.21
Short Term Provisions	11	735.96	706.44
		2,501.37	2,826.42
<b>Total</b>		<b>14,447.41</b>	<b>13,398.29</b>
<b>ASSETS</b>			
<b>Non - Current Assets</b>			
Fixed Assets	12		
– Tangible Assets		6,371.89	6,216.82
– Intangible Assets		9.68	11.47
– Capital Work-in-progress		67.32	57.04
		6,448.89	6,285.33
Non Current Investments	13	5.71	5.71
Long Term Loans and Advances	14	200.32	175.75
Other Non Current Assets	15	1.31	44.39
		207.34	225.85
<b>Current Assets</b>			
Current Investment	16	511.84	—
Inventories	17	1,590.95	2,365.18
Trade Receivables	18	2,888.21	3,944.88
Cash and Bank Balances	19	2,584.39	379.75
Short term Loans and Advances	20	215.79	197.30
		7,791.18	6,887.11
<b>Total</b>		<b>14,447.41</b>	<b>13,398.29</b>
<b>The notes form an integral part of these financial statements.</b>	<b>1 to 40</b>		

As per our Report of even date

For **Mukund M. Chitale & Co.**  
Chartered Accountants  
Firm Registration No. 106655W

[S. M. Chitale]  
Partner  
Membership No. 111383

Place : Mumbai  
Date : May 26, 2014

For and on behalf of the Board

**N. D. Shetty**  
**T. N. Shetty**  
**F. S. Broacha**

**A. A. Lambay**

Place : Mumbai  
Date : May 26, 2014

Executive Chairman  
Managing Director  
Director

Company Secretary



# STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2014

₹ Lakhs

Particulars	Note No.	Year Ended March 31, 2014	Year Ended March 31, 2013
<b>INCOME</b>			
Revenue from Operations	21	16,133.60	15,254.76
Other Income	22	285.63	101.58
<b>Total Income</b>		<b>16,419.23</b>	15,356.34
<b>EXPENSES</b>			
Cost of Materials Consumed	23	4,612.88	5,047.54
Purchases of Stock-in-Trade	24	55.77	63.23
Changes in Inventories	25	620.58	(1,231.06)
Employee Benefits Expense	26	1,284.37	1,274.93
Finance Cost	27	65.70	167.30
Depreciation	12	707.30	866.05
Other Expenses	28	6,262.72	5,933.58
<b>Total Expenses</b>		<b>13,609.32</b>	12,121.57
<b>Profit before tax &amp; before Prior Period Adjustment</b>		<b>2,809.91</b>	3,234.77
Prior Period Expenses/ (Income)	29	1.17	37.03
<b>Profit for the year after Prior Period Adjustment</b>		<b>2,808.74</b>	3,197.74
<b>Less : Tax Expense</b>			
Current Tax		900.00	1,200.00
Deferred Tax Expense / (Income)		66.54	(208.23)
Wealth Tax		1.25	1.13
		<b>967.79</b>	992.90
<b>Profit After Tax carried to Balance Sheet</b>		<b>1,840.95</b>	2,204.84
<b>Earning Per Equity Share: [Face Value ₹ 1 per share]</b>	30		
1. Basic		3.42	4.10
2. Diluted		3.42	4.10
<b>The notes form an integral part of these financial statements.</b>	1 to 40		

As per our Report of even date

For **Mukund M. Chitale & Co.**  
Chartered Accountants  
Firm Registration No. 106655W

[S. M. Chitale]  
Partner  
Membership No. 111383

Place : Mumbai  
Date : May 26, 2014

For and on behalf of the Board

**N. D. Shetty**  
**T. N. Shetty**  
**F. S. Broacha**

A. A. Lambay

Place : Mumbai  
Date : May 26, 2014

Executive Chairman  
Managing Director  
Director

Company Secretary

## CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2014

₹ Lakhs

Particulars	For the year ended March 31, 2014	For the year ended March 31, 2013
<b>I. Cash Flow from Operating Activities</b>		
Net Profit Before Tax, after prior period adjustment	2,808.74	3,197.74
<b>Adjustment for :</b>		
Depreciation	707.30	866.05
Interest on Fixed Deposits/Commercial Paper	(222.93)	(85.61)
Dividend on Investments	(1.91)	(1.31)
Finance Cost	65.70	167.30
Provision for Bad and Doubtful Debts	74.16	85.56
Investments Written Off	—	0.51
Prior Period [Income]/Expenses	1.17	37.03
Loss/(Profit) on sale/Discard of Fixed Assets	28.78	1.22
<b>Operating Profit before Working Capital Changes</b>	3,461.01	4,268.49
<b>Adjustment for :</b>		
Trade and Other Receivables	1,056.67	(1,117.86)
Inventories	774.23	(1,189.70)
Short term Loans and Advances	(75.51)	15.08
Long Term Loan & Advances	(24.57)	(140.48)
Other Non Current Assets	43.08	1.32
Other Long Term Liabilities	(12.09)	9.75
Other Current Liabilities	(107.34)	188.40
Short Term Provisions	29.52	146.50
Long Term Provisions	(49.58)	99.70
Trade Payables	242.87	(155.66)
<b>Cash generated from operations</b>	5,338.29	2,125.53
Tax Paid	(872.92)	(1,077.71)
<b>Net Cash from Operating Activities</b> [A]	4,465.37	1,047.82
<b>II. Cash Flow from Investing Activities</b>		
Purchase of Fixed Assets	(930.11)	(170.94)
Sale of Fixed Assets	10.31	4.93
(Purchase)/Sale of Investments	(511.84)	—
Interest Received	197.60	81.16
Dividend received	1.91	1.31
<b>Net Cash used in Investing Activities</b> [B]	(1,232.13)	(83.54)

₹ Lakhs

Particulars	For the year ended March 31, 2014	For the year ended March 31, 2013
<b>III. Cash Flow from Financing Activities</b>		
Repayment of Long Term Borrowings	(401.61)	(2.80)
Repayment of Working Capital Loan	(95.63)	(1,055.79)
Finance Cost	(65.70)	(167.30)
Equity Dividend	(397.15)	(388.04)
Dividend Distribution Tax	(68.51)	(65.40)
<b>Net Cash from Financing Activities [C]</b>	<b>(1,028.60)</b>	<b>(1,679.33)</b>
<b>Net Increase In Cash And Cash Equivalents [A+B+C]</b>	<b>2,204.64</b>	<b>(715.05)</b>
<b>Cash And Cash Equivalents As At The Beginning Of The Year</b>	<b>379.75</b>	<b>1,094.80</b>
<b>Cash And Cash Equivalents As At The End Of The Year</b>	<b>2,584.39</b>	<b>379.75</b>

As per our Report of even date

For **Mukund M. Chitale & Co.**  
Chartered Accountants  
Firm Registration No. 106655W

[S. M. Chitale]

Partner

Membership No. 111383

Place : Mumbai

Date : May 26, 2014

For and on behalf of the Board

**N. D. Shetty****T. N. Shetty****F. S. Broacha****A. A. Lambay**

Executive Chairman

Managing Director

Director

Company Secretary

Place : Mumbai

Date : May 26, 2014

# NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

## NOTE 1

### SIGNIFICANT ACCOUNTING POLICIES

#### 1. Basis of Preparation of Financial Statements

The Financial Statements have been prepared under historical cost convention in accordance with the generally accepted accounting principles [GAAP] prevalent in India and the mandatory Accounting Standards as notified by the Companies [Accounting Standards] Rules, 2006 as adopted consistently by the Company, the provisions of the Companies Act, 2013 [to the extent applicable] read with the General Circular No. 08/2014 dated 4th April 2014 issued by the Ministry of Corporate Affairs and the provisions of the Companies Act, 1956 [to the extent applicable] as amended from time to time. The Company follows mercantile system of accounting and recognises significant items of Income and Expenditure on accrual basis.

#### 2. Use of Estimates

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reported period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from estimates. Differences between the actual results and estimates are recognized in the period in which the results are known/ materialized.

#### 3. Fixed Assets

Fixed Assets are stated at cost [net of recoverable taxes], including the amount added on revaluation less accumulated depreciation and impairment loss, if any. Intangible Assets are stated at cost of acquisition less accumulated amortisation. The expenditure during construction period and the cost of financing till the Assets are put to use is allocated to the cost of Building and Plant and Machineries. The foreign exchange differences in respect of liabilities for the acquisition of imported assets are recognized and charged to the Statement of Profit & Loss.

#### 4. Depreciation

The Company is providing depreciation on Fixed Assets on Straight Line Method at the rates and in the manner prescribed in Schedule XIV to the Companies Act, 1956 except in respect of Captive Power Plant where depreciation is provided on Written Down Value Method. ERP Software is amortised under straight line method over a period of 6 years and Furnaces are depreciated under straight line method over a period of 5 years being their respective estimated useful lives. Depreciation on leasehold improvements are charged over the period of lease.

#### 5. Investments

Long-term investments are stated at cost. Provision for diminution in the value of such investments is made only if the decline is of a permanent nature. Current investments are valued at lower of cost or market value.

#### 6. Inventories

Inventories are valued at lower of cost or market value. Cost comprises of all costs of purchase [net of CENVAT], cost of conversion and other costs incurred in bringing the inventory to their present location and condition. Cost of raw materials, stores and spares, packing materials and other products are determined on FIFO method. Cost of work in Progresses & Finished Goods are determined on absorption costing method.

#### 7. Revenue Recognition

Sales are net of trade discounts and excludes Sales tax and Vat recovered, but inclusive of excise duty recovered. Revenue from sale of goods is recognized when the substantial risks and rewards is transferred to the buyer and where no uncertainty exists as to its realization.

Dividend Income is recognized when the right to receive the same is established. Interest income is recognized on time proportionate basis.

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

### 8. Foreign Exchange Transactions

Transactions in Foreign Currencies are recorded at the exchange rate prevailing on the date of transaction. Premium on Forward Cover Contracts in respect of import of Materials is charged to the Statement of Profit and Loss over the period of the Contract. Foreign Currency Monetary items of Loans, Current Assets and Current Liabilities as at the Balance Sheet date are converted to Rupees at the Exchange Rate on that date. The resultant net loss or income is accounted in the Statement of Profit and Loss.

### 9. Excise Duty

Excise duty is accounted on the basis of payments made in respect of goods cleared and provision made for goods lying in Excise Bonded Warehouse.

Sales Tax and Modvat/Cenvat credit availed on raw material and other expenses during the year is adjusted against the cost of Raw Material and respective expenses.

### 10. Employee retirement Benefits

#### Short Term employee benefits:

All short term employee benefits such as salaries, wages, bonus, allowances, medical, ex-gratia which fall due within 12 months of the period in which the employee renders the related services which entitles him to avail such benefits and non-accumulating compensated absences (like sick leave and maternity leave) are recognised on an undiscounted basis and charged to the Statement of Profit and Loss.

#### Defined contribution plan:

Company's contributions paid / payable during the year to Provident Fund are charged to Statement of Profit and Loss.

#### Defined Benefit Plan:

Company's liability under the Payment of Gratuity Act is determined by actuarial valuation made at the end of each financial year. Liability for leave encashment is determined by actuarial valuation based on accumulated leave credit allowed to be carried forward and outstanding to the employees as on the Balance Sheet date.

### 11. Lease

Operating Lease rentals are charged to the Statement of Profit & Loss.

### 12. Borrowing Cost

Borrowing costs that are attributable to qualifying assets are capitalised. All other borrowing costs are charged to the Statement of Profit and Loss.

### 13. Provisions and Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognised but are disclosed in the Notes on Accounts. Contingent assets are neither recognised nor disclosed in the financial statements.

### 14. Impairment of assets

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Statement of Profit & Loss in the year in which asset is identified as impaired.

### 15. Income Tax and Deferred Tax

Provision for Income Tax comprises current taxes and deferred taxes. Current tax is determined as the amount of tax payable in respect of taxable income for the period.

Deferred tax is recognised on timing differences between the accounting income & the taxable income for the year and quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date.

Deferred tax assets are recognised and carried forward to the extent that there is a reasonable/virtual certainty that sufficient future taxable income will be available against which such deferred tax asset can be realized.

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

₹ Lakhs

	As at March 31, 2014	As at March 31, 2013
<b>NOTE 2</b>		
<b>SHARE CAPITAL</b>		
<b>Authorised :</b>		
15,00,00,000 Equity Shares of ₹ 1 each [P.Y. 15,00,00,000 Equity Shares of ₹ 1 each]	<b>1,500.00</b>	1,500.00
	<b>1,500.00</b>	1,500.00
<b>Issued, Subscribed and Paid Up :</b>		
5,37,51,700 Equity Shares of ₹ 1 each [P.Y. 5,37,51,700 Equity Shares of ₹ 1 each]	<b>537.52</b>	537.52
<b>Total</b>	<b>537.52</b>	537.52

### Reconciliation of number of shares outstanding at the beginning and at the end of year

	As at March 31, 2014		As At March 31, 2013	
	No. of Shares	₹ Lakhs	No. of Shares	₹ Lakhs
No. of Shares at the beginning of the year	<b>5,37,51,700</b>	<b>537.52</b>	5,37,51,700	537.52
Add : Issue of Shares during the year	—	—	—	—
Less: Shares Bought back during the year	—	—	—	—
No. of Shares at the end of the year	<b>5,37,51,700</b>	<b>537.52</b>	5,37,51,700	537.52

### List of Share Holders Holding more than 5% of Share Capital

	No. of Shares	% of Holding	No. of Shares	% of Holding
— Haldyn Corporation Limited	<b>2,65,76,255</b>	<b>49.44%</b>	2,65,76,255	49.44%

### Terms and Rights attached to equity shares

- The Company has only one class of Equity Shares having a par value of ₹ 1 per share. Each holder of Equity Shares is entitled to one vote per share.
- They are entitled to dividend if proposed by the Board of Directors and approved by the shareholders in the ensuing Annual General Meeting.
- In the event of liquidation the equity shareholders are entitled to receive the remaining assets of the Company after distribution of all preferential amount, in proportion to their share holding.

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

₹ Lakhs

	As at March 31, 2014	As at March 31, 2013
<b>NOTE 3</b>		
<b>RESERVES AND SURPLUS</b>		
Capital Redemption Reserve	82.00	82.00
Securities Premium Reserve	592.75	592.75
Revaluation Reserve	235.08	235.08
<b>General Reserve</b>		
As at Beginning of the year	3,025.00	2,025.00
Add: Transfer from Surplus in Statement of Profit and Loss	500.00	1,000.00
	3,525.00	3,025.00
<b>Surplus in the Statement of Profit &amp; Loss</b>		
As at Beginning of the year	5,270.65	4,537.46
Add : Profit for the year	1,840.95	2,204.84
Less: Transfer to General Reserve	500.00	1,000.00
Less: Proposed Dividend	403.14	403.14
[Dividend ₹ 0.75 per share (P.Y. ₹ 0.75 per share)]		
Less: Dividend Distribution Tax	68.51	68.51
	6,139.95	5,270.65
<b>Total</b>	<b>10,574.78</b>	<b>9,205.48</b>
<b>NOTE 4</b>		
<b>LONG TERM BORROWINGS</b>		
<b>(A) Secured Loan</b>		
<b>Vehicles Loan</b>		
– From Others	—	1.61
	—	1.61
Less:- Current Maturities transferred to Other Current Liabilities [Refer Note 10]	—	1.61
	—	—
<b>(B) Unsecured Loan</b>		
Loans and Advances from Related Party (Haldyn Corporation Ltd)	—	400.00
Less:- Current Maturities transferred to Other Current Liabilities [Refer Note 10]	—	400.00
	—	—
<b>Total</b>	<b>—</b>	<b>—</b>
<b>Unsecured Loan From Related Parties</b>		
Haldyn Corporation Limited	—	—

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

### Nature of Security and terms of repayment for Loans

- Secured loan from Others consisted of Loan from TATA Capital for acquisition of Vehicles which are secured by hypothecation of respective vehicle. The loan has been fully repaid during the year.
- Unsecured Loan from Related Party carried an interest rate of 10% and 12% for ₹ 100 Lakhs and ₹ 300 Lakhs respectively and the loan has been fully repaid off during the year.

₹ Lakhs

	As at March 31, 2014	As at March 31, 2013
<b>NOTE 5</b>		
<b>DEFERRED TAX LIABILITIES [NET]</b>		
<b>Deferred Tax Liability</b>		
Related to Fixed Assets	738.83	739.70
	738.83	739.70
<b>Deferred Tax Assets</b>		
Disallowances as per the Income Tax Act	(105.57)	(172.98)
<b>Total</b>	<b>633.26</b>	<b>566.72</b>
<b>NOTE 6</b>		
<b>OTHER LONG TERM LIABILITIES</b>		
Security Deposits	121.19	133.28
<b>Total</b>	<b>121.19</b>	<b>133.28</b>
<b>NOTE 7</b>		
<b>LONG TERM PROVISIONS</b>		
Provision for Employees Benefits -Gratuity and Leave Encashment	79.29	128.87
<b>Total</b>	<b>79.29</b>	<b>128.87</b>
<b>NOTE 8</b>		
<b>SHORT TERM BORROWINGS</b>		
<b>Secured Loans</b>		
Loans Repayable on demand		
– Working Capital Loans from Banks	106.11	201.74
<b>Total</b>	<b>106.11</b>	<b>201.74</b>

### Nature of Security and terms of Loan

- Working capital facilities from Banks are secured by hypothecation of entire current assets of Company, present and future, on Pari Passu basis along with a second charge on the entire fixed assets of the Company.
- Working capital loans carry interest rate ranging from 0.5% to 3.5% above Bank's base rate, payable on monthly rests.



## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

₹ Lakhs

	As at March 31, 2014	As at March 31, 2013
<b>NOTE 9</b>		
<b>TRADE PAYABLES</b>		
– Due to Micro, Small & Medium Enterprises	56.24	47.08
– Others	996.66	762.95
<b>Total</b>	<b>1,052.90</b>	<b>810.03</b>

The amount due to small-scale undertakings is furnished under the relevant head, on the basis of information available with the Company regarding small-scale industry status of suppliers.

a) i] Principal amount remaining unpaid to supplier under the MSMED Act 2006	56.24	47.08
ii] Interest on a) [i] above	—	—
b) i] Amount of Principal paid beyond the appointed Date	—	—
ii] Amount of interest paid beyond the appointed date [as per Section 16 of the said Act]	—	—
c] Amount of Interest due and payable for the period of delay in making payment, but without adding the interest specified under section 16 of the said Act	—	—
d] Amount of Interest accrued and due	—	—
e] Amount of further interest remaining due and payable even in succeeding years	—	—

### NOTE 10

#### OTHER CURRENT LIABILITIES

Current Maturities of Secured loan [Refer Note 4]	—	1.61
Current Maturities of Unsecured loan # [Refer Note 4]	—	400.00
Advance From Customers	63.99	40.04
Unpaid Dividends @	26.62	20.63
Statutory Liabilities	186.40	294.39
Sundry Creditor for Expenses	113.08	81.39
Security Deposits	3.40	—
Other Payables	212.91	270.15
<b>Total</b>	<b>606.40</b>	<b>1,108.21</b>

# Represents Loan from Haldyn Corporation Ltd ₹ Nil [P.Y. ₹ 400.00 Lakhs]

@ There are no amounts due for payments to the Investors Education and Protection fund u/s 205C of the Companies Act, 1956 as at the year end.

### NOTE 11

#### SHORT TERM PROVISIONS

Provision for Employee Benefits - Gratuity and Leave Encashment	112.73	112.79
Provision for Sales Tax	22.79	22.79
Provisions for Income Tax [Net of Advance Tax and TDS]	124.65	96.31
Proposed Dividend *	471.65	471.65
Provisions for Wealth Tax	4.14	2.90
<b>Total</b>	<b>735.96</b>	<b>706.44</b>

\* Includes Dividend Distribution Tax Payable

# NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

## NOTE 12

### FIXED ASSETS

₹ Lakhs

Description	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at April 01, 2013	Additions	Sale/ Adjustments	As at March 31, 2014	As at April 01, 2013	Additions	Sale/ Adjustments	As at March 31, 2014	As at March 31, 2014	As at March 31, 2013
<b>1] Tangible Assets:</b>										
Freehold Land <sup>#</sup>	309.59	-	-	<b>309.59</b>	-	-	-	-	<b>309.59</b>	309.59
Buildings	1,987.09	316.10	-	<b>2,303.19</b>	604.11	69.92	-	<b>674.03</b>	<b>1,629.16</b>	1,382.98
Leasehold Improvements	-	29.33	-	<b>29.33</b>	-	1.50	-	<b>1.50</b>	<b>27.83</b>	-
Plant & Machineries <sup>@</sup>	9,219.99	438.60	2.43	<b>9,656.16</b>	5,061.38	600.41	1.07	<b>5,660.72</b>	<b>3,995.44</b>	4,158.61
Furniture & Fittings	201.22	84.94	20.26	<b>265.90</b>	113.02	14.34	7.29	<b>120.07</b>	<b>145.83</b>	88.20
Office Equipments	84.73	37.54	0.43	<b>121.84</b>	29.49	4.37	-	<b>33.86</b>	<b>87.98</b>	55.24
Computers <sup>\$</sup>	173.49	6.01	112.97	<b>66.53</b>	114.98	5.78	72.46	<b>48.30</b>	<b>18.23</b>	58.51
Vehicles	210.98	11.00	6.95	<b>215.03</b>	47.29	13.01	3.10	<b>57.20</b>	<b>157.83</b>	163.69
<b>TOTAL</b>	<b>12,187.09</b>	<b>923.52</b>	<b>143.04</b>	<b>12,967.57</b>	<b>5,970.27</b>	<b>709.33</b>	<b>83.92</b>	<b>6,595.68</b>	<b>6,371.89</b>	<b>6,216.82</b>
<b>Previous Year Total</b>	12,026.74	188.36	28.01	12,187.09	5,131.31	869.17	30.21	5,970.27	6,216.82	—
<b>2] Intangible Assets:</b>										
Computer Software <sup>\$</sup>	41.38	0.90	4.32	<b>37.96</b>	29.91	2.69	4.32	<b>28.28</b>	<b>9.68</b>	11.47
<b>TOTAL</b>	<b>41.38</b>	<b>0.90</b>	<b>4.32</b>	<b>37.96</b>	<b>29.91</b>	<b>2.69</b>	<b>4.32</b>	<b>28.28</b>	<b>9.68</b>	<b>11.47</b>
<b>Previous Year Total</b>	<b>31.83</b>	<b>9.55</b>	-	<b>41.38</b>	<b>28.31</b>	<b>1.60</b>	-	<b>29.91</b>	<b>11.47</b>	-
Capital Work-in-Progress									<b>67.32</b>	<b>57.04</b>
<b>Total</b>									<b>6,448.89</b>	<b>6,285.33</b>

- <sup>@</sup> Depreciation on Plant and Machineries amounting to ₹ 4.72 lakhs (P.Y. ₹ 4.72 lakhs) have been added to the Cost of Moulds (Forming part of Plant & Machineries).
- <sup>#</sup> Land was revalued by an approved valuer as on 20th March, 2000 and a sum of ₹ 235.08 lakhs being an increase in the value of land due to revaluation was credited to Revaluation Reserve.
- <sup>\$</sup> Arising out of physical verification of Computers and Computer Software during the year, the Company has adjusted from the Fixed Assets Schedule, Assets having Gross Block of ₹ 117.29 lakhs, Accumulated Depreciation of ₹ 76.77 lakhs and Written Down Value of ₹ 40.52 lakhs. Out of this ₹ 20.37 lakhs have been written off and ₹ 20.15 lakhs have been provided for.

₹ Lakhs

	As at March 31, 2014	As at March 31, 2013
<b>NOTE 13</b>		
<b>NON CURRENT INVESTMENTS</b>		
<b>Other than Trade Investments</b>		
<b>In Equity Instruments</b>		
<b>Quoted Fully Paid up</b>		
2080 - IDBI Bank Limited of ₹ 10 each [P.Y. 2080 Equity Shares of ₹ 10 each]	<b>1.69</b>	1.69
40000 - F.D.C Limited of ₹ 1 each [P.Y. 40000 Equity Shares of ₹ 1 each]	<b>2.00</b>	2.00
15000 - IPCA Laboratories Limited of ₹ 2 each [P.Y. 15000 Equity Shares of ₹ 2 each]	<b>2.02</b>	2.02
<b>Total</b>	<b>5.71</b>	5.71
Aggregate Book Value of Quoted Investments	<b>5.71</b>	5.71
Aggregate Market Value of Quoted Investments	<b>178.63</b>	117.51

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

₹ Lakhs

	As at March 31, 2014	As at March 31, 2013
<b>NOTE 14</b>		
<b>LONG TERM LOANS AND ADVANCES</b>		
[Unsecured, Considered Good]		
<b>Security Deposits</b>		
– To Others	41.81	39.70
– To Related Party (Haldyn Corporation Ltd)	136.00	136.00
	177.81	175.70
<b>Others</b>		
– Capital Advances	22.20	—
– Prepaid Expenses	0.29	0.05
– Interest Accrued on Fixed Deposits	0.02	—
<b>Total</b>	<b>200.32</b>	<b>175.75</b>
<b>NOTE 15</b>		
<b>OTHER NON CURRENT ASSETS</b>		
Fixed Deposits [Refer Note 19]	1.31	44.39
<b>Total</b>	<b>1.31</b>	<b>44.39</b>
The fixed deposits consists ₹ Nil (P.Y. ₹ 42 Lacs) pledged against pending litigations filed by the Company.		
<b>NOTE 16</b>		
<b>CURRENT INVESTMENTS</b>		
<b>Other Than Trade Investments</b>		
<b>In Equity Instruments</b>		
<b>Quoted Fully Paid up</b>		
2000 - Larsen & Toubro Limited of ₹ 2 each	18.95	—
[P.Y. 0 Equity Shares of ₹ 2 each] (Market Value as at 31.03.2014 ₹ 25.44 lakhs )		
<b>In Commercial Paper</b>		
100 units of Family Credit Ltd of ₹ 5,00,000 each	492.89	—
[P.Y. 0 Units of ₹ 5,00,000 each] (Market Value as at 31.03.2014 ₹ 500 Lakhs)		
<b>Total</b>	<b>511.84</b>	<b>—</b>
<b>NOTE 17</b>		
<b>INVENTORIES</b>		
Raw Materials	165.35	232.30
Work-in-Progress	30.19	30.77
Finished Goods	1,037.45	1,657.45
Packing Material, Stores and Spares	357.96	444.66
<b>Total</b>	<b>1,590.95</b>	<b>2,365.18</b>

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

₹ Lakhs

	As at March 31, 2014	As at March 31, 2013
<b>NOTE 18</b>		
<b>TRADE RECEIVABLES</b>		
<b>[Unsecured, Considered Good]</b>		
Due for a period exceeding Six Months	70.48	0.78
Others	2,817.73	3,944.10
	<b>2,888.21</b>	<b>3,944.88</b>
<b>[Unsecured, Considered Doubtful]</b>		
Due for a period exceeding Six Months	457.84	501.57
Others	—	—
Less: Provision for Bad & Doubtful Debts*	457.84	501.57
	—	—
<b>Total</b>	<b>2,888.21</b>	<b>3,944.88</b>
<p>* The Company has adjusted loss towards breakages of bottles pertaining to earlier years amounting to ₹ 33.15 lakhs against opening balance of provision for bad and doubtful debts. The balance of ₹ 10.58 lakhs provision no longer required has been written back to Statement of Profit and Loss [Refer Note 22]</p>		
<b>NOTE 19</b>		
<b>CASH AND BANK BALANCES</b>		
<b>Cash and cash equivalents</b>		
– Cash on hand	3.25	0.84
<b>Balance with Bank</b>		
– In Current Accounts	18.90	20.48
– Deposit with bank	2,419.20	300.00
	<b>2,438.10</b>	<b>320.48</b>
<b>Other Bank Balances</b>		
Earmarked balances with banks - Unpaid Dividend	26.62	20.63
– In Fixed Deposits		
– Bank deposits held for maturity period less than 12 months*	116.42	37.80
– Bank deposits held for maturity period more than 12 months	1.31	44.39
	<b>117.73</b>	<b>82.19</b>
– Less: Non-current portion transferred to other non-current Assets [Refer to Note 15]	1.31	44.39
	<b>116.42</b>	<b>37.80</b>
<b>Total</b>	<b>2,584.39</b>	<b>379.75</b>

\* The fixed deposits consists ₹ 45.94 lacs (P.Y. ₹ Nil ) pledged against pending litigations filed by the Company.

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

₹ Lakhs

	As at March 31, 2014	As at March 31, 2013
<b>NOTE 20</b>		
<b>SHORT TERM LOANS AND ADVANCES</b>		
<b>[Unsecured, Considered Good]</b>		
Interest Accrued on deposits	32.21	6.90
Prepaid Expenses	33.13	32.58
Other Advances recoverable in Cash or in kind or for value to be received	94.05	49.51
<b>[Unsecured, Considered Doubtful]</b>		
Other Advances recoverable in Cash or in kind or for value to be received	265.42	231.26
Less : Provision for Bad and Doubtful Receivables	(265.42)	231.26
	—	—
Service Tax/Excise/Sales Tax Receivable	96.40	108.31
Less : Provision for Bad and Doubtful Receivables	(40.00)	—
	56.40	108.31
<b>Total</b>	<b>215.79</b>	<b>197.30</b>

	Year Ended March 31, 2014	Year Ended March 31, 2013
<b>NOTE 21</b>		
<b>REVENUE FROM OPERATIONS</b>		
Sale of Products	17,864.29	17,010.02
Less: Excise duty	1,954.47	1,851.91
	15,909.82	15,158.11
Other Operating Revenues	223.78	96.65
<b>Total</b>	<b>16,133.60</b>	<b>15,254.76</b>

<b>NOTE 22</b>		
<b>OTHER INCOME</b>		
Interest on Fixed Deposits/Commercial Paper	222.93	85.61
Dividend on Investments*	1.91	1.31
Gain on Foreign Currency Transaction and Translation	—	2.49
Other Miscellaneous Receipts#	60.79	12.17
<b>Total</b>	<b>285.63</b>	<b>101.58</b>

\* Includes dividend on current investments of ₹ 0.25 lacs [P.Y. ₹ Nil]

#Other Miscellaneous Receipts include Sundry Balances/Provisions no longer required written back ₹ 48.97 Lakhs (P.Y. ₹ 7.26 Lakhs)

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

₹ Lakhs

	Year Ended March 31, 2014	Year Ended March 31, 2013
<b>NOTE 23</b>		
<b>COST OF MATERIALS CONSUMED</b>		
Opening Stock	232.30	212.30
Add: Purchases	4,545.93	5,067.54
Less: Closing Stock	165.35	232.30
<b>Total</b>	<b>4,612.88</b>	<b>5,047.54</b>
<b>Product-wise Summary of cost of Materials Consumed</b>		
Cullet	1,977.79	2477.10
Minerals	843.88	743.11
Chemicals	1,791.21	1827.33
<b>Total</b>	<b>4,612.88</b>	<b>5,047.54</b>
<b>NOTE 24</b>		
<b>PURCHASES OF STOCK-IN-TRADE</b>		
Store Material	55.77	63.23
<b>Total</b>	<b>55.77</b>	<b>63.23</b>
<b>NOTE 25</b>		
<b>CHANGES IN INVENTORIES</b>		
<b>[a] At the end of the year</b>		
[i] Finished Goods	1,037.45	1,657.45
[ii] Work-in-Progress	30.19	30.77
<b>Total [A]</b>	<b>1,067.64</b>	<b>1,688.22</b>
<b>[b] At the beginning of the year</b>		
[i] Finished Goods	1,657.45	424.73
[ii] Work-in-Progress	30.77	32.43
<b>Total [B]</b>	<b>1,688.22</b>	<b>457.16</b>
<b>Total [B-A]</b>	<b>620.58</b>	<b>(1,231.06)</b>
<b>NOTE 26</b>		
<b>EMPLOYEE BENEFITS EXPENSE</b>		
Salaries, Wages and Allowances	1,176.21	1,166.34
Contribution to P.F. and Other Funds	43.24	49.15
Welfare and Other Amenities	64.92	59.44
<b>Total</b>	<b>1,284.37</b>	<b>1,274.93</b>
<b>NOTE 27</b>		
<b>FINANCE COSTS</b>		
Interest Expenses	48.51	132.33
Other Borrowing Costs	17.19	34.97
<b>Total</b>	<b>65.70</b>	<b>167.30</b>

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

₹ Lakhs

	Year Ended March 31, 2014	Year Ended March 31, 2013
<b>NOTE 28</b>		
<b>OTHER EXPENSES</b>		
<b>Manufacturing Expenses</b>		
Consumption of Packing Material, Stores and Spare Parts	2,017.06	1,877.07
Power and Fuel	2,482.17	2,239.62
Repairs to Machinery	228.89	243.72
Repairs to Buildings	22.49	6.53
Excise Duty	—	171.93
Other Manufacturing Expenses	488.99	410.13
<b>Total</b>	<b>5,239.60</b>	<b>4,949.00</b>
<b>Selling and Distribution Expenses</b>		
Sales Promotion and Advertisement Expenses	46.39	58.67
Brokerage, Discount and Commission	3.66	-
Carriage Outwards	16.98	5.01
Royalty	159.05	151.95
Other Selling and Distribution Expenses	17.13	85.98
<b>Total</b>	<b>243.21</b>	<b>301.61</b>
<b>Administrative and General Expenses</b>		
Rent	117.96	92.76
Rates, Taxes and Fees	3.33	9.53
Insurance	55.99	51.93
<b>Auditors Remuneration:</b>		
– Audit Fees	8.00	8.00
– Tax Audit Fees	2.00	2.00
– Other Services	3.00	2.00
– Out of Pocket Expense	0.28	0.10
Director's Sitting Fees	2.15	1.85
Commission to Non Executive Directors	31.49	35.75
Travelling and Conveyance	77.11	90.30
Legal and Professional Charges	161.04	206.64
Repair & Maintenance - Others	42.77	38.27
Loss on Foreign Currency Transaction and Translation	2.32	—
Loss on Sale/Discard of Fixed Assets	28.78	1.22
Provision For Bad & Doubtful Receivables	74.16	—
Donation	74.01	52.12
Miscellaneous Expenses	95.52	90.50
<b>Total</b>	<b>779.91</b>	<b>682.97</b>
<b>GRAND TOTAL</b>	<b>6,262.72</b>	<b>5,933.58</b>

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

₹ Lakhs

	Year Ended March 31, 2014	Year Ended March 31, 2013
<b>NOTE 29</b>		
<b>PRIOR PERIOD EXPENSE / [INCOME]</b>		
<b>Prior Period Expenses</b>		
Excise & Service tax	0.51	4.82
Employee Benefit Expense	—	2.14
Leave Encashment & Gratuity	—	37.86
Others	5.00	0.57
<b>Total [A]</b>	<b>5.51</b>	<b>45.39</b>
<b>Prior Period Income</b>		
Difference Arising due to Physical Verification of Fixed Assets	—	8.36
Others	4.34	—
<b>Total [B]</b>	<b>4.34</b>	<b>8.36</b>
<b>Total [A-B]</b>	<b>1.17</b>	<b>37.03</b>
<b>NOTE 30</b>		
<b>BASIC AND DILUTED EARNINGS PER EQUITY SHARE</b>		
(a) For the purpose of calculation of Basic and Diluted Earnings Per Share, the following amounts are considered :		
Profit Attributable to Equity Shareholders (₹ in Lakhs)	1,840.95	2,204.84
<b>Total</b>	<b>1,840.95</b>	<b>2,204.84</b>
(b) <b>Weighted Average No. of Equity Shares Outstanding during the year</b>		
– For Basic EPS	5,37,51,700	5,37,51,700
– For Diluted EPS	5,37,51,700	5,37,51,700
(c) <b>Earning Per Share</b>		
– Basic EPS [₹]	3.42	4.10
– Diluted EPS [₹]	3.42	4.10
Face Value Per Equity Share [₹]	1	1
(d) <b>Reconciliation between number of shares used for calculating basic and diluted earnings per share</b>		
No. of Shares used for calculating Basic EPS	5,37,51,700	5,37,51,700
Add: Potential Equity Shares	—	—
No. of Shares used for calculating Diluted EPS	5,37,51,700	5,37,51,700



# NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

## NOTE 31

### DISCLOSURE RELATING TO EMPLOYEE BENEFITS AS SPECIFIED BY AS-15

#### 1 Defined Contribution Scheme

[₹ Lakhs]

	2013-2014	2012-2013
Employer's Contribution to Provident Fund	59.32	45.76
Employer's Contribution to ESIC	0.52	0.63
<b>Total</b>	<b>59.84</b>	<b>46.39</b>

#### 2 Defined Benefit Scheme

Obligation in respect of employee's gratuity fund scheme managed by Life Insurance Corporation of India is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. Obligation in respect of Employee's Leave entitlement is unfunded and had been determined based on actuarial valuation using Projected Unit Credit Method. The relevant disclosures under AS-15 are as follows :

[₹ Lakhs]

	March 31, 2014		March 31, 2013	
	Gratuity-Funded	Leave Encashment-Unfunded	Gratuity-Funded	Leave Encashment-Unfunded
<b>2.1 Change in the present value of the defined benefit obligation representing reconciliation of opening and closing balances thereof are as follows:</b>				
Liability at the beginning of the year	74.87	221.72	48.66	52.49
Interest Cost	4.99	14.56	4.88	5.12
Current Service Cost	3.44	111.64	4.99	76.90
Actuarial (gain) / loss on obligations	(0.26)	(151.75)	11.44	56.05
Benefits paid	(10.51)	(7.02)	(7.39)	(3.33)
Prior Period Adjustments - Liability reinstated	—	—	12.29	34.49
Liability at the end of the year	72.53	189.15	74.87	221.72
<b>2.2 Changes in the Fair Value of Plan Asset representing reconciliation of opening and closing balances thereof are as follows:</b>				
Fair value of Plan Assets at the beginning of the year	54.93	—	50.92	—
Expected Return on Plan Assets	5.77	—	4.73	—
Contributions by the Company	19.47	7.02	—	3.33
Benefits paid	(10.51)	(7.02)	(7.39)	(3.33)
Actuarial gain / (loss) on Plan Assets	—	—	(2.25)	—
Prior Period Adjustments - Asset reinstated	—	—	8.92	—
<b>Fair value of Plan Assets at the end of the year</b>	<b>69.66</b>	<b>—</b>	<b>54.93</b>	<b>—</b>
<b>2.3 Total actuarial (gain) / loss to be Recognized</b>	<b>(0.26)</b>	<b>(151.75)</b>	<b>13.69</b>	<b>56.05</b>

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

		31.03.2014		31.03.2013	
		Gratuity-Funded	Leave Encashment-Unfunded	Gratuity-Funded	Leave Encashment-Unfunded
2.4 Actual return on Plan Assets					
Expected return on Plan assets		5.77	—	4.73	—
Actuarial gain / (loss) on Plan Assets		—	—	(2.25)	—
Actual Return on Plan Assets		5.77	—	2.48	—
2.5 Amount Recognized in Balance Sheet					
Liability at the end of the year		72.53	189.15	74.87	221.72
Fair value of Plan Assets at the end of the year		69.66	—	54.93	—
Amount Recognized in the Balance Sheet		2.87	189.15	19.94	221.72
2.6 Expenses Recognized in the Income Statement					
Current Service Cost		3.44	111.64	4.99	76.90
Interest Cost		4.99	14.56	4.88	5.12
Expected Return on Plan Assets		(5.77)	—	(4.73)	—
Net Actuarial (gain) / loss to be Recognized		(0.26)	(151.75)	13.69	56.05
Past Service Cost		—	—	—	—
Expenses Recognized in Profit & Loss Account		2.40	(25.55)	18.83	138.07
2.7 Balance Sheet Reconciliation					
Opening Net Liability		19.94	221.72	(2.26)	52.49
Expenses as above		2.40	(25.55)	18.83	138.07
Employers Contribution		(19.47)	(7.02)	—	(3.33)
Prior Period Adjustments		—	—	3.37	34.49
Amount Recognized in Balance Sheet		2.87	189.15	19.94	221.72
	2013-14	2012-13	2011-12	2010-11	2009-10
2.8 Amounts recognized in current year and previous four years					
Defined Benefit Obligation		261.68	296.59	101.15	68.68
Plan Asset		69.66	54.93	50.92	44.38
[Surplus] / Deficit		192.02	241.66	50.23	20.92
2.9 Experience adjustments on plan liabilities [Loss/ (Gain)]		(152.01 )	67.49	(32.31)	(8.44)
Experience adjustments on plan Assets [(Loss)/Gain]		—	(2.25)	1.12	4.14

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

	31.03.2014		31.03.2013	
	Gratuity-Funded	Leave Encashment-Unfunded	Gratuity-Funded	Leave Encashment-Unfunded
<b>2.10 Investment Details of Plan Assets</b>				
– Insurer Managed Funds - 100%	69.66	—	54.93	—

	2013-2014	2012-2013
<b>2.11 Principal Actuarial assumptions as at the Balance Sheet date</b>		
Discount Rate - Gratuity	8.00%	8.00%
Discount Rate - Leave Encashment	9.19%	8.00%
Salary Escalation Rate	3% - 11%	3% - 11%
Retirement Age	58 years	58 years
Mortality Table	LIC (1994-96)	LIC (1994-96)

**Notes:**

- Assumptions relating to future salary increases, attrition, interest rate for discount and overall expected rate of return on Assets have been considered based on relevant economic factors such as inflation, market growth & other factors applicable to the period over which the obligation is expected to be settled.
- The Company expects to contribute ₹ 2 Lacs to gratuity fund in 2014-15.

### NOTE 32

#### CONTINGENT LIABILITIES (AS CERTIFIED BY MANAGEMENT AND TO THE EXTENT AVAILABLE FROM THE RECORDS)

[₹ Lakhs]

Particulars	Year Ended March 31, 2014	Year Ended March 31, 2013
Estimated amount of Contracts remaining to be Executed on Capital Account	74.17	—
Letter of Credit Outstanding	461.50	163.63
Sales Tax Demand #	446.86	437.95
Commitment under Export Promotion Capital Goods (EPCG) Scheme	262.65	377.25
Demand for Income Tax appealed by the Company #	295.33	469.85
Claims against company not acknowledged as debts *	—	—
Labour Law Cases/ Other Court Cases \$	—	—

# Excluding penalty and other levies the quantum of which is presently not determinable.

\* The Company had in earlier year filed complaint against its ex-employees for purported misappropriation within the Company. These employees have leveled counter charges/complaint against the management of the Company with various authorities. The Company has suitably replied to those clarifications sought for. The management of the Company does not perceive that any financial/other adjustment is required to be made in the books of accounts of the Company arising out of the said matter.

\$ Amount not quantifiable/determinable

**Note:** Future cash out flows, if any, in respect of matter stated above is dependent upon the outcome of judgement / decisions etc.

# NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

## NOTE 33

### LIST OF RELATED PARTIES & RELATIONSHIPS [AS-18]

Enterprise owned or significantly influenced by key managerial personnel or their Relatives

Haldyn Corporation Limited

Key Management Personnel and their Relatives:

Mr. N. D. Shetty

Executive Chairman

Mr. Tarun N. Shetty

Managing Director

Mrs. Vinita R. Ajila

Director

Mr. Rohan Y. Ajila

Director

Mrs. S. N. Shetty

Relative

### List of Related Parties Transactions:-

₹ Lakhs

Sr. No.	Transactions	Enterprise owned or significantly influenced by key managerial personnel or their Relatives	Key Management Personnel & Relatives	Total
<b>1.</b>	<b>Liability</b>			
	1.1. Unsecured Loans	— [400.00]	— —	— [400.00]
	1.3 Remuneration Payable / Commission Payable @	— —	56.25 [145.77]	56.25 [145.77]
	1.3 Dividend Payable*	199.32 [199.32]	12.35 [12.20]	211.67 [211.52]
	1.4 Amount Payable	136.02 —	— —	136.02 —
<b>2.</b>	<b>Asset</b>			
	2.1 Security Deposit	136.00 [136.00]	— —	136.00 [136.00]
<b>3.</b>	<b>Expenditure</b>			
	3.1 Purchases \$	1,563.66 [1,540.88]	— —	1,563.66 [1,540.88]
	3.2 Royalty #	159.05 [151.95]	— —	159.05 [151.95]
	3.3 Hire Charges	— —	— [1.64]	— [1.64]
	3.4 Rent #	108.41 [76.25]	— —	108.41 [76.25]
	3.5 Directors Remuneration@	— —	308.93 [344.78]	308.93 [344.78]
	3.6 Commission to Non-Executive Director	— —	10.50 [7.15]	10.50 [7.15]

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

Sr. No.	Transactions	Enterprise owned or significantly influenced by key managerial personnel or their Relatives	Key Management Personnel & Relatives	Total
	3.7 Reimbursement of Expenses (paid)	5.93 —	— —	5.93 —
	3.8 Board Meeting Fees & Out of Pocket Exps	— —	0.30 [0.40]	— —
	3.9 Interest on Unsecured Loans	45.34 [46.00]	— —	45.34 [46.00]
	3.10 Proposed Dividend*	199.32 [199.32]	12.35 [12.20]	211.67 [211.52]
<b>4.</b>	<b>Income</b>			
	4.1 Sales \$	71.46 [60.14]	— —	71.46 [60.14]
	4.2 Sales of Fixed Assets \$	6.35 —	— —	6.35 —
	4.3 Reimbursement of Expenses (received)	5.36 —	— —	5.36 —

\$ Exclusive of Excise And Sales Tax.

# Exclusive of Service Tax

@ Does not include liabilities in respect of Gratuity and Compensated Absences which is determined through an Actuarial Valuation for the Company.

\* Exclusive of Dividend Distribution Tax

Figures in brackets represents those of previous year

### NOTE 34

#### DISCLOSURES RELATED TO ASSETS TAKEN ON OPERATING LEASE

₹ Lakhs

Sr. No.	Particulars	Vehicle	Building
<b>1.</b>	<b>The total future minimum lease rentals payable at the Balance Sheet date</b>		
	1.1 For a period not later than one year	3.00 —	90.24 [103.05]
	1.2 For a period later than one year not later than five years	5.00 —	290.22 [126.00]
	1.3 For a period later than five years	— —	198.00 —
<b>2.</b>	<b>Lease rental recognized in Statement of Profit and Loss #</b>	1.00 [1.64]	132.36 [104.28]

# Includes rent of ₹ 14.40 lacs (P.Y. ₹ 11.52 lacs) towards director residence which has been considered under Directors Remuneration.

Figures in brackets represents those of previous year.

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

### NOTE 35

#### EARNINGS IN FOREIGN EXCHANGE

₹ Lakhs

Sr. No.	Particulars	Year ended 31st March, 2014	Year ended 31st March, 2013
1.	FOB Value of Export	43.47	53.99
	<b>Total</b>	<b>43.47</b>	<b>53.99</b>

### NOTE 36

#### EXPENDITURE IN FOREIGN CURRENCY

₹ Lakhs

Sr. No.	Particulars	Year ended 31st March, 2014	Year ended 31st March, 2013
1.	Travelling Expenses	24.53	22.88
2.	Others - Analysis/Subscription, Professional Fees etc.	2.60	3.70
	<b>Total</b>	<b>27.13</b>	<b>26.58</b>

### NOTE 37

#### VALUE OF RAW MATERIALS, PACKAGING MATERIALS, SPARE PARTS AND COMPONENTS CONSUMED

Sr. No.	Particulars	Year ended 31st March, 2014		Year ended 31st March, 2013	
		Amount [₹ Lakhs]	% of Consumption	Amount [₹ Lakhs]	% of Consumption
1.	<b>Raw Materials Consumed</b>				
	Imported	2.92	0.06	—	—
	Indigenous	4,609.96	99.94	5,047.54	100.00
	<b>Total</b>	<b>4,612.88</b>	<b>100.00</b>	<b>5,047.54</b>	<b>100.00</b>
2.	<b>Packing Material Spare Parts and Components Consumed</b>				
	Imported	76.67	3.80	49.99	2.66
	Indigenous	1,940.39	96.20	1,827.08	97.34
	<b>Total</b>	<b>2,017.06</b>	<b>100.00</b>	<b>1,877.07</b>	<b>100.00</b>

### NOTE 38

#### CIF VALUE OF IMPORTS

₹ Lakhs

Sr. No.	Particulars	Year ended 31st March, 2014	Year ended 31st March, 2013
1.	Capital Goods / Moulds	41.89	21.75
2.	I.S. Accessories	26.27	17.35
3.	Lubricants	29.23	25.35
4.	Purchase Of Refractories	—	3.28
5.	Stores & Spare Parts	36.56	19.44
6.	Raw Materials	3.30	—
	<b>Total</b>	<b>137.25</b>	<b>87.17</b>

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

### NOTE 39

#### UNHEDGED FOREIGN EXCHANGE EXPOSURE

Sr. No.	Particulars	Currency	As at March 31, 2014		As at March 31, 2013	
			Amount in Foreign Currency	Amount [₹ Lakhs]	Amount in Foreign Currency	Amount [₹ Lakhs]
1.	Advance to Creditors	USD	1,20,492.00	75.33	17,707.50	9.63
		EURO	—	—	8,350.63	5.81
	Total			75.33		15.44
2	Payables	USD	3,890.00	2.34	—	—
		EURO	8,599.17	7.10	—	—
	Total			9.44	—	—

### NOTE 40

#### OTHER DISCLOSURES:

- [a] During the year, Company has paid donation to political party i.e. Bhartiya Janta Party of ₹ 10 Lacs [Previous year ₹ Nil]
- [b] The Company operates in one reportable business segment i.e. Glass Bottles / Containers. Exports made during the years are not significant. Hence, information in accordance with Accounting Standard 17 on 'Segment Reporting' is not given.
- [c] In the opinion of the management, Current Assets, Loans and Advances are of the value stated, if realised in the ordinary course of business.
- [d] The previous year's figures have been regrouped, reclassified and rearranged wherever necessary to make them comparable with that of current year's figures.

As per our Report of even date

For **Mukund M. Chitale & Co.**  
Chartered Accountants  
Firm Registration No. 106655W

[S. M. Chitale]  
Partner  
Membership No. 111383

Place : Mumbai  
Date : May 26, 2014

For and on behalf of the Board

**N. D. Shetty** Executive Chairman  
**T. N. Shetty** Managing Director  
**F. S. Broacha** Director

**A. A. Lambay** Company Secretary

Place : Mumbai  
Date : May 26, 2014

## NOTES

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.



# HALDYN GLASS LIMITED

CIN : L51909GJ1991PLC015522

**Registered Office:** Village Gavasad, Taluka Padra, Dist. Vadodara – Gujarat – 391 430

**Tel:** 02662 242339, **Fax:** 02662 245081, **E-mail:** baroda@haldyn.com, **Web:** www.haldynglass.com

## Attendance Slip

Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand over the same duly signed at the space provided, at the entrance of the meeting hall.

I hereby record my presence at the Twenty-third Annual General Meeting of the Company at the Registered Office of the Company at Village Gavasad, Taluka Padra, District Vadodara, Pin - 391 430 on Tuesday, September 09, 2014 at 11.30 a.m.

Folio No. \_\_\_\_\_ DP ID No. \_\_\_\_\_ Client ID No. \_\_\_\_\_

Name of the Shareholder \_\_\_\_\_ Signature \_\_\_\_\_

Name of the Proxyholder \_\_\_\_\_ Signature \_\_\_\_\_

**Note:** Shareholder/Proxyholder desiring to attend the Meeting should bring his copy of the Annual Report for reference at the Meeting.

Tear Here

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(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 ]

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

I/We, being a Member/Member[s] \_\_\_\_\_ shares of the Haldyn Glass Limited, hereby appoint:

1.	Name			
	Address			
	E-mail :		Signature	

or failing him/her

2.	Name			
	Address			
	E-mail :		Signature	

or failing him/her

3.	Name			
	Address			
	E-mail :		Signature	

as my / our Proxy to attend and vote on a [poll] for me / us and on my / our behalf at the Twenty-third Annual General Meeting of the Company, to be held on Tuesday, September 09, 2014 at 11.30 a.m. at Village Gavasad, Taluka Padra, District Vadodara, Pin - 391 430 and at any adjournment thereof in respect of such Resolutions as are indicated below:

	<b>Resolutions</b>	<b>For</b>	<b>Against</b>
1	Adoption of Audited financial statements of Profit and Loss for the year ended March 31, 2014 and the Balance Sheet together with the Report of the Board of Directors and the Auditors thereon.		
2	Declaration of Dividend.		
3	Appointment of Mrs. V. R. Ajila, Director of the Company, who retires by rotation and eligible for reappointment.		
4	Appointment of Mr. Rolf E. von Bueren, Director of the Company, who retires by rotation and eligible for reappointment.		
5	Appointment of Statutory Auditors		
6	Appointment of Mr. L. Rajagopalan as a Director of the Company		
7	Appointment of Mr. F. S. Broacha as an Independent Director of the Company		
8	Appointment of Mrs. K. J. Udeshi as an Independent Director of the Company		
9	Appointment of Mr. Sikandar Talwar as an Independent Director of the Company		
10	Appointment of Mr. L. Rajagopalan as an Independent Director of the Company		
11	Payment of Commission to Non-Executive Directors of the Company		
12	Limits of Borrowing u/s 180(1)(c) of the Companies Act, 2013 (Special Resolution)		
13	Creation of Mortgage/Charge on the movable and Immovable properties of the Company u/s 180(1)(a) of the Companies Act, 2013 (Special Resolution)		


Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2014




Signature of shareholder[s] \_\_\_\_\_ Signature of Proxyholder[s] \_\_\_\_\_

**Note: This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

# QUALITY POLICY



We shall satisfy our customers  
by consistently meeting their  
requirements on time and rendering  
support they expect from us



TO ACHIEVE THE ABOVE, WE SHALL

Provide reliable products at cost efficient prices



Manufacture products to laid down specifications



Deliver goods on time

[www.haldynglass.com](http://www.haldynglass.com)



**Haldyn® Glass Limited**

CIN: L51909GJ1991PLC015522



**Corporate Office:** B-1201, Lotus Corporate Park, Off. Western Express Highway,  
Goregaon (East), Mumbai - 400 063. Maharashtra, India.

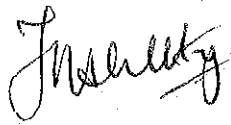
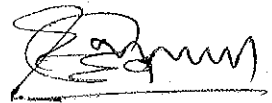
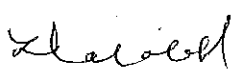

Tel.: 91-22-42878900; Fax: 91-22-42878910; E-mail: [info@haldyn.com](mailto:info@haldyn.com), [bombay@haldyn.com](mailto:bombay@haldyn.com)

**Registered Office & Works:** Village Gavasad, Taluka Padra, District Vadodara - 391 430.

Tel.: 91-2662-242339; Fax: 91-2662-245081; E-mail: [baroda@haldyn.com](mailto:baroda@haldyn.com)

*made*  
**GLASS WITH CARE**

**FORM A**  
**(Pursuant to Clause 31(a) of Listing Agreement)**

No.	Particulars	Details
1.	Name of the Company	Haldyn Glass Limited
2.	Annual standalone financial statements for the year ended	31 <sup>st</sup> March, 2014
3.	Type of Audit observation	Unqualified.
4.	Frequency of observation	N.A.
5.	To be signed by: <ul style="list-style-type: none"> <li>• Managing Director</li> <li>• Chief Financial Officer</li> <li>• Audit Committee Chairman</li> <li>• Auditors of the Company</li> </ul>	<div style="display: flex; justify-content: space-between;"> <div> <p>Mr. Tarun Shetty</p> <p>Mr. Ganesh Prasad Chaturvedi</p> <p>Mr. L. Rajagopalan</p> </div> <div>    </div> </div> <p>Refer our Audit Report dated 26<sup>th</sup> May, 2014 On the financial statements of the Company For Mukund M. Chitale &amp; Co. Chartered Accountants (Firm Registration No. 106655W)</p> <p> S. M. Chitale (Partner) (Membership No. 111383)</p> <p>Mumbai, May 26, 2014</p>