



Ref: BBY/CS/001/30/19

Date: August 13, 2019

The BSE Limited  
Department of Corporate Services,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001

**Sub: Notice of Annual General Meeting, Book Closure and Record Date / Declaration of Dividend**

- Ref: 1. **Regulation 42 and other applicable Provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR")**  
2. **Scrip Code: 515147**

Dear Sir,

**NOTICE OF ANNUAL GENERAL MEETING**

We enclose herewith the copy of the Notice of the Twenty-Eight Annual General Meeting ("AGM") of the Members of the Company scheduled to be held on Friday, September 06, 2019 at 11.30. a.m. at the Registered Office of the Company at Village Gavasad, Taluka Padra, District Vadodara - 391 430.

**BOOK CLOSURE RECOMMENDATION OF DIVIDEND AND RECORD DATE**

Pursuant to the Regulation 42 of LODR, we wish to inform you that as intimated to you earlier on May 30, 2019, the Directors has recommended a Dividend of Re. 0.60 per Equity Share of Re.1 each (60%) for the year ended March 31, 2019 (in the Board Meeting held on May 30, 2019). The Company has fixed the "Record Date" on Friday, August 30, 2019 for the purpose of determining the members eligible to receive dividend, if declared at the ensuing AGM and decided to close the Register of Members and the Share Transfer Books of the Company from Saturday, August 31, 2019 to Friday, September 06, 2019 (both days inclusive).

The notice of the Annual General Meeting together with the Annual Report has been sent to the members of the Company and is also available on the website of the Company at [www.haldynglass.com](http://www.haldynglass.com)

Kindly take this on your record and acknowledge the receipt.

Thanking you,

Yours faithfully  
For HALDYN GLASS LIMITED

  
A.A.LAMBAY  
COMPANY SECRETARY



Encl: As above





# **HALDYN GLASS LIMITED**

CIN : L51909GJ1991PLC015522

## **NOTICE**

### **28<sup>th</sup> Annual General Meeting**

**Friday, September 06, 2019**

**at 11.30 a.m.**

**at Village Gavasad, Taluka Padra,  
District Vadodara - 391 430**



# HALDYN GLASS LIMITED

CIN : L51909GJ1991PLC015522

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

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

## NOTICE

### 28<sup>th</sup> Annual General Meeting

**NOTICE** is hereby given that the Twenty-Eighth Annual General Meeting ["AGM"] of the Members of HALDYN GLASS LIMITED will be held on Friday, September 6, 2019 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 consider and adopt [a] the Audited Financial Statements of the Company for the financial year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon; and [b] the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 and the Report of the Auditors thereon and, in this regard, to pass the following resolutions as an Ordinary Resolutions:
  - a] **"RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon, laid before this Meeting, be and are hereby considered and adopted."
  - b] **"RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 and the Report of the Auditors thereon laid before this meeting, be and are hereby considered and adopted."
- 2] To declare a dividend of 60% i.e. ₹ 0.60 paise Equity Share of ₹ 1.00 each for the financial year ended March 31, 2019 and in this regard, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** a dividend at the rate of 60% i.e. ₹ 0.60 [sixty paise only] per Equity Share of ₹ 1.00 [One rupee] each, fully paid of the Company be and is hereby declared for the financial year ended March 31, 2019, as recommended by the Board of Directors and the same be paid, out of the profits of the Company for the financial year ended March 31, 2019."
- 3] To appoint a Director in place of Mr. Rohan. Y. Ajila [DIN: 01549005], who retires by rotation and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS

- 4] **Re-appointment of Mrs. Kishori Jayendra Udeshi [DIN 01344073] as an Independent Director of the Company.**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013, read with Schedule IV to the Companies Act, 2013 and the Companies [Appointment and Qualification of Directors] Rules, 2014 and the applicable provisions of SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015 [including any statutory modification[s] or re-enactment thereof for the time being in force], Mrs. Kishori Jayendra Udeshi [DIN 01344073], an Independent Director of the Company, aged 75 years, who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company for a second term of five years from September 9, 2019 and shall not be liable to retire by rotation in accordance with the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board or any Committee thereof be and is hereby authorised to do all such acts, deeds, things and matters as it may deem necessary and authorise executives of the Company for the purpose of giving effect to this resolution and to do all things incidental and ancillary thereto."

- 5] **Re-appointment of Mr. Sikandar Talwar [DIN 01630705] as an Independent Director of the Company.**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013, read with Schedule IV to the Companies Act, 2013 and the Companies [Appointment and Qualification of Directors]

Rules, 2014 and the applicable provisions of SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015 [including any statutory modification[s] or re-enactment thereof for the time being in force], Mr. Sikandar Talwar [DIN 01630705], an Independent Director of the Company, having an age of 73 year, who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company for a second term of five years from September 9, 2019 and shall not be liable to retire by rotation in accordance with the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board or any Committee thereof be and is hereby authorised to do all such acts, deeds, things and matters as it may deem necessary and authorise executives of the Company for the purpose of giving effect to this resolution and to do all things incidental and ancillary thereto."

**6. Appointment of Mr. Ajit Shah [DIN 02396765] as Director of the Company:**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to Article 127 of the Articles of Association of the Company and the provisions of Section 152 and 161 of the Companies Act, 2013 read with Rules made there under [including any statutory modification[s] or re-enactment thereof for the time being in force], Mr. Ajit Shah [DIN 02396765], who was appointed as an Additional Director of the Company by the Board in its Meeting held on 17<sup>th</sup> July, 2019 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company."

**7. Appointment of Mr. Ajit Shah [DIN 02396765] as an Independent Director of the Company.**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013, read with Schedule IV to the Companies Act, 2013 and the Companies [Appointment and Qualification of Directors] Rules, 2014 and the applicable provisions of SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015 [including any statutory modification[s] or re-enactment thereof for the time being in force], Mr. Ajit Shah [DIN 02396765], an Independent Director of the Company, aged 72 years, who has submitted a declaration that he meets the criteria of independence as provided in Section 149[6] of the Companies Act, 2013 and Regulation 16 [1][b] of the Securities and Exchange Board of India [Listing Obligations and Disclosure Requirements] Regulations, 2015, and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for term upto July 16, 2024 in accordance with the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board or any Committee thereof be and is hereby authorised to do all such acts, deeds, things and matters as it may deem necessary and authorise executives of the Company for the purpose of giving effect to this resolution and to do all things incidental and ancillary thereto."

**8. Appointment of Mr. G. Padmanabhan [DIN 07130908] as Director of the Company:**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to Article 127 of the Articles of Association of the Company and the provisions of Section 152 and 161 of the Companies Act, 2013 read with Rules made there under [including any statutory modification[s] or re-enactment thereof for the time being in force], Mr. G. Padmanabhan [DIN 07130908], who was appointed as an Additional Director of the Company by the Board in its Meeting held on 17<sup>th</sup> July, 2019 and who holds the office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company."

**9. Appointment of Mr. G. Padmanabhan [DIN 07130908] as an Independent Director of the Company.**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013, read with Schedule IV to the Companies Act, 2013 and the Companies [Appointment and Qualification of Directors] Rules, 2014 and the applicable provisions of SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015 [including any statutory modification[s] or re-enactment thereof for the time being in force], Mr. G. Padmanabhan [DIN 07130908], an Independent Director of the Company, having an age of 64 year, who has submitted a declaration that he meets the criteria for independence as provided in Section 149[6] of the Companies Act, 2013 and Regulation 16 [1][b] of the Securities and Exchange Board of India [Listing Obligations and Disclosure Requirements] Regulations, 2015, and who



is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for term upto July 16, 2024 in accordance with the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board or any Committee thereof be and is hereby authorised to do all such acts, deeds, things and matters as it may deem necessary and authorise executives of the Company for the purpose of giving effect to this resolution and to do all things incidental and ancillary thereto."

#### **10. Approval for the Related Party Transaction[s] with Haldyn Corporation Limited.**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Regulation 23 and other applicable provisions, if any, of the SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015 ["SEBI LODR"], provisions of Section 177, 188 and other applicable provisions, if any, of the Companies Act, 2013 ["the Act"], and the Companies [Meetings of Board & its Powers] Rules, 2014 ["the Rule"] [including any statutory modification[s] or re-enactment thereof for the time being in force] and the approval of the Audit Committee and the Board of Directors of the Company vide their respective meetings held on August 7, 2019 and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, the approval of the Members of the Company, be and is hereby accorded to enter into an arrangement / contract for providing 2000 Sq. mt. of Ankhi Land out of a total holding of 85515 sq. mt. situated at Taluka-Jambusar, Dist. Bharuch, State-Gujarat by the company on lease basis to Haldyn Corporation Limited ["Related Party"], in which Mr. N. D. Shetty - Executive Chairman, Mr. T. N. Shetty, Managing Director and Rohan Ajila - Non-Executive, Non-Independent Director of the Company, being interested as Directors, in addition to the arrangements/contracts with Haldyn Corporation Limited, as approved by the members at their Annual General Meeting held on September 29, 2016, for the purposes as set out in the explanatory statement annexed to the notice, for the aggregate amount not exceeding ₹ 50,00,00,000/- [Fifty Crores] only per annum [plus taxes, duties and levies, as applicable].

**RESOLVED FURTHER THAT** the Members of the Company do hereby ratify and also accord further approval to the Board of Directors of the Company to sign and execute all such documents, deeds and writings and to do all such acts, deeds and things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its power herein conferred to any committee of Directors and/or Director[s] and or officer[s] of the Company."

By Order of the Board

**A. A. Lambay**

Company Secretary

FCS No. 8569

Place : Mumbai

Date : August 7, 2019

#### **Registered Office:**

**Haldyn Glass Ltd.**

CIN: L51909GJ1991PLC015522

Village Gavasad, Taluka Padra

Dist. Vadodara 391430, Gujarat

Email: baroda@haldyn.com

Web: www.haldynglass.com

#### **NOTES :**

- [a] The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ["the Act"], in respect of the business as set out in items no. 4 to 10 of the notice is annexed hereto.
- [b] The relevant details as required under Regulation 36[3] of SEBI [Listing Obligations and Disclosure Requirements] Regulation, 2015 ["LODR"] and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM are also annexed to this notice.

- [c] A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY[IES] TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY CANNOT VOTE ON E-VOTING.

A person can act as a proxy on behalf of members not exceeding 50 in number and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

The instrument appointing the proxy, in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the AGM.

- [d] Corporate Members intending to send their authorized representatives to attend the meeting pursuant to section 113 of the Act, are requested to send to the Company, a certified copy of the relevant Board resolution together with the specimen signature[s] of the representative[s] who are authorized to attend and vote on their behalf at the AGM.
- [e] The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, August 31, 2019 to Friday, September 6, 2019 [both days inclusive].
- [f] The dividend as recommended by the Board, if approved at the meeting, will be paid on or after September 16, 2019 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 Friday, August 30, 2019 ["Record Date"] and whose names appear as beneficial owners in the list of beneficial owners as furnished by National Securities Depository Limited and / or Central Depository Services[India] Limited in respect of the shares held in Demat form for this purpose.
- [g] The Company will disburse the dividend through ECS/NECS to those shareholders whose requisite particulars are available and to other shareholders through dividend warrants/drafts. The intimation of dividend payout/dispatch will be sent within the statutory period.
- [h] In accordance with SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 & BSE Circular No.LIST/COMP/15/2018-19 dated July 5, 2018, the Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, permanent account number [PAN], bank mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code etc., to their respective Depository Participants [DP] in case the shares are held by them in electronic form and to the Company's Registrars and Transfer Agents ["RTA"] viz. M/s. Universal Capital Securities Pvt. Ltd. in case the shares are held by them in physical form.
- [i] As communicated earlier, as per SEBI [Listing Obligations and Disclosure Requirements] [Fourth Amendment] Regulations, 2018 any shareholder holding shares in physical form needs to compulsorily convert them into demat mode by opening a demat account with a Depository to enable him/her to transfer the shares on or after March 31, 2019 as may be notified from time to time.
- [j] Members / Proxies should bring the Attendance Slip enclosed in the AGM Notice, duly filled in, along with the Annual Report while attending the Meeting.
- [k] Members desiring any information on the 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.
- [l] Relevant documents referred to in the accompanying Notice and in the Explanatory Statement are open for inspection by the Members at the registered office of the Company on all working days between 11 a.m. to 4.00 p.m. except Saturday, Sunday and public holidays upto the date of the AGM.
- [m] The Notice of the 28<sup>th</sup> AGM along with the Annual Report 2018-19 is being sent through the electronic mode to Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the Annual Report. For Members, who have not registered their e-mail addresses, physical copies are being sent



by the permitted mode. Members may also note that Annual Report for the financial year ended March 31, 2019 including Notice for the 28<sup>th</sup> AGM is also available on the Company's website at [www.haldynglass.com](http://www.haldynglass.com)

- [n] The Company has transferred the unpaid or unclaimed dividends declared up to financial year 2010-11, from time to time, to the Investor Education and Protection Fund [IEPF] established by the Central Government. Dividend for the financial year ended March 31, 2012 and thereafter, which remain unpaid or unclaimed for a period of 7 years from the date they became due for payment will be transferred by the Company to IEPF. Members who have not so far encashed dividend warrant[s] / dividend drafts for the year ended March 31, 2011 are requested to seek issue of duplicate warrant[s]/fresh dividend draft[s] by writing to the Company's Registrar and Share Transfer Agents, immediately. The Company has uploaded the details of unpaid and unclaimed dividends lying with the Company as on September 27, 2018 [date of the previous AGM] on the website of the Company and the said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: [www.iepf.gov.in](http://www.iepf.gov.in)
- [o] Adhering to the various requirements set out in the Investor Education and Protection Fund Authority [Accounting, Audit, Transfer and Refund] Rules, 2016, as amended, the Company has, during the financial year 2018-19, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer, i.e. October 24, 2018. Details of shares transferred to the IEPF Authority are available on the website of the Company and the said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: [www.iepf.gov.in](http://www.iepf.gov.in).
- [p] Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/investors are advised to visit the weblink: <http://iepf.gov.in/IEPFA/refund.html> or contact M/s. Universal Capital Securities Private Limited ["RTA"] for lodging claim for refund of shares and/or dividend from the IEPF Authority.
- [q] To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Company's RTA- M/s. Universal Capital Securities Private Limited, in case the shares are held by them in physical form.
- [r] Voting through electronic means:
  - I. Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies [Management and Administration] Rules, 2014, and Regulation 44 of the Securities and Exchange Board of India [Listing Obligations & Disclosures Requirements], Regulations, 2015, the Company is pleased to provide its 'remote e-voting' [e-voting from a place other than the venue of the AGM] facility through Central Depository Services [India] Limited [CDSL] as an alternative, for all members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the notice for the 28<sup>th</sup> AGM of the Company, dated August 7, 2019. The e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com).
  - II. The facility for voting, either through electronic voting system or through ballot / polling paper shall also be made available at the venue of the 28<sup>th</sup> AGM. Members attending the meeting who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. Members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

Mr. Ashish C. Doshi, Partner of SPANJ & ASSOCIATES, Company Secretaries, has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The instructions to members for voting electronically are as under: -

- [i] The remote e-voting period commences on Monday, September 2, 2019 [09:30 a.m.] and ends on Thursday, September 5, 2019 [05:00 p.m.]. During this period members of the Company holding shares either in physical form or in dematerialized form as on the cut-off date [record date] Friday, August 30, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. The remote e-voting module shall be disabled by CDSL for voting thereafter.

- [ii] Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- [iii] The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- [iv] Click on Shareholders/ Members
- [v] 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.
- [vi] Next enter the Image Verification as displayed and Click on Login.
- [vii] 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.
- [viii] 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 8 digits of the sequence number which is mentioned in address label as sr no affixed on Annual Report, in the PAN field.</li> <li>▪ In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth [DOB]	<p>Enter the Dividend Bank Details or Date of Birth [in dd/mm/yyyy format] as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>▪ If both the details are not recorded with the depository or the company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction [v].</li> </ul>

- [ix] After entering these details appropriately, click on "SUBMIT" tab.
- [x] Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- [xi] For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- [xii] Click on the EVSN of Haldyn Glass Limited on which you choose to vote.
- [xiii] 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.
- [xiv] Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.



- [xv] 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.
- [xvi] Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- [xvii] You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- [xviii] If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- [xix] Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- [xx] 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 Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account [s] for which they wish to vote on.
  - The list of accounts linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney [POA] which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system and forward one copy of the same documents to the scrutinizer at [csdoshiac@gmail.com](mailto:csdoshiac@gmail.com) for the scrutinizer to verify the same.
- [xxi] 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)
- [xxii] A copy of this notice has been placed on the website of the Company and the website of CDSL.
- [xxiii] The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same. The Chairman or the person authorized by him in writing shall declare the result of the voting forthwith in the format prescribed under Regulation 44 [3] of the SEBI [LODR] Regulations, 2015.
- [xxiv] The results declared along with the Scrutinizer's Report shall immediately be placed on the Company's website [www.haldynglass.com](http://www.haldynglass.com). The said results shall also be communicated to BSE Limited which shall place it on its website thereafter.

## EXPLANATORY STATEMENT

Pursuant to Section 102[1] of the Act

### Item No. 4

Mrs. Kishori Jayendra Udeshi [DIN 01344073] was appointed as an Independent Director of the Company at 24<sup>th</sup> AGM held on September 09, 2014, for a term of five years i.e. up to September 08, 2019 ["first term"].

Securities and Exchange Board of India [Listing Obligations and Disclosure Requirements] [Amendment] Regulations, 2018, notified on May 09, 2018 requires every listed company to pass a special resolution for appointing or continuing the directorship of Non-Executive Director on attaining the age of 75 years. This amendment has come into effect from April 01, 2019.

The amendment is as under: Regulation 17[1A]:

"No listed entity shall appoint a person or continue the directorship of any person as an Independent director who has attained the age of Seventy Five Years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person".

The Board of Directors on recommendation of the Nomination and Remuneration Committee and on the basis of report of the performance evaluation, considers that, given her background, experience and contributions made by her during her tenure, the continued association of Mrs. Kishori Jayendra Udeshi would be beneficial to the Company and it is desirable to continue to avail her services as an independent Director. Accordingly, the Board at its meeting held on July 17, 2019, recommended for the approval of the member, re-appointment of Mrs. Kishori Jayendra Udeshi as an Independent Director of the Company, not liable to retire by rotation, with effect from September 9, 2019, for a second term of 5 years in terms of section 149 read with Schedule IV of the Act and Regulation 17 of the LODR, or any amendment thereto or modification thereof.

The Company has received from Mrs. Kishori Jayendra Udeshi [i] consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of The Companies [Appointment & Qualification of Directors] Rules, 2014, [ii] intimation in Form DIR 8 in terms of the Companies [Appointment & Qualification of Directors] Rules, 2014, to the effect that she is not disqualified under sub-section [2] of Section 164 of the Act, confirming her eligibility for such reappointment, and [iii] a declaration to the effect that she meets the criteria of independence as provided in sub section [6] of Section 149 of the Act and the LODR.

### Brief profile of Mrs. Kishori Jayendra Udeshi:

Mrs. Kishori Jayendra Udeshi has been associated with the Company as Director since 2008. The Company has been benefited by her expertise in banking, finance and management, having worked in the Reserve Bank of India ["RBI"] in various senior positions including as Deputy Governor of RBI. The Board considers that the continued association of Mrs. Kishori Jayendra Udeshi with vast experience in various areas will help the Company to decide future business strategies for growth of the Company and would benefit the Company.

In the opinion of the Board, Mrs. Kishori Jayendra Udeshi fulfils the conditions specified in the Act and the rules framed thereunder for reappointment as an Independent Director and is independent of the management.

Consent of the Members by way of Special Resolution is required for continuation of an Independent Director beyond the age of 75 years. Mrs. Kishori Jayendra Udeshi is of 75 years age.

Except Mrs. Kishori Jayendra Udeshi, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed Resolution as set out at Item no. 4 in the notice. She does not hold any shares in the Company.

The Board recommends the Special Resolution set out at Item no. 4 of the Notice for approval by the Members.

### Item No. 5

Mr. Sikandar Talwar [DIN 01630705] was appointed as an Independent Director of the Company at 24<sup>th</sup> AGM held on September 09, 2014, for a term of five years i.e. up to September 08, 2019 ["first term"].

Securities and Exchange Board of India [Listing Obligations and Disclosure Requirements] [Amendment] Regulations, 2018, notified on May 09, 2018 requires every listed company to pass a special resolution for appointing or continuing the directorship of Non-Executive Director on attaining the age of 75 years. This amendment had come into effect from April 01, 2019.

The amendment is as under: Regulation 17[1A]:

“No listed entity shall appoint a person or continue the directorship of any person as an Independent director who has attained the age of Seventy Five Years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person”.

The Board of Directors on recommendation of the Nomination and Remuneration Committee and on the basis of report of the performance evaluation, considers that, given his background, experience and contributions made by him during his tenure, the continued association of Mr. Sikandar Talwar would be beneficial to the Company and it is desirable to continue to avail his services as an independent Director. Accordingly, the Board at its meeting held on July 17, recommended for the approval of the member, re-appointment of Mr. Sikandar Talwar as an Independent Director of the Company, not liable to retire by rotation, with effect from September 9, 2019, for a second term of 5 years in terms of section 149 read with Schedule IV of the Act or any amendment thereto or modification thereof.

The Company has received from Mr. Sikandar Talwar [i] consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of The Companies [Appointment & Qualification of Directors] Rules, 2014, [ii] intimation in Form DIR 8 in terms of the Companies [Appointment & Qualification of Directors] Rules, 2014, to the effect that he is not disqualified under sub-section [2] of Section 164 of the Act, confirming his eligibility for such reappointment, and [iii] a declaration to the effect that he meets the criteria of independence as provided in sub section [6] of Section 149 of the Act and the LODR.

#### **Brief profile of Mr. Sikandar Talwar:**

Mr. Sikandar Talwar has been associated with the Company as Director since 2008. The Company has benefited by his expertise in taxation, finance and management as he had worked in various Departments of the Government of India including the Indian Revenue Service. The Board considers that the continued association of Mr. Sikandar Talwar with vast experience in various areas will help the Company to decide future business strategies for growth of the Company and would benefit the Company.

In the opinion of the Board, Mr. Sikandar Talwar fulfils the conditions specified in the Act and the rules framed thereunder for reappointment as an Independent Director and is independent of the management.

Consent of the Members by way of Special Resolution is required for continuation of an Independent Director beyond the age of 75 years. Mr. Sikandar Talwar is of 73 years age and will attain the age of 75 years on June 25, 2020.

Except Mr. Sikandar Talwar, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed Resolution as set out at Item no. 5 in the notice. He does not hold any shares in the Company.

The Board recommends the Special Resolution set out at Item no. 5 of the Notice for approval by the Members.

#### **Item No. 6 and 7**

The Board of Directors of the Company, pursuant to the recommendations of the Nomination and Remuneration Committee, has appointed Mr. Ajit Shah [DIN 02396765] on July 17, 2019, as an Additional Director [Independent and Non-Executive] on the Board of Directors of the Company, in terms of Article 127 of the Articles of Association of the Company and Section 161 of the Act. Mr. Ajit Shah holds office up to the date of this Annual General Meeting pursuant to Section 161 of the Act.

The Board at its aforesaid meeting also recommended for the approval of the member, an appointment of Mr. Ajit Shah as an Independent Director of the Company, not liable to retire by rotation, for a period 5 years in terms of section 149 read with Schedule IV of the Act or any amendment thereto or modification thereof.

Securities and Exchange Board of India [Listing Obligations and Disclosure Requirements] [Amendment] Regulations, 2018, has

notified on May 09, 2018 which requires every listed company to pass a special resolution for appointing or continuing the directorship of Non-Executive Director on attaining the age of 75 years. This amendment has come into effect from April 01, 2019.

The amendment is as under: Regulation 17[1A]:

"No listed entity shall appoint a person or continue the directorship of any person as an Independent director who has attained the age of Seventy Five Years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person".

The Company has received from Mr. Ajit Shah [i] consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of The Companies [Appointment & Qualification of Directors] Rules, 2014, [ii] intimation in Form DIR 8 in terms of the Companies [Appointment & Qualification of Directors] Rules, 2014, to the effect that he is not disqualified under sub-section [2] of Section 164 of the Act, confirming his eligibility for such appointment, and [iii] a declaration to the effect that he meets the criteria of independence as provided in sub section [6] of Section 149 of the Act and the LODR.

#### **Brief profile of Mr. Ajit Shah:**

Mr. Ajit Shah is an eminent Chartered Accountant in practice since 1971. He is a Senior Partner at M.A. Parikh & Co., a firm of Chartered Accountant He specialises in the fields of Audit and Assurance, domestic and international tax and transfer pricing, valuation and consultancy in the fields of finance and taxation. He is associated as consultant with well-known multinational groups like Merck, Germany, WPP Group, UK, Pacific International Limited, Singapore, Mitsui OKS Lines, Japan, Elantas Beck and certain Tata Group Companies. At present he is an Independent Director on the Board Foseco India Limited, and Sunshield Chemicals Limited The Board considers that the association of Mr. Ajit Shah with vast experience in various areas will help the Company to decide future business strategies for growth of the Company and would benefit the Company.

In the opinion of the Board, Mr. Ajit Shah fulfils the conditions specified in the Act and the rules framed thereunder for appointment as an Independent Director and is independent of the management.

Further, in terms of the recently notified Securities and Exchange Board of India [Listing Obligations and Disclosure Requirements] [Amendment] Regulations, 2018, consent of the Members by way of Special Resolution is also required for continuation of an Independent Director beyond the age of 75 years. Mr. Ajit Shah is of 72 years age and will attain the age of 75 years on October 11, 2021.

The Board of Directors considers it in the interest of the Company to appoint Mr. Ajit Shah as an Independent Director. None of the Directors and Key Managerial Personnel of the Company or their relatives, except Mr. Ajit Shah, is in any way, interested or concerned in this resolution. He does not hold any share in the Company.

The Board recommends the resolutions set forth in item No. 6 and 7 of the notice for approval of the members with requisite majority.

#### **Item No. 8 and 9**

The Board of Directors of the Company, pursuant to the recommendations of the Nomination and Remuneration Committee, has appointed Mr. G. Padmanabhan [DIN 07130908] on July 17, 2019, as an Additional Director [Independent and Non-Executive] on the Board of Directors of the Company, in terms of Article 127 of the Articles of Association of the Company and Section 161 of the Companies Act, 2013. Mr. G. Padmanabhan holds office up to the date of this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013.

The Board at its aforesaid meeting also recommended for the approval of the member, an appointment of Mr. G. Padmanabhan as an Independent Director of the Company, not liable to retire by rotation, for a period 5 years in terms section 149 read with Schedule IV of the Act or any amendment thereto or modification thereof.

The Company has received from Mr. G. Padmanabhan [i] consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of The Companies [Appointment & Qualification of Directors] Rules, 2014, [ii] intimation in Form DIR 8 in terms of the Companies [Appointment & Qualification of Directors] Rules, 2014, to the effect that he is not disqualified under sub-section [2] of Section 164 of the Act, confirming his eligibility for such appointment, and [iii] a declaration to the effect that he meets the criteria of independence as provided in sub section [6] of Section 149 of the Act and the LODR.

#### **Brief profile of Mr. G. Padmanabhan:**

Mr. G. Padmanabhan is post graduate in Economics from Kerala University and a Master in Business Administration from Brimingham Business School, holds extensive experience and expertise in banking regulations with special reference to foreign exchange/ securities markets in India, information technology and payment systems with more than 35 years of experience with the RBI in various capacities. He was also the Chairman of the Committee to implement GIRO and implementation of new e-Treasury system in the Reserve Bank of India. He represented RBI in the Committee on Payment and Settlement System, Basel and was also inducted into the Steering Group of the CPSS – IOSSCO for Review of Standards.

On superannuating from the position of Executive Director in RBI, Mr. Padmanabhan joined AZB and Partners, a leading legal firm as a Senior Consultant. He is also appointed as Non-Executive Chairman of Bank of India. He continues to be associated with both the institutions to date. The Board considers that the association of Mr. G. Padmanabhan with vast experience in various areas will help the Company to decide future business strategies for growth of the Company and would benefit the Company.

In the opinion of the Board, Mr. G. Padmanabhan fulfils the conditions specified in the Act and the rules framed thereunder for appointment as an Independent Director and is Independent of the management.

The Board recommends the resolutions set forth in item No. 8 and 9 of the notice for approval of the members with requisite majority.

#### **Item No. 10**

The Company currently has arrangements/contracts for sale and purchase of material/utility, intellectual property rights and use/occupation of office premises and purchase of shares with Haldyn Corporation Limited, a related party of the Company, in which Mr. N. D. Shetty, Executive Chairman, Mr. T. N. Shetty, Managing Director and Mr. Rohan Ajila, Non-Executive, Non-Independent Director of the Company are interested as Director and this above mentioned arrangements/contracts has been approved by the members at their Annual General Meeting held on September 29, 2016.

However, in addition to the above-mentioned arrangements/contracts, the Company proposes to enter the below mentioned transaction with Haldyn Corporation Limited:

The company proposes to give 2000 Sq. mt. of Ankhi Land out of a total holding of 85515 sq. mt. situated at Taluka-Jambusar, Dist. Bharuch, State-Gujarat by the company on lease basis to Haldyn Corporation Limited [HCL] at ₹ 2/- per sq. mt on monthly compensation of ₹ 4000/- plus indirect taxes at prevailing rates and an amount of ₹ 1,00,000/- as interest free security deposit receivable from HCL.

Further, the overall monetary cap for all the transactions with HCL is fixed, not exceeding ₹ 50,00,00,000/- per annum [plus taxes, duties and levies, as applicable] from time to time and shall be in accordance with the resolution set at item no. 10.

Though all the transactions entered with related parties are done on arm's Length basis and in this case the said transaction does not fall under the ordinary course of business, therefore the provisions of Section 188 of the Companies Act, 2013 and other provisions, if any, and Rules made thereunder do attract this Related Party Transaction of the Company.

As per the provisions of Section 177 and 188 of the Companies Act, 2013 and regulation 23 of the SEBI LODR, prior approval of the Company by a resolution is required and therefore, the consent of the shareholders is being sought for passing this ordinary resolution as set out in Item No. 10 of the notice.

Save and expect Mr. N. D. Shetty, Executive Chairman, Mr. T. N. Shetty, Managing Director and Mr. Rohan Ajila, Non-Executive, Non-Independent Director of the Company and their relatives, none of the other Directors / Key Managerial Personnel of the Company, their relatives, are in any way concerned or interested, financially or otherwise in the resolution set out in Item No.10.

The Board commends the Ordinary Resolution set out in Item No.10 of the Notice for the approval by the Shareholders.

The relevant information is as follows :-

Sr. No.	Particular	Information
1.	Name of related party	Haldyn Corporation Limited
2.	Name of interest Directors and KMP	Mr. N. D. Shetty – Executive Chairman Mr. T. N. Shetty – Managing Director Mr. Rohan Ajila – Non-Executive, Non-Independent Director
3.	Monetary Value	Upto ₹ 50,00,00,000/- [Fifty Crores] only per annum [plus taxes, duties and levies, as applicable], as approved by the members of the Company at their Annual General Meeting held on September 29, 2016.
4.	Nature of Relationship	Having significant influence
5.	Nature of Materials Terms and Particulars of Arrangement	of continuous nature. Contractual Arrangement
6.	Any advance paid or received for the arrangement, If any.	Nil





Details required under Regulation 36 of SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015 and Secretarial Standard on General Meetings with respect to Directors seeking appointment / re-appointment are given below:

Name of the Director	Mr. Rohan. Y. Ajila	Mrs. Kishori Jayendra Udeshi	Mr. Sikandar Talwar	Mr. Ajit Shah	Mr. G. Padmanabhan
Director Identification Number	01549005	01344073	01630705	02396765	07130908
Date of Birth	March 11, 1967	October 13, 1943	June 25, 1945	October 11, 1946	May 29, 1955
Age	52 Years	75 Years	73 Years	72 years	64 years
Qualifications	Master's Degree in finance and International Business from the university of Houston, Texas, USA.	M.A.[Economics], CAIIB, DBM.	M.A.	C.A.	Post graduate in Economics from Kerala University and a Master in Business Administration from Brimingham Business School
Experience [including expertise in specific functional area] / Brief Resume	Vast experience in finance.	Vast experience in Banking, Finance and Management.  She Worked with Reserve Bank of India in various positions and retired as Deputy Governor.	Vast experience in taxation, law, finance and management. He retired as Chief Commissioner of Income Tax.	Eminent Chartered Accountant in practice since 1971. Specialises in the fields of Audit and Assurance, domestic and international tax and transfer pricing, valuation and consultancy in the fields of finance and taxation.	Extensive experience and expertise in bank regulation and supervision of foreign exchange/ securities markets in India, information technology and payment systems with more than 35 years of experience with the RBI in various capacities.
Terms and conditions of re-appointment	Mr. Rohan Y. Ajila retires by rotation at the ensuing AGM and being eligible, seeks re-appointment.	As per the resolution at item no. 4 of the notice convening this meeting read with explanatory statement thereto, Mrs. Kishori Jayendra Udeshi is proposed to be re-appointed as an Independent Director	As per the resolution at item no. 5 of the notice convening this meeting read with explanatory statement thereto, Mr. Sikandar Talwar is proposed to be re-appointed as an Independent Director	As per the resolutions at item no. 6 and 7 of the notice convening this meeting read with explanatory statement thereto, Ajit Shah is proposed to be appointed as an Independent Director of the Company	As per the resolutions at item no. 8 and 9 of the notice convening this meeting read with explanatory statement thereto, G. Padmanabhan is proposed to be appointed as an Independent Director of the Company
Date of first Appointment	May 30, 2013	July 30, 2008	October 31, 2008	July 17, 2019	July 17, 2019
Shareholding in the Company as on March 31, 2019	Nil	Nil	Nil	Nil	Nil
Relationship between Directors inter-se and with Manager and other KMPs	He is related to Mr. N. D. Shetty and Mr. Tarun N. Shetty.  He is not related to other KMPs of the Company.	She is not related to any other Director or other KMPs of the Company.	He is not related to any other Director or other KMPs of the Company.	He is not related to any other Director or other KMPs of the Company.	He is not related to any other Director or other KMPs of the Company.

Name of the Director	Mr. Rohan. Y. Ajila	Mrs. Kishori Jayendra Udeshi	Mr. Sikandar Talwar	Mr. Ajit Shah	Mr. G. Padmanabhan
Number of meetings of the Board attended during the financial year 2018-19	All 4 Board Meetings held during the year 2018-19.	All 4 Board Meetings held during the year 2018-19.	All 4 Board Meetings held during the year 2018-19.	N.A.	N.A.
Directorship held in other Public/Private companies	<ol style="list-style-type: none"> <li>1. IMO Communications Private Limited</li> <li>2. Hercules Fitness Private Limited</li> <li>3. Haldyn Corporation Limited</li> <li>4. Daaki Private Ltd.</li> <li>5. Hangyo Icecreams Private Limited</li> <li>6. Goodlife Integrated Fitness solutions Private Limited</li> <li>7. Haldyn Heinz Fine Glass Private Limited</li> <li>8. 3H Decorators Private Limited</li> <li>9. Wonderchef Home Appliance Private Limited</li> <li>10. Shri Krishna Milks Private Limited</li> <li>11. Swizaimo Lifestyle Private Ltd.</li> <li>12. Primacy Industries Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Ion Exchange [India] Limited</li> <li>2. Shriram Transport Finance Co Ltd</li> <li>3. Thomas Cook [India] Limited</li> <li>4. HSBC Asset Management [India] Private Limited</li> <li>5. Elantas Beck India Limited</li> <li>6. Shriram Automall India Limited</li> <li>7. SOTC Travel Ltd.</li> <li>8. Kalyan Jewellers India Limited</li> </ol>	Nil	<ol style="list-style-type: none"> <li>1. Foseco India Limited</li> <li>2. Sunshield Chemicals Limited</li> <li>3. Abrosian Well-being &amp; Engagement Resources Private Limited</li> </ol>	Director - Bank of India [Non-Executive Chairman]



Name of the Director	Mr. Rohan. Y. Ajila	Mrs. Kishori Jayendra Udeshi	Mr. Sikandar Talwar	Mr. Ajit Shah	Mr. G. Padmanabhan
Membership/ Chairmanship of Committees of other Public/Private Companies, if any	Nil	<ol style="list-style-type: none"> <li>1. IonExchange [India] Ltd. ❖ Member- CSR Committee &amp; Share Transfer Committee</li> <li>2. Shriram Transport ❖ Member-Audit Committee CSR Committee Alco Committee</li> <li>3. Thomas Cook [India] Ltd. ❖ Member- Audit Committee Chair- man- Nomination &amp; Remuneration Committee and CSR Committee</li> <li>4. Elantas Beck India Ltd. ❖ Member-CSR Committee</li> <li>5. Shriram Automall India Ltd. ❖ Chairman- Audit Committee</li> <li>6. SOTC Travel Ltd. ❖ Member- Audit Committee Nomination &amp; Remuneration Committee and CSR Committee</li> </ol>	Nil	<ol style="list-style-type: none"> <li>1. Foseco India Limited ❖ Chairman-Audit Committee and Nomination &amp; Remuneration Committee ❖ Member- Stakeholders' Relationship Committee and CSR Committee</li> <li>2. Sunshield Chemicals Limited ❖ Chairman-Audit Committee and Nomination &amp; Remuneration Committee</li> </ol>	<ol style="list-style-type: none"> <li>1. Bank of India ❖ Chairman-Monitoring of High Value NPA and Loss Assets ❖ Chairman-Business Review Committee ❖ Chairman-Steering Committee of the Board on HR ❖ Chairman-Monitoring of Large Value ❖ Chairman-Frauds by the Board of Directors ❖ Chairman-Board Level Digital Payment Promotion Committee ❖ Chairman-Committee of Directors for Risk Management ❖ Chairman-IT Strategy Committee ❖ Chairman-Directors Promotion Committee ❖ Chairman-Nomination Committee of Directors ❖ Member-Audit Committee of the Board</li> </ol>



# HALDYN GLASS LIMITED

CIN : L51909GJ1991PLC015522

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

**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 Eighth Annual General Meeting of the Company at the Registered Office of the Company at Village Gavasad, Taluka Padra, District Vadodara, Pin - 391 430, Gujarat on Friday, September 06, 2019 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 \_\_\_\_\_



# HALDYN GLASS LIMITED

CIN : L51909GJ1991PLC015522

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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 Eighth Annual General Meeting of the Company, to be held on Friday, September 06, 2019 at 11.30 a.m. at Village Gavasad, Taluka Padra, District Vadodara, Pin - 391 430, Gujarat and at any adjournment thereof in respect of such Resolutions as are indicated below:

	<b>Resolutions</b>
1	a] Adoption of Audited financial statements for the year ended March 31, 2019 together with the Report of the Board of Directors and the Auditors thereon. b] The Audited consolidated Financial Statements for the financial year ended March 31, 2019, together with the report of Auditors thereon.
2	Declaration of Dividend.
3	Appointment of Mr. Rohan Y. Ajila [DIN 01549005], Director of the Company, who retires by rotation and eligible for re-appointment.
4	Re-appointment of Mrs. Kishori Jayendra Udeshi [DIN 01344073] as an Independent Director of the Company.
5	Re-appointment of Mr. Sikandar Talwar [DIN 01630705] as an Independent Director of the Company.
6	Appointment of Mr. Ajit Shah [DIN 02396765] as a Director of the Company.
7	Appointment of Mr. Ajit Shah [DIN 02396765] as an Independent Director of the Company.
8	Appointment of Mr. G. Padmanabhan [DIN 07130908] as a Director of the Company.
9	Appointment of Mr. G. Padmanabhan [DIN 07130908] as an Independent Director of the Company.
10	Approval for the Related Party Transaction with Haldyn Corporation Limited.

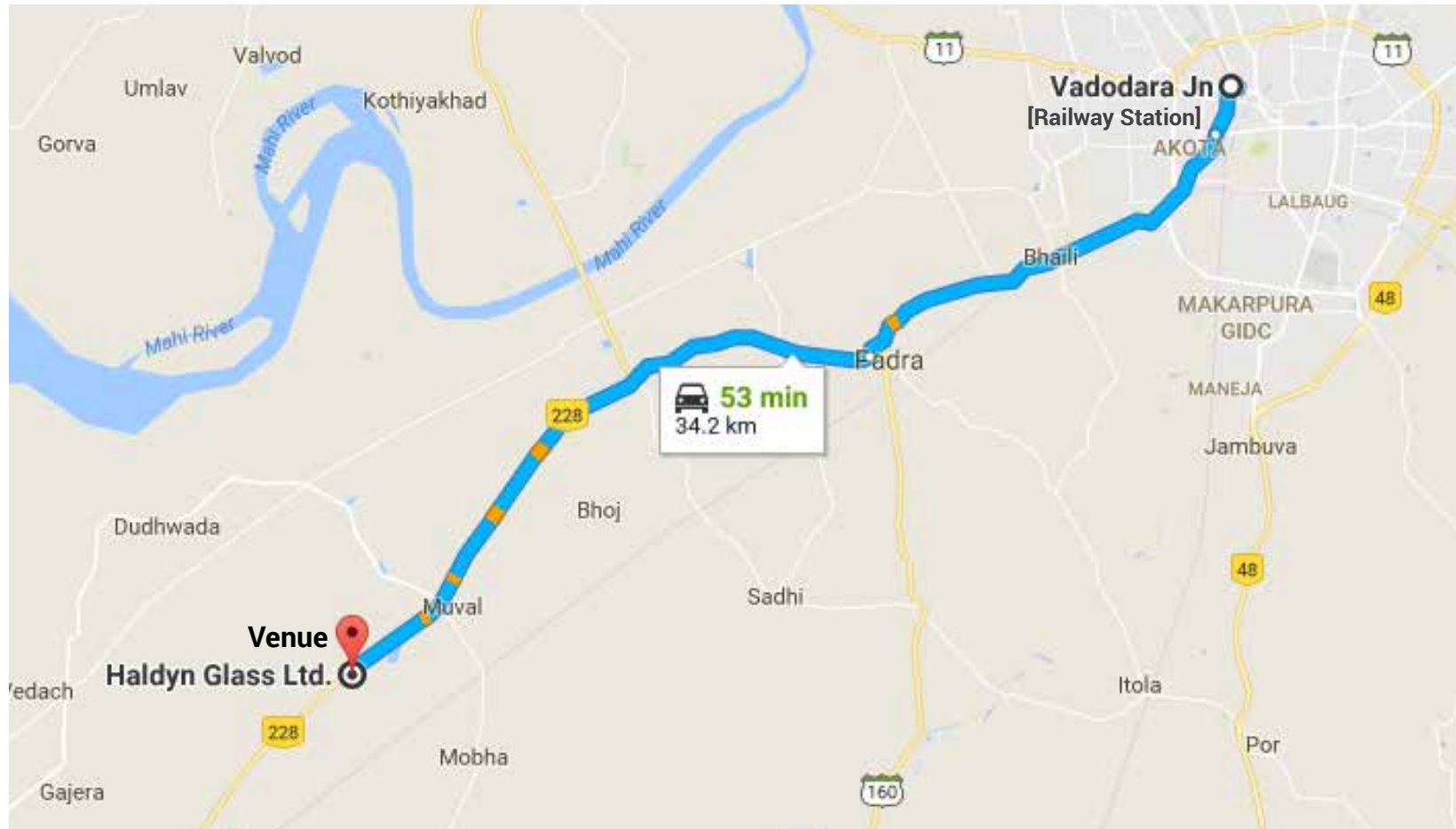
Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019



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.

## Route / Venue Map



Direction : 35 Kms. from the city on the Baroda- Jambusar State Highway on the left, Near Dabka ONGC GGS.



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



## Haldyn<sup>®</sup> Glass Limited

CIN : L51909GJ1991PLC015522



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

**Tel:** 91-02662-242339 • **Fax:** 91-02662-245081 • **E-mail:** [baroda@haldyn.com](mailto:baroda@haldyn.com)

**Corporate Office :** B-1201, Lotus Corporate Park, Off Western Express Highway,  
Goregaon [East], Mumbai - 400 063

**Tel:** + 91 22 4287 8900 • **Fax:** + 91 22 4287 8910 • **E-mail:** [cosec@haldyn.com](mailto:cosec@haldyn.com)

*made*  
GLASS WITH CARE

ANNUAL REPORT  
2018-2019

 **Haldyn<sup>®</sup> Glass Limited**  
CIN: L51909GJ1991PLC015522



**Clearly, we grow together.**



## Performance at a Glance

For Standalone Results

### NET WORTH

[₹ in Lakhs]



### TOTAL INCOME

[₹ in Lakhs]



### PROFIT AFTER TAX

[₹ in Lakhs]



# BOARD OF DIRECTORS

Haldyn Glass Limited

CIN: L51909GJ1991PLCO15522



**Mr. N. D. Shetty** Executive Chairman

DIN: 00025868

**Mr. T. N. Shetty** Managing Director

DIN: 00587108

**Mr. F. S. Broacha** [Upto July 17, 2019]

DIN: 00198990

**Mrs. K. J. Udeshi**

DIN: 01344073

**Mr. Rolf E. von Bueren**

DIN: 01484448

**Mr. L. Rajagopalan**

DIN: 00063935

**Mr. Sikandar Talwar**

DIN: 01630705

**Mr. R. Y. Ajila**

DIN: 01549005

**Mr. Ajit Shah** [w.e.f. July 17, 2019]

DIN: 02396765

**Mr. G. Padmanabhan** [w.e.f. July 17, 2019]

DIN: 07130908

## Chief Financial Officer

Mr. Ganesh Chaturvedi

## Company Secretary

Mr. A. A. Lambay

FCS No: 8569

## COMMITTEES AS ON MARCH 31, 2019

### Audit Committee

Mr. L. Rajagopalan Chairman

Mr. F. S. Broacha

Mrs. K. J. Udeshi

### Nomination and Remuneration Committee

Mr. F. S. Broacha Chairman

Mr. L. Rajagopalan

Mrs. K. J. Udeshi

### Stakeholders Relationship Committee

Mr. F. S. Broacha Chairman

Mr. L. Rajagopalan

Mr. Sikandar Talwar

### Share Transfer Committee

Mr. N. D. Shetty Chairman

Mr. F. S. Broacha

Mr. L. Rajagopalan

### Corporate Social Responsibility Committee

Mr. T. N. Shetty Chairman

Mr. F. S. Broacha

Mr. L. Rajagopalan

Mrs. K. J. Udeshi

### Risk Management Committee

Mr. T. N. Shetty Chairman

Mr. F. S. Broacha

Mrs. K. J. Udeshi

## Auditors

M/s Mukund M. Chitale & Co.

Chartered Accountants

FRN: 106655W

## Registered Office & Works

Village Gavasad, Taluka Padra,

District Vadodara - 391430, Gujarat

Telephone : +91 2662 242339/42 | Fax : +91 2662 245081

email : baroda@haldynglass.com

Website : www.haldynglass.com

## Corporate Office

B-1201, Lotus Corporate Park, Off Western Express Highway,

Goregaon [East], Mumbai - 400 063

Telephone : + 91 22 4287 8900 | Fax : + 91 22 4287 8910

Email : cosec@haldyn.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.

Telephone : +91 22 28207203/4/5 | Fax : +91 22 28207207

email : info@unisecon.in, Website : www.unisecon.in

## TWENTY-EIGHTH ANNUAL GENERAL MEETING

Day : Friday

Date : September 6, 2019

Time : 11.30 a.m.

Venue : Registered Office

Village Gavasad, Taluka Padra,

District : Vadodara – 391 430, Gujarat

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## Directors' Report

Dear Shareholders,

Your Directors have pleasure in presenting the Twenty-Eighth Annual Report on the business and operations together with the Audited Financial Statements of the Company for the year ended on March 31, 2019.

### 1] FINANCIAL RESULTS

[₹ in Lakhs]

Particulars	Standalone		Consolidated	
	For the year ended March 31, 2019	For the year ended March 31, 2018	For the year ended March 31, 2019	For the year ended March 31, 2018
Total Income	2,2600.12	17,466.55	2,2600.12	17,466.55
Earnings before interest, depreciation and tax	2,683.71	1,835.24	2,683.71	1,835.24
Interest and Finance Charges	21.53	20.16	21.53	20.16
Depreciation	1,098.22	1,097.52	1,098.22	1,097.52
Profit before Tax	1,563.96	717.56	1,563.96	717.56
Provision for Current Tax	650.52	224.79	650.52	224.79
Provision for Deferred Tax	[299.68]	[154.45]	[299.68]	[154.45]
Profit after tax	1,213.12	647.22	1,213.12	647.22
Share of Profit / [loss] of Joint venture	—	—	[658.41]	[696.59]
Other comprehensive income	29.19	23.02	31.58	23.02
Total comprehensive income for the period net of Tax	1,242.31	670.24	586.29	[26.35]
Surplus brought forward from previous year	13,205.58	13,091.14	12,450.74	13,032.89
<b>Profit available for appropriation</b>	<b>Total</b>	<b>14,447.89</b>	<b>13,761.38</b>	<b>13,037.03</b>
		<b>13,761.38</b>	<b>13,037.03</b>	<b>13,006.54</b>

### 2] PERFORMANCE

Your Company has recorded turnover of ₹ 22,295.26 lakhs as against ₹ 16,949.86 lakhs last year recording 31% growth. Earnings before Interest, depreciation and tax for the year too are higher by 46% at ₹ 2,683.71 lakhs as compared to ₹ 1,835.24 lakhs achieved in 2017-18. The Profit after tax for the year is ₹ 1,213.12 lakhs vis-à-vis ₹ 647.22 lakhs in the previous year.

EPS for 2018-19 is ₹ 2.26 as against ₹ 1.20 in the previous year.

### 3] DIVIDEND

The Board has recommended a dividend of 60% i.e. ₹ 0.60 per share of face value of ₹ 1 each, for the approval of the shareholders at the ensuing Annual General Meeting ["AGM"]. The total pay-out on account of dividend, if approved, by the shareholders will be ₹ 388.80 lakhs inclusive of Dividend Distribution Tax thereon of ₹ 66.29 lakhs and shall be payable during financial year 2019-20.

### 4] TRANSFER TO RESERVE

For the year under review, an amount of ₹ 500 Lakhs is proposed to be transferred to General Reserve.

## 5] SHARE CAPITAL / ESOP

The paid-up Equity Share Capital as at March 31, 2019 was ₹ 537.52 Lakhs.

The Company has not issued and allotted any securities during the year ended March 31, 2019.

## 6] FINANCE

Cash and cash equivalent as at March 31, 2019 was ₹ 1,237.42 lakhs against ₹ 497.88 lakhs last year. The Company continues to focus on judicious management of its working capital, receivables, inventories and other working capital parameters were kept under strict vigil through continuous monitoring.

## 7] PUBLIC DEPOSITS

During the year under review, the Company has not invited / accepted any deposit within the meaning of the provisions of Chapter V – Acceptance of Deposits by Companies read with the Companies [Acceptance of Deposits] Rules, 2014, as amended from time to time.

## 8] PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Loans, guarantees and investments covered under section 186 of the Companies Act, 2013 [“the Act”] form part of the Notes to the financial statement provided in this Annual Report.

## 9] MANAGEMENT DISCUSSION AND ANALYSIS

Pursuant to the Regulation 34 [3] read with Part B of Schedule V of the Securities and Exchange Board of India [Listing Obligations and Disclosure Requirements] Regulations, 2015 [“LODR”], your Directors wish to report as follows:

A. This section includes discussion on the following matters within the limits set by the Company's competitive position

### i] INDUSTRY STRUCTURE:

The Company is engaged in the business of manufacturing glass containers. Its products are mainly being supplied to liquor, food and beverages and to personal care industries. While the liquor industry forms the largest customer segment, the Company is in the process of diversifying to other industry segments. The Company's efforts to increase export of its products are showing positive results.

### ii] OPPORTUNITIES AND THREATS:

Due to the second term of the stable Government at the Centre, global business community is bullish on India as an investment destination. Internationally, India is being looked at to drive global growth in future. The Asian Development Bank [ADB] remains optimistic of India's potential GDP growth at 7.2% for 2019-20. It is said that India will continue to be one of the fastest growing major economies. Renewed policy measures expected during the regime of the new stable Government shall improve the investment climate and boost private consumption, which will help India to lift economic growth in the forth coming fiscal years.

The growth forecast for India has some down-side risks such as moderation in global demand, uncertainty arising out of global trade tensions [specifically USA – China trade war], weak economic outlook in industrialised countries and volatile crude prices.

### iii] SEGMENT WISE OR PRODUCT WISE PERFORMANCE :

Your Company's business activity falls within a single primary business segment viz. Glass bottles / containers. As such there are no separate reporting segments.

### iv] OUTLOOK :

Glass container companies had witnessed an upward trend of its products due to revival in consumer demand during 2018-19. This trend is expected to continue through 2019-20 as well. As India continues to be one of the fastest growing major economies, foreign investors are keen to invest more in their Indian business. Improvement



GST implementation will bring more companies under the compliant umbrella which will boost tax revenues and business transparency. Post successful elections resulting in a stable Government, capital spend on infrastructure by the Government will bring down fiscal deficit thus strengthening the potentials of improved GDP ratio by the end of the financial year 2019-20.

National Green Tribunal's efforts to curb use of plastic packaging will increase the opportunities for the Company's products. The ban on the use of plastic by various State Governments is gaining momentum, pushing users to shift to alternative [non-plastic] packaging. The concept of non-plastic packaging is also picking up in major hotel chains and food and beverage brands including in mineral water. Due to public awareness on effect of use of plastics on the ecology, environment and the weather, glass is gaining momentum, as the preferred packaging option for environmental well-being. The management expects that the use of glass containers and bottles is likely to surge in times to come.

Your company is cautiously optimistic for the future.

**v] RISKS AND CONCERNS**

In addition to the business sector's competitive environment and available surplus capacity, the industry is also facing some uncertainties due to ongoing trade war between China and the US – the world's largest economies. This could impede global economic recovery. However, as a positive fall out of it, certain Indian products may become more competitive. It would also open new opportunities by boosting confidence of US as well as Chinese firms in Indian business space.

However, ongoing volatility in the Gulf Region and North Korea and resultant international political and economic environment may have an impact on the Indian economy and the corporate sector. The Company also faces the risk of forex volatility and fuel price fluctuations due to increasing crude rates in the international market to that extent. Other than this, the Company has limited exposure to foreign exchange risks [except to the extent of exports] as it **mainly operates in the domestic market.**

Though gas is not covered under GST and continues to be subject to VAT, the Government of Gujarat has reduced the VAT on gas to 6% as against 15% earlier. The Government is reported to be actively considering covering gas as well under GST so as to provide benefit of GST set off.

**vi] 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. Internal controls at the Plant, Corporate Office and key areas of business are regularly tested and certified by Internal Auditors as well as Statutory Auditors. Important internal audit observations and follow up actions thereon are reported to the Audit Committee which also 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.

**vii] DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

The financial performance during the year has improved in terms of total income as well as profit as against the previous year. The Company also crossed the milestone of 1 lakh tonnes bottles packed and dispatched during the year under review. The Company, barring normal working capital utilisation and a small vehicle loan, continues to remain a debt free company.

**viii] MATERIAL DEVELOPMENTS IN HUMAN RESOURCE / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF EMPLOYEES EMPLOYED**

Your Directors would like to place on record their appreciation of the commitment and efficient services rendered by all employees of the Company. The industrial relations continued to remain cordial during the year. Employees being a key factor the Company encourages employees for continuous learning by conducting periodical training programmes throughout the year.

## **B. DISCLOSURE OF ACCOUNTING TREATMENT:**

The Company prepares its financial statements in compliance with the prescribed Accounting Standards and hence no further disclosure is required to be made in terms of Part B of Schedule V read with Regulation 34 [3] of LODR.

## **10] DIRECTORS AND KEY MANAGERIAL PERSONNEL**

### **a] Directors**

In accordance with the provisions of Section 152 of the Act and the Company's Articles of Association, Mr. Rohan Y. Ajila [DIN: 01549005], a non-executive non-Independent Director, retires by rotation and being eligible, has offered himself for reappointment. Approval of the shareholders is being sought at the forthcoming AGM.

### **b] Key Managerial Personnel**

The following employees were designated as whole-time key managerial personnel by the Board of Directors during the year under review:

- i] Mr. N. D. Shetty, Executive Chairman
- ii] Mr. T. N. Shetty, Managing Director
- iii] Mr. Ganesh Chaturvedi, Sr. Vice President, Finance and Chief Financial Officer
- iv] Mr. A. A. Lambay, Company Secretary & Compliance officer

### **c] Reappointment of Independent Directors**

Mr. L. Rajagopalan, an Independent Director of the Company, who would be completing his first term of five years on September 08, 2019, has, vide his letter dated July 11, 2019, addressed to the Board, expressed his unwillingness to offer his candidature for re-appointment as an Independent Director of the Company for another term. The Directors wish to place on record their sincere appreciation of the valuable services rendered and guidance given by him during his tenure as a Director of the Company.

Mr. F. S. Broacha, an Independent Director of the Company, has, vide his letter dated July 17, 2019 addressed to the Board, expressing his unwillingness to continue and resigned from the office of Independent Director of the Company w.e.f. July 17, 2019, due to his failing health. The Directors wish to place on record their sincere appreciation of the valuable services rendered and guidance given by him during his tenure as a Director of the Company.

The first term of office for five years each of Mrs. K. J. Udeshi and Mr. Sikandar Talwar as Independent Directors of the Company will expire on September 08, 2019. On the recommendation of the Nomination and Remuneration Committee ['NRC'], the Board of Directors of the Company, at its meeting held on July 17, 2019, was of the view that the continued association of Mrs. K. J. Udeshi and Mr. Sikandar Talwar as Independent Directors would be of immense benefit to the Company and accordingly, in compliance with the provisions of section 149 read with Schedule IV of the Act and Regulations 25 of the LODR, the Board recommends the re-appointment of Mrs. K.J. Udeshi and Mr. Sikandar Talwar as Independent Directors for a second term of five consecutive years on the expiry of their current term of office, for the approval of the shareholders.

### **d] Appointment of two new Additional / Independent Directors**

On the recommendation of the NRC, the Board of Directors of the Company, at its meeting held on July 17, 2019, appointed Mr. Ajit Shah [DIN 02396765] and Mr. G. Padmanabhan [DIN 07130908] as Additional Independent Directors of the Company with effect from July 17, 2019 for a period of 5 years each and approval of the shareholders is being sought in forthcoming AGM.

## **11] DECLARATION BY INDEPENDENT DIRECTORS**

As required under Section 149[7] of the Act, all Independent Directors have submitted their declarations of independence, confirming that they meet the criteria of independence as laid down under Section 149[6] of the Act as well as LODR.

## **12] MEETINGS**

During the year under review, four [4] Board Meetings and four [4] Audit Committee Meetings were convened and held, the details of which are given in the Corporate Governance Report. The intervening gap between the two meetings has been within the period prescribed under the Act and the LODR.

## **13] PERFORMANCE EVALUATION**

Pursuant to the provisions of the Act and the LODR, a structured questionnaire was prepared after taking into consideration the various aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of the Directors was completed during the year under review. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors and Non-Executive Director.

The Board of Directors expressed their satisfaction with the evaluation process.

## **14] CORPORATE GOVERNANCE**

As required under Regulation 34[3] read with Schedule V[C] of the LODR, a report on Corporate Governance, along with the Certificate as required under Schedule V[E] of the LODR from the Statutory Auditors of the Company, regarding compliance with the conditions of Corporate Governance forms part of this Report.

## **15] AUDIT COMMITTEE**

The Audit Committee is constituted as per the regulatory requirements mandated by the Act and the LODR. The details of the Committee and its terms of reference are set out in the Corporate Governance Report forming part of this Report.

## **16] NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee is constituted as per the regulatory requirements mandated by the Act and the LODR. The details of the Committee and its terms of reference are set out in the Corporate Governance Report forming part of this Report.

## **17] CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134[3][m] of the Act read with Rule 8 of the Companies [Accounts] Rules, 2014, is furnished in **"Annexure-I"** forming part of this Report.

## **18] CORPORATE SOCIAL RESPONSIBILITY [CSR] – INITIATIVES**

In terms of the provisions of Section 135 of the Act read with Companies [Corporate Social Responsibility Policy [Rules] 2014, the Board of Directors of your Company has constituted a Corporate Social Responsibility ["CSR"] Committee which is chaired by Mr. T. N. Shetty, Managing Director [DIN:00587108]. The other members of the Committee are Mr. F. S. Broacha [DIN: 00198990], Mr. L. Rajagopalan [DIN: 00063935] and Mrs. K. J. Udeshi [DIN: 01344073], Independent Directors. Mr. Ganesh Chaturvedi, CFO is a permanent invitee to the Committee. Your Company also has in place a CSR policy and the same is available on your Company's website viz. <http://www.haldynglass.com/direct/csr-policy.pdf>. The Committee recommends to the Board activities proposed to be undertaken during the year.

The Company acknowledges and recognizes the concept of Corporate Social Responsibility ["CSR"], which leads to triple [bottom line] benefits by way of [i] profits, [ii] protection of environment and [iii] fight for social justice [iv] Rural Development and women health care projects. The Company is, however, facing difficulties in identifying well-organized non-governmental organizations in remote and rural areas which can assess and identify the real needs of the community and work along with companies to ensure successful implementation of CSR activities.

During the financial year 2018-19, the Company has contributed a sum of ₹ 1,50,500 - to promote the education and helping / inspiring children in their school going efforts in the villages in the nearby Padra Taluka, where our factory is situated. The

Company has contributed a sum of ₹ 1,03,500 - for water harvesting nearby the Factory premises. The Company has contributed a sum of ₹ 4,25,000 - as part of Rural Development of the area with respect of installing 30 hand pump sets which will extract pure water from 250 feet deep nearby Corporate Office in Mumbai. The Company has also contributed a sum of ₹ 3,00,000 - towards Women's Health Care Project, launched by a registered NGO in the "Koraga Tribal Community" and the said NGO is expected to quickly extend this programme to Vadodara District of Gujarat. The balance amount of ₹ 15,00,000 was contributed to Prime Minister's National Relief Fund during the financial year 2018-19.

The Report on CSR activities as required under the Companies [Corporate Social Responsibility Policy] Rules, 2014 is annexed as "Annexure-II" forming part of this Report.

## 19] EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT-9, as required under Section 92 of the Act is available on the Company's website viz <http://www.haldynglass.com/direct/AnnualReturnMGT-9.pdf>

## 20] MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

There have been no reportable material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of this report.

## 21] DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/ COURTS/ TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND THE COMPANY'S OPERATIONS IN FUTURE

During the year under review, no material orders were passed by the Regulators / Courts / Tribunals, impacting the Company's going concern status and future operations. However, during inspection, the Office of the Regional Director, North-Western Region, Ahmadabad, Ministry of Corporate Affairs, has observed violation of certain provisions of the Act and the Company has filed compounding applications with Regional Director, a majority of which have been accepted.

## 22] DETAILS OF SUBSIDIARY / JOINT VENTURES / ASSOCIATE COMPANIES

The Company has no subsidiary as at the end of the financial year ended March 31, 2019.

The Company has entered into a Joint Venture Agreement ["the JV Agreement"] with HEINZ GLAS International GmbH & Co. kGaA ["Heinz"], for manufacture and marketing of clear glass containers for the cosmetics and perfumery industries in India and abroad. Details of the same are as follows:

Sr. No.	Name and Address of the Company	CIN / GLN	Holding/ Subsidiary/ Associate	% of equity shares held	Applicable Section
1	Haldyn Heinz Fine Glass Private Limited B-1202, Lotus Corporate Park, Off Western Express Highway, Goregaon [East], Mumbai - 400 063	U26960MH2015PTC261972	Associate	50%	2 [6] of the Companies Act, 2013

Pursuant to the provisions of section 129[3] of the Act, a statement containing salient features of the financial statement of the Company's associates in Form AOC-1 is attached to the financial statements of the Company as "Annexure-III" to this Report.

Further, pursuant to the provisions of section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited accounts in respect of the associate company, are available on the website of the Company.

**Joint Venture :**

The company entered in to joint venture with HEINZ-GLAS, Germany, to manufacture cosmetic glass, through a separate company - "Haldyn-Heinz Fine Glass Pvt .Ltd." wherein both J. V. partners have invested equally and have a 50:50 equity participation.

The Board of Directors is pleased to inform that the joint venture company has stabilized production and achieved International standards export quality for its products. With an object to serve international customers better and to achieve higher revenue and contributions facilities are being further strengthened during the current year by balancing the equipment to augment the capacities.

**23] CONSOLIDATED FINANCIAL STATEMENT**

The Consolidated Financial Statements of the Company are prepared in accordance with the relevant Indian Accounting Standards issued by the Institute of Chartered Accountants of India and forms an integral part of this Report.

**24] REMUNERATION OF THE DIRECTORS/KEY MANAGERIAL PERSONNEL [KMP] / EMPLOYEES:**

Your Company has framed a Remuneration Policy which lays down a framework in relation to the Directors, Key Managerial Personnel and Senior Management of the Company. The Policy also lays down the criteria for selection and appointment of Independent Directors. The details of the policy is available on the Company's website at [www.haldynglass.com/direct/nomination-remuneration.pdf](http://www.haldynglass.com/direct/nomination-remuneration.pdf)

- i] The information required under Section 197 read with Rule 5 [1] of the Companies [Appointment and Remuneration of Managerial Personnel] Rules 2014 is given below:

Name/Designation	Date of Joining	Age Years	Experience [in Years]	Remuneration Per Annum [₹ in lakhs]	Ratio of Remuneration of each Director/ KMP to median Remuneration of employees	Percentage increase in Remuneration	Particulars of previous Employment
<b>Mr. N. D. Shetty</b> Executive Chairman [DIN: 00025868]	Apr. 25, 1991	79	55	132.93	53.44	4.56	N.A.
<b>Mr. T. N. Shetty</b> Managing Director [DIN: 00587108]	Aug. 01, 2009	45	22	132.04	53.08	5.99	N.A.
<b>Mr. Ganesh P. Chaturvedi</b> Sr. VP, Finance & Chief Financial Officer	Nov. 13, 2013	61	31	44.01	17.69	8.42	Asst. Vice President – Finance, SAH Petroleums Limited
<b>Mr. A. A. Lambay</b> Company Secretary & Compliance Officer	Feb. 02, 2008	71	15	9.84	3.95	0.53	Company Secretary, S.K.S. Logistics Limited

**Notes**

- a] Remuneration of the Executive Chairman and the Managing Director 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.
- b] There are 356 permanent employees on the rolls of Company.
- c] Appointment of the Executive Chairman and the Managing Director is on contractual basis. Other terms and conditions are as per the agreements between the incumbents and the Company.
- d] Mr. N. D. Shetty and Mr. T. N. Shetty are related to each other.

- II) The information required under Section 197 read with Rule 5 [2] of the Companies [Appointment and Remuneration of Managerial Personnel] Rules 2014 is given below:

Name/Designation	Remuneration Received during the Year [₹ in lakhs]	Nature of Employment whether Contractual or otherwise E= Employee C= Contract	Qualifications and experience of the employee	Date of commencement of employment	Age of such employee	Last employment held by such employee before joining the company	Percentage of equity shares held by the employee in the company	Whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager
<b>Mr. N. D. Shetty</b> Executive Chairman [DIN: 00025868]	₹ 132.93	C	Intermediate 55 Years	Apr 25, 1991	79	N.A.	763960 [1.42%]	Yes Related to Mr. T N Shetty, Managing Director and to Mr. R. Y. Ajila, Non-Executive Director
<b>Mr. T. N. Shetty</b> Managing Director [DIN: 00587108]	₹ 132.04	C	B.com, MBA 22 Years	Aug. 01, 2009	45	N.A.	278600 [0.52%]	Yes Related to Mr. N. D. Shetty, Executive Chairman and to Mr. R. Y. Ajila, Non-Executive Director
<b>M. B. B. Gupta</b> Vice President - Operations	₹ 57.00	E	B.E. Dip. EDP 26 Years	March 21, 2018	48	Sunrise Glass Industries Pvt. Ltd.	100 [Negligible %]	No
<b>Mr. Ganesh P. Chaturvedi,</b> Sr. V.P.-Finance & Chief Financial Officer	₹ 44.01	E	M.Com, FCA, 31 years	Nov. 13, 2013	61	SAH Petroleum Limited	2500 [Negligible %]	No
<b>Mr. Narendra A. Shetty</b> VP - Supply Chain Commercial	₹ 47.49	E	B.E, MBA 28 years	Aug. 04, 2014	50	Asahi Glass [I] Ltd.	–	No
<b>Mr. Stephen Noronha</b> GM – International Marketing	₹ 17.09	E	B.Com 30 Years	Oct. 01, 2015	52	HNG Glass India Ltd.	1000 [Negligible %]	No
<b>Mr. Narayan Chodhari</b> Sr. Manager Sales and Marketing	₹ 15.00	E	B.com, MBA 8 years Sr. Manager, Sales/Marketing	Nov. 08, 2017	34	Sunrise Glass Industries Pvt. Ltd.	–	No
<b>Mr. Sanjeev Arora</b> Dy. General Manager - Production	₹ 14.72	E	DME 26 Years	Sept. 12, 2016	46	HNG Glass India Ltd.	100 [Negligible %]	No
<b>Mr. H. Srinivasan</b> General Manager - Mould Shop	₹ 14.15	E	DME 35 Years	March 10, 2016	53	HNG Glass India Ltd.	100 [Negligible %]	No
<b>Mr. D. Uma Maheshwara Rao</b> DGM – Production	₹ 13.46	E	DME 27 Years	Apr. 09, 2015	53	Sunrise Glass Industries Pvt. Ltd.	100 [Negligible %]	No
<b>Mr. Roshankumar Amin</b> Manager - Quality Control	₹ 10.73	E	B.Sc. 20 Years	May 16, 2017	42	HNG Glass India Ltd.	100 [Negligible %]	No



**25] VIGIL MECHANISM**

In pursuance of the provisions of section 177[9] & [10] of the Act, a Vigil Mechanism for Directors and employees to report genuine concerns has been established. The Vigil Mechanism policy is available on the website of the Company at <http://www.haldynglass.com/direct/vigil-mech.pdf>

**26] RISK MANAGEMENT POLICY**

The Company has in place a Risk Management Policy. The main objective of this policy is to ensure sustainable business growth with stability and to promote proactive approach to identifying, evaluating and resolving risks associated with its business. In order to achieve the key objective, the policy establishes structured and disciplined approach to risk management in order to guide decisions on risk related issues.

Under the current challenging, competitive and disruptive environment, the strategy for mitigating inherent risks in accomplishing the growth plan of the Company is imperative. The common risks inter-alia are regulatory risk, competition, financial risk, technology obsolescence, human resources risk, political risks, investments, retention of talents, expansion of facilities and product price risk.

**27] DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 134 [5] of the Act the Directors confirm that:

- i] In the preparation of the annual accounts, the applicable Accounting Standards have been followed along with proper explanations relating to material departures, if any;
- ii] Appropriate Accounting Policies have been selected and applied consistently. Judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2019 and of the profit for the year ended March 31, 2019, have been made.
- iii] Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and preventing and detecting fraud and other irregularities.
- iv] The Annual Accounts have been prepared on a going concern basis.
- v] The policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, prevention and detection of frauds / errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information and internal Financial Controls, are adequate and were operating effectively;
- vi] Proper systems are in place to ensure compliance of all laws applicable to the Company and that such systems are adequate and operating effectively.

**28] RELATED PARTY TRANSACTIONS**

All related party transactions entered into during the financial year were at an arm's length basis and in the ordinary course of business and in compliance with the applicable provisions of the Act, Rules made thereunder and the LODR.

All Related Party Transactions are placed before the Audit Committee and also the Board for approval. Prior omnibus approval of the Audit Committee is obtained for transactions which are foreseen and repetitive in nature. The transactions entered into pursuant to omnibus approval so granted, are subsequently audited and a statement giving details of all related party transactions is placed before the Audit Committee and the Board of Directors for their approval on a quarterly basis.

Particulars of contracts / arrangements with related parties entered into under section 188[1] are available in AOC 2 as **"Annexure-IV"** to this report.

The details of transactions with Related Parties are given in the notes to the Financial Statements in accordance with the Accounting Standards.

The Company has not given any loan to its Associate Company and hence disclosure under Part A of Schedule V read with regulation 34 [3] of LODR is not required.

The policy on Related Party Transactions as approved by the Board is uploaded on the website of the Company at <http://www.haldynglass.com/direct/related-party.pdf.com>

**29] AUDITORS****a] Statutory Auditors**

The requirement to place the matter relating to the appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide MCA notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, there is no statutory requirement for ratification of appointment of Auditors, who were already appointed in the Annual General Meeting, held on September 29, 2015.

However, at the 27<sup>th</sup> Annual General Meeting [AGM] held on September 27, 2018, the members had ratified and confirmed the appointment of M/s. Mukund M. Chitale & Co., Chartered Accountants, [Firm Registration No. 106655W], to hold office from the conclusion of the 27<sup>th</sup> AGM until the conclusion of the 29<sup>th</sup> AGM of the Company to be held in the year 2020, on such remuneration plus applicable service tax [presently Goods and Service Tax], and reimbursement of travelling and out of pocket expenses incurred for the purpose of audit as may be mutually agreed between the Board of Directors and the Auditors.

**b] Secretarial Auditor**

Pursuant to the provisions of Section 204 of the Act and the Companies [Appointment and Remuneration of Managerial Personnel] Rules 2014, the Company had appointed M/s. SPANJ & ASSOCITES, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is attached as **"Annexure-V"** to this report.

The Secretarial Audit Report does not contain any qualifications, reservation or adverse remark.

**30] AUDITORS' REPORT**

The specific notes forming part of the accounts referred to in the Auditors Report are self-explanatory and give complete information without any qualifications or adverse remarks.

**31] DISCLOSURE AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE [PREVENTION, PROHIBITION AND REDRESSAL] ACT, 2013**

The Company has zero tolerance for sexual harassment at workplace and has adopted a 'Respect for Gender' Policy on prevention, prohibition and redressal of sexual harassment in line with the provisions of the Sexual Harassment of Women at Workplace [Prevention, Prohibition and Redressal] Act, 2013 and the Rules framed thereunder.

The Company has not received any written complaint on sexual harassment during the financial year.

**32] REPORTING OF FRAUDS:**

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and /or the Board under Section 143[12] of the Act and Rules framed thereunder.

**33] ACKNOWLEDGEMENTS**

Your Directors thank all the State and Central Governments, banks, vendors, customers and shareholders for their confidence and 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

**N. D. Shetty**

Executive Chairman

[DIN: 00025868]

Place : Mumbai

Dated : July 17, 2019



## Annexure-I to the Directors' Report

Section 134 [3][m] of the Act read with Rules 8[3] of the Companies [Accounts] Rules, 2014 and forming part of the Directors' Report for the year ended March 31, 2019.

### 1. CONSERVATION OF ENERGY

The Company has taken the following steps for conservation of energy:

- 1] Low pressure and high pressure compressed air separate generation through different compressor to save power.
- 2] Energy efficient water pump installed to save power.
- 3] New shear spray system is installed to save power/water and increase the life of blade.
- 4] Portable online oxygen analyzer on both the furnace to save gas.
- 5] Nature switch installed to on / off street and plant light on auto and hence save power.
- 6] Power purchase through open access for to get power at cheaper rate compare to MGVL.

### 2. TECHNOLOGY ABSORPTION

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

- 1] Water pumping operation modified.
- 2] Modification in shrink wraps machines done to have good and tight packing.
- 3] Modification in neck rings done for good quality and consistent neck finish.
- 4] Upgraded sand blasting machine installed for good quality bottles.
- 5] Vidromecanica hot end and cold end coating machine installed for more effective quality to reduce transit breakages.

### 3. 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:

Focused efforts to increase exports are being planned

- B. Foreign Exchange Earning and Outgo

During the year the Company incurred expenses of ₹ 120.23 lakhs and earned ₹ 2513.76 lakhs in foreign exchange.

For and on behalf of the Board

**N. D. Shetty**

Executive Chairman

[DIN: 00025868]

Place : Mumbai

Date : July 17, 2019

## Annexure-II to the Directors' Report

### ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY [CSR] ACTIVITIES FOR THE FINANCIAL YEAR 2018-19

1	A brief outline of the Company' CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to CSR Policy and projects or programs.	The CSR Committee decided to spend in several projects relating to Education, Rural Development, Social Empowerment & Welfare, Infrastructure Development, Sustainable Livelihood, Health Care and Education during the year and initiated various activities in neighboring villages, and around plant location. Weblink: <a href="http://www.haldynglass.com">www.haldynglass.com</a>
2	The Composition of the CSR Committee	Mr. T. N. Shetty – Managing Director Mr. F. S. Broacha – Independent Director Mr. L. Rajagopalan – Independent Director Mrs. K. J. Udeshi – Independent Director
3.	Average net profit of the Company for last three financial year	₹ 12,38,14,678
4.	Prescribed CSR Expenditure [two per cent of the amount as in item 3 above]	₹ 24,76,294
5.	Details of CSR spent during the financial year 2018-19	
	[a] Total amount spent during the year	₹ 24,79,000
	[b] Amount un spent, if any	Nil

Manner in which the amount spent during the financial year is detailed below:

#### DETAILS OF AMOUNT SPENT ON CSR ACTIVITIES DURING FINANCIAL YEAR 2018-19

Sr. No.	CSR Project or activity identified.	Sector in which the project is covered	Project or Program 1] Local area or other 2] Specify the State and district where projects or programs were undertaken	Amount outlay [budget] projects or programs wise  ₹ in lakhs	Amount spent on the projects or programs Sub-heads: 1. Direct on projects or programs- 2. Overheads:  ₹ in lakhs	Cumulative Expenditure upto the reporting period i.e. FY 2018-19  ₹ in lakhs	Amount spent Direct or through implementing Agency.
1.	Promotion of Rural Education	Promoting Education	Vadodara [Gujarat]	1,50,500	1,50,500	1,50,500	See note below.
2.	Sujalam Sufalam Water Campaign	Water Harvesting	Vadodara [Gujarat]	1,03,500	1,03,500	1,03,500	See note below.
3.	Kalpa Trust	Preventive Health Care Project	Kanara District [Karnataka]	3,00,000	3,00,000	3,00,000	See note below.
4.	Bombay Midtown Rotary Trust	Rural Development Project	Mumbai & Panvel [Maharashtra]	4,25,000	4,25,000	4,25,000	See note below.
5.	Prime Minister's National Relief Fund	Contribution to the Prime Minister's National Relief Fund	Government of India, New Delhi	15,00,000	15,00,000	15,00,000	See note below.
<b>Total</b>				<b>24,79,000</b>	<b>24,79,000</b>	<b>24,79,000</b>	

\* Note: CSR Activities have been carried out through donation to educational, Registered NGO & Trusts.



6. Reason for not spending two percent of average net profit of the last three financial years on CSR: Not Applicable
7. A responsibility statement of the CSR Committee that the implementation and monitoring of the CSR policy is in compliance with CSR objectives and policy of the Company:

We hereby declare that the implementation and monitoring of the CSR policy is in compliance with CSR objectives and policy of the Company.

**T.N. Shetty**

Managing Director & Chairman of CSR Committee

DIN: 00587108

**K. J. Udeshi**

Member of CSR Committee

DIN: 01344073

Place: Mumbai

Date: July 17, 2019

## Annexure-III to the Directors' Report

### Form AOC-1

[Pursuant to clause [h] of sub-section [3] of section 134 of the Act and Rule 8[2] of the Companies [Accounts] Rules, 2014]

### Statement containing salient features of the financial statement of subsidiaries/ associate companies/joint ventures

#### Part "A": Subsidiaries

[Information in respect of each subsidiary to be presented with amounts in ₹]

S. No.	Particulars	Details
1.	Name of the subsidiary	Not Applicable
2.	Reporting period for the subsidiary concerned, if different from the	
3.	Holding company's reporting period	
4.	Reporting currency and Exchange rate as on the last date of the relevant	
5.	Financial year in the case of foreign subsidiaries	
6.	Share capital	
7.	Reserves & surplus	
8.	Total assets	
9.	Total Liabilities	
10.	Investments	
11.	Turnover	
12.	Profit before taxation	
13.	Provision for taxation	
14.	Profit after taxation	
15.	Proposed Dividend	

Notes: The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations - N.A.
- Names of subsidiaries which have been liquidated or sold during the year. - N.A.

#### Part "B": Associates and Joint Ventures

### Statement pursuant to Section 129 [3] of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of associates/Joint Ventures	Haldyn Heniz Fine Glass Private Limited
Latest audited Balance Sheet Date	March 31, 2019
Shares of Associate/Joint Ventures held by the company on the year end	79,37,500 Equity Shares of ₹ 10 each
Amount of Investment in Associates/Joint Venture	₹ 31,75,00,000
Extend of Holding %	50%
Description of how there is significant influence	Both Joint Venture Partners have equal shareholding and equal management rights as per terms and conditions of J V Agreement
Reason why the associate/joint venture is not consolidated	N.A.
Net worth attributable to shareholding as per latest audited Balance Sheet	₹ 1,762.63 Lakhs
Profit / [Loss] for the year :	
i. Considered in Consolidation	₹ [658.41 Lakh]
ii. Not Considered in Consolidation	Nil

1. Names of associates or joint ventures which are yet to commence operations. - Nil

2. Names of associates or joint ventures which have been liquidated or sold during the year. - Nil

**Note:** This Form is to be certified in the same manner in which the Balance Sheet is to be certified.



## Annexure-IV to the Directors' Report

### Form No. AOC-2

[Pursuant to clause [h] of sub-section [3] of section 134 of the Act and Rule 8[2] of the Companies [Accounts] Rules, 2014]

**Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section [1] of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto**

#### 1. Details of contracts or arrangements or transactions not at arm's length basis

S. No.	Particulars	Details
[a]	Name[s] of the related party and nature of relationship	Not Applicable
[b]	Nature of contracts/arrangements/transactions	
[c]	Duration of the contracts / arrangements/transactions	
[d]	Salient terms of the contracts or arrangements or transactions including the value, if any	
[e]	Justification for entering into such contracts or arrangements or transactions	
[f]	date[s] of approval by the Board	
[g]	Amount paid as advances, if any:	
[h]	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	

#### 2. Details of material contracts or arrangement or transactions at arm's length basis

	Particular	Details
[a]	Name[s] of the related party and nature of relationship	As per annexure attached
[b]	Nature of contracts/arrangements/transactions	As per annexure attached
[c]	Duration of the contracts / arrangements/transactions	Ongoing contracts
[d]	Salient terms of the contracts or arrangements or transactions including the value, if any:	As per annexure attached
[e]	Date[s] of approval by the Board, if any	The Company has entered all transaction in ordinary course of business and at arm's length basis. However, the Board has given the omnibus approval on same on February 08, 2018
[f]	Amount paid as advances, if any:	Nil

Form shall be signed by the persons who have signed the Board's report.

**Annexure to Details of material contracts or arrangement or transactions at arm's length basis:**

[₹ in Lakhs]

Sr. No.	Transactions	Haldyn Corporation Limited	Mr. N. D. Shetty	Mr. T. N. Shetty	Mrs. Sadhana Chaturvedi	Mr. F. S. Broacha	Mr. Rohan Y. Ajila	Haldyn Heinz Fine Glass Pvt. Ltd.
		Enterprise owned or significant influenced by key managerial personnel and their relatives	Executive Chairman	Managing Director	[Relative of Chief Financial Officer]	Director	Relative of Director	[J. V.]
1.	Purchases	2,226.55	—	—	—	—	—	30.88
2.	Royalty	226.98	—	—	—	—	—	—
3.	Hire Charges	—	—	—	3.60	—	—	—
4.	Rent/Licence Fee/Car	81.55	—	49.33	—	—	—	—
5.	Reimbursement of Expenses [paid]	7.26	—	—	—	—	—	—
6.	Sales of Fixed Assets	—	—	—	—	—	—	—
7.	Sales of goods	3.75	—	—	—	—	—	32.82
8.	Professional Services	—	—	—	—	—	—	78.38
9.	Purchase of Equity shares of Jointly controlled entity	—	—	—	—	—	—	425.00



## Annexure-V to the Directors' Report

### Form No. MR-3

### SECRETARIAL AUDIT REPORT

#### FOR THE FINANCIAL YEAR ENDED ON 31<sup>st</sup> MARCH, 2019

[Pursuant to section 204[1] of the Companies Act, 2013 and rule No.9 of  
The Companies [Appointment and Remuneration of Managerial Personnel Rules] 2014

To,  
The Members

#### **HALDYN GLASS LIMITED**

Regd. Off: Village: Gavasad

Dist: Padra, Vadodara – 391430 [Gujarat]

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **HALDYN GLASS LIMITED** [hereinafter called "the Company"]. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on 31<sup>st</sup> March, 2019 has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company as per **Annexure – A** for the Financial Year ended on 31<sup>st</sup> March, 2019 according to the provisions of:

- [i] The Companies Act, 2013 [the Act] and the rules made thereunder;
- [ii] The Securities Contracts [Regulation] Act, 1956 ['SCRA'] and the rules made thereunder;
- [iii] The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- [iv] Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- [v] The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ['SEBI Act']:-
  - [a] The Securities and Exchange Board of India [Substantial Acquisition of Shares and Takeovers] Regulations, 2011;
  - [b] The Securities and Exchange Board of India [Prohibition of Insider Trading] Regulations, 2015;
  - [c] The Securities and Exchange Board of India [Issue of Capital and Disclosure Requirements] Regulations, 2009;
  - [d] The Securities and Exchange Board of India [Share Based Employee Benefits ] Regulations, 2014;
  - [e] The Securities and Exchange Board of India [Issue and Listing of Debt Securities] Regulations, 2008;
  - [f] The Securities and Exchange Board of India [Registrars to an Issue and Share Transfer Agents] Regulations, 1993 regarding the Companies Act and dealing with client;
  - [g] The Securities and Exchange Board of India [Delisting of Equity Shares] Regulations, 2009; and
  - [h] The Securities and Exchange Board of India [Buyback of Securities Regulations, 1998;

However, it has been found that there were no instances requiring compliance with the provisions of the laws indicated at point [c],[d], [e], [g] and [h] of Para [v] mentioned hereinabove during the period under review.

We have also examined compliance with the applicable clauses & Regulations of the following:

- I. Secretarial Standards issued by The Institute of Company Secretaries of India.
- II. The SEBI [Listing Obligations & Disclosure Requirements] Regulations, 2015 amended from time to time;

[vi] We further report that we have been given to understand that there are no sector specific laws applicable to the company considering the nature of business activities carried on by the company however having regard to the compliance management system prevailing in the Company relating to product laws, manufacturing laws and safety laws, upon examination of the relevant documents and records on test-check basis, we report that the Company has adequate compliance management system.

We further report that based on the information provided and the representation made by the Company and also on the review of the compliance reports of Company Secretary / Chief Financial Officer taken on record by the Board of Directors of the Company that

**We further report that** the compliance by the Company of applicable financial laws like direct and indirect tax laws and maintenance of financial records and books of accounts has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

**We further report that** the Board of Directors of the Company is duly constituted with proper balance of the Executive Directors and the Non-executive Directors [Independent and Non-independent]. The changes in the composition of the Board that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes, wherever required.

**We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable sector specific laws, rules, regulations and guidelines.

**We further report that** during the audit period of the Company there were no specific events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

Place : Mumbai

Date: May 30, 2019

Sd/-

Name of practicing CS : Jigarkumar Gandhi, Partner  
SPANJ & ASSOCIATES  
Company Secretaries

ACS/FCS No. : F7569

C P No. : 8108

Note : This report is to be read with our letter of even date which is annexed as **Annexure B** and forms an integral part of this report.

## ANNEXURE - A

### List of documents verified :

1. Memorandum & Articles of Association of the Company.
2. Minutes of the meetings of the Board of Directors and various committees comprising of Audit Committee, Nomination & Remuneration Committee etc. held during the period under report.
3. Minutes of General Body Meetings held during the period under report.
4. Statutory Registers/Records under the Companies Act and rules made there under
5. Agenda papers submitted to all the directors / members for the Board Meetings and Committee Meetings.
6. Declarations received from the Directors of the Company pursuant to the provisions of 184 of the Companies Act, 2013.
7. E-Forms filed by the Company, from time-to-time, under applicable provisions of the Companies Act, 1956 and Companies Act, 2013 and attachments thereof during the period under report.
8. Intimations received from directors under the prohibition of Insider Trading and SEBI Takeover Code
9. Various policies framed by the company from time to time as required under the statutes applicable to the company.
10. Processes and procedure followed for Compliance Management System for applicable laws to the Company
11. Documents related to payments of dividend made to its shareholders during the period under report.
12. Communications / Letters issued to and acknowledgements received from the Independent directors for their appointment
13. Various policies framed by the company from time to time as required under the Companies Act as well as SEBI LODR Regulations.

**ANNEXURE - B**

To,  
The Members  
**HALDYN GLASS LIMITED**  
Regd. Off: Village: Gavasad  
Dist: Padra, Vadodara – 391430 [Gujarat]

Sir,

**Sub: Secretarial Audit Report for the Financial Year ended on 31<sup>st</sup> March, 2019.**

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place : Mumbai

Date: May 30, 2019

Sd/-

Name of practicing CS : Jigarkumar Gandhi, Partner  
SPANJ & ASSOCIATES  
Company Secretaries

ACS/FCS No. : F7569

C P No. : 8108



# Corporate Governance Report

## 1] COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

Your Company has been practising 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 stakeholders' value. It is following effective systems to support healthy business operations and endeavours to effect continuous improvements. Your Company has implemented the recommendations of the Code of Corporate Governance as per the regulatory guidelines.

## 2] BOARD OF DIRECTORS:

The Board consists of 8 Directors viz., four Independent and four Non-Independent, out of whom, one Independent Director is a woman Director. Out of the four Non-Independent Directors, one is the Managing Director, which is in conformity with the requirement of Regulation 17 of The SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015 ["LODR"]. The Chairman of the Board is an Executive Director.

- a] 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 ["AGM"] as also the number of Directorships and Committee Memberships held by them in other companies were as under:

Name	Category	Number of Equity Shares held	Number of other board of directors or committees in which a director is a member or chairperson;			Number of Board Meetings attended	Last AGM Attended
			Director in other Company	Chairman	Member		
Mr. N. D. Shetty [DIN: 00025868]	Executive Chairman [Promoter group]	763960	2	–	–	4	Yes
Mr. T. N. Shetty [DIN: 00587108]	Managing Director [Promoter group]	278600	4	–	–	4	Yes
Mr. F. S. Broacha <sup>^</sup> [DIN: 00198990]	Non-Executive, Independent Director	Nil	1	–	1	3	–
Mrs. K. J. Udeshi [DIN: 01344073]	Non-Executive, Independent Director	Nil	8	4*	9*	4	–
Mr. Rolf E. von Bueren [DIN: 01484448]	Non-Executive, Non Independent Director	Nil	6	–	–	1	–
Mr. L. Rajagopalan [DIN: 00063935]	Non-Executive, Independent Director	Nil	2	1*	2*	4	Yes
Mr. Sikandar Talwar [DIN: 01630705]	Non-Executive, Independent Director	Nil	Nil	–	–	4	–
Mr. R. Y. Ajila [DIN: 01549005]	Non-Executive, Non Independent Director [Promoter group]	Nil	12	–	–	4	Yes
Mr. Ajit Shah <sup>#</sup> [DIN: 02396765]	Non-Executive, Independent Director	Nil	3	4	2	N.A.	N.A.
Mr. G. Padmanabhan <sup>#</sup> [DIN: 07130908]	Non-Executive, Independent Director	Nil	1	10	1	N.A.	N.A.

\*This includes Chairman and Member of Committees of Private Limited Companies

# Appointed w.e.f. July 17, 2019

<sup>^</sup> Resigned w.e.f. July 17, 2019

- b] Mr. Tarun Shetty, Managing Director is the son of Mr. N. D. Shetty, Executive Chairman. Mr. Rohan Ajila, Non-Executive, Non Independent Director is son-in-law of Mr. N. D. Shetty, Executive Chairman and brother-in-law of Mr. T. N. Shetty, Managing Director of the Company.
- c] During the year 2018-2019, the Board had met four times on [1] May 24, 2018 [2] August 10, 2018 [3] November 12, 2018 and [4] February 14, 2019. The Board had met at least once in every Calendar Quarter and the gap between two meetings did not exceed one hundred and twenty days.

The maximum tenure of Independent Directors is in compliance with the Companies Act, 2013 ["the Act"] and LODR. All the Independent Directors have confirmed that they meet the criteria as mentioned in Regulation 16[1] [b] of LODR and section 149[6] of the Act.

As per Regulation 17A of the LODR, Independent Directors of the Company do not serve as Independent Director in more than seven listed companies. Further, the Managing Director of the Company does not serve as an Independent Director in any listed entity.

#### **Familiarization Programmes for Independent Directors**

The familiarization programme is an ongoing process. Pursuant to Regulation 25[7] of LODR, the Company has familiarized its Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc. The Independent Directors are provided with necessary information, documents, reports, regulatory updates at Board and Audit Committee Meetings and internal policies to enable them to familiarize with the Company's procedures and practices.

Pursuant to Regulation 46 of LODR, the details required are available on the website of the Company at <http://www.haldynglass.com/direct/familiarisation-program2.pdf>

#### **The Board has identified the following skills/expertise/ competencies fundamental for the effective functioning of the Company which are currently available with the Board:**

The Board comprises highly qualified members who possess required skills, expertise and competence that allow them to make effective contributions to the Board and its Committees.

The following skills / expertise / competencies have been identified for the effective functioning of the Company and are currently available with the Board:

- Business Strategy
- Industry Experience,
- General Management
- Accounting / Auditing
- Corporate Finance
- Legal / Secretarial / Compliance
- Marketing
- Human Resources Management
- Risk Management
- Information Technology

### **3] AUDIT COMMITTEE**

The Audit Committee of the Board of Directors of the Company is duly constituted in line with the provisions of Regulation 18 of LODR read with Section 177 of the Act.

#### **a] Brief Description of terms of reference:**

The terms of reference of the Audit Committee, *inter-alia*, include the following:

- 1] Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- 2] Recommending to the Board, appointment, re-appointment, replacement or removal [in the event of necessity] of Statutory Auditors, Cost Auditors and / or any other auditors including fixation of remuneration;
- 3] Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors;
- 4] Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:

- a] matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of subsection [5] of Section 134 of the Act;
  - b] changes, if any, in accounting policies and practices and reasons for the same;
  - c] major accounting entries involving estimates based on the exercise of judgment by management;
  - d] significant adjustments made in the financial statements arising out of audit findings;
  - e] compliance with listing and other legal requirements relating to financial statements;
  - f] disclosure of any related party transactions; and
  - g] qualifications in the draft audit report
- 5] Reviewing, with the management the quarterly financial statements before submission to the Board for approval;
  - 6] Performance of Auditors, Internal Auditors, adequacy of the internal control systems;
  - 7] Review and monitor the auditor's independence and performance and effectiveness of audit process;
  - 8] Review the adequacy of Internal Audit function including the structure of the internal audit department, staffing and seniority of the head of the department, reporting structure coverage and frequency of internal audit;
  - 9] Approval or any subsequent modification of transactions of the Company with the related parties;
  - 10] Approval on appointment of Chief Financial Officer including the Whole time Director- Finance or any other person heading the finance function or discharging that function after assessing the qualification, experience and background etc., of such incumbent;
  - 11] Reviewing the proposal for discontinuation / closure of any of the business operations of the Company;
  - 12] Scrutiny of inter-corporate loans and investments;
  - 13] Valuation of undertakings or assets of the Company, wherever it is necessary;
  - 14] Monitoring the end use of funds raised through public offers and related matters;
  - 15] Review proposal for mergers, demergers, acquisitions, carve-outs, sale, transfer of business and its valuation report and fairness opinion, if any, thereof;
  - 16] Evaluation of internal financial controls and risk management systems;
  - 17] Discussing with internal auditors any significant findings and follow up there on;
  - 18] Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
  - 19] Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
  - 20] To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders [in case of nonpayment of declared dividends] and creditors;
  - 21] Review the functioning of the Whistle Blower mechanism.
  - 22] Carry out such other function as may be delegated by the Board from time to time
  - 23] Review various investment proposals before the same is submitted to the Board of Directors and also to review the guidelines for investing surplus funds of the Company;
  - 24] To appoint valuers for the valuation of the undertakings or assets of the Company, wherever it is necessary including stocks, shares, securities, goodwill or any other assets or net worth of the Company or liability of the Company under the provisions of the Act.

In addition to the above, the following items will be reviewed by the Audit Committee:-

- 1] Management discussion and analysis of financial condition and results of operations;
- 2] Statement of significant related party transactions, [as defined by the Audit Committee] submitted by management;
- 3] Management letters / letters of internal control weaknesses issued by the statutory auditors;
- 4] Internal audit reports relating to internal control weaknesses; and

The Audit Committee is vested with the necessary powers to achieve its objectives.

The Committee has discharged such other role / function as envisaged under Regulation 18 [3] read with Part C of Schedule II of LODR and the provisions of Section 177 of the Act.

The Chairman of the Audit Committee attended the 27<sup>th</sup> AGM held on Thursday, September 27 2018.

**b] Composition, name of members and Chairperson, meetings held during the year and attendance at meetings**

The Audit Committee presently consists of three Non-Executive, Independent Directors. The Committee had held four meetings during the financial year 2018-19 i.e, on [1] May 24, 2018 [2] August 10, 2018 [3] November 12, 2018 and [4] February 14, 2019. The composition of the Audit Committee as on March 31, 2019 and the attendance of members at the meetings held during the financial year 2018-2019 were as follows:

Name	Category	Meetings attended	
		Held	Attended
Mr. L. Rajagopalan [Chairman]	Non-Executive, Independent Director	4	4
Mr. F. S. Broacha [Member]	Non-Executive, Independent Director	4	3
Mrs. K. J. Udeshi [Member]	Non-Executive, Independent Director	4	4

Mr. A. A. Lambay, Company Secretary acts as the Secretary of the Audit Committee.

**4] NOMINATION & REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee of the Board of Directors of the Company is duly constituted in line with the provisions of Regulation 19 of LODR read with Section 178 of the Act.

**a] Brief Description of terms of reference:**

The terms of reference of the Committee, *inter-alia*, include the following:

- 1] Determine qualifications, positive attributes and Independence of a Director and recommend to the Board a policy, relating to the remuneration of the Directors, key managerial personnel and other employees;
- 2] Evaluation of Independent Directors and the Board;
- 3] Devising a policy on Board diversity;
- 4] Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- 5] Recommending to the Board on remuneration, Performance Bonus etc., payable to the Executive Director[s] / Managing Director, Commission payable to Independent Directors.

The policy is framed by the Nomination and Remuneration Committee and approved by the Board.

**b] Composition, name of members and Chairperson, meetings held during the year and attendance at meetings**

The Nomination and Remuneration Committee presently consists of three Non-Executive, Independent Directors. The Chairman of the Committee is a Non-Executive, Independent Director. The Committee had held two meetings during the financial year 2018-19 i.e., on [1] August 10, 2018 and [2] February 14, 2019. The composition of the Nomination

and Remuneration Committee as on March 31, 2019 and the attendance of members at the meetings held during the financial year 2018-19 were as follows:

Name	Category	Meetings attended	
		Held	Attended
Mr. F. S. Broacha [Chairman]	Non-Executive, Independent Director	2	1
Mr. L. Rajagopalan [Member]	Non-Executive, Independent Director	2	2
Mrs. K. J. Udeshi [Member]	Non-Executive, Independent Director	2	2

Mr. A. A. Lambay, Company Secretary acts as the Secretary of the Nomination and Remuneration Committee.

**c] Performance evaluation criteria for independent directors**

The Company has adopted an Evaluation Policy to evaluate performance of Independent Directors as outlined under Schedule IV of the Act and such other evaluation factors and various criteria including contribution, strategic vision, industry knowledge, participation in discussions etc.

**5] CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

The Corporate Social Responsibility [CSR] Committee of the Board of Directors of the Company is duly constituted in line with the provisions of Section 135 of the Act.

**a] Brief Description of terms of reference:**

The terms of reference of the Committee, *inter-alia*, include the following:

- 1] Formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII of the Act;
- 2] Recommend the amount of expenditure to be incurred on the activities referred to in CSR Policy;
- 3] Monitor, implementation and adherence to the CSR Policy of the Company from time to time;
- 4] Prepare a transparent monitoring mechanism for ensuring implementation of the projects/ programmes/activities proposed to be undertaken by the Company; and
- 5] Such other activities as the Board may determine from time to time.

CSR Committee of the Board has formulated a CSR Policy and the same is available on the website of the Company at <http://www.haldynglass.com/direct/csr-policy.pdf>

**b] Composition, name of members and Chairperson, meetings held during the year and attendance at meetings**

The Committee is chaired by Mr. T. N. Shetty, Managing Director. The Committee has held one meeting during the financial year 2018-19 i.e., on February 14, 2019. The composition of the CSR Committee as on March 31, 2019 and the attendance of members at the meeting held during the financial year 2018-19 were as follows:

Name	Category	Meetings attended	
		Held	Attended
Mr. T. N. Shetty [Chairman]	Managing Director	1	1
Mr. F. S. Broacha [Member]	Independent Director	1	0
Mr. L. Rajagopalan [Member]	Independent Director	1	1
Mrs. K.J.Udeshi [Member]	Independent Director	1	1

Mr. A. A. Lambay, Company Secretary acts as the Secretary of the Corporate Social Responsibility Committee.

## 6] SHARE TRANSFER COMMITTEE

### a] Brief Description of terms of reference:

- 1] Transfer / transmission / transposition of shares;
- 2] Consolidation / splitting of shares
- 3] Issue of duplicate share certificates, confirmation of demat / remat requests, review of shares dematerialized and all other related matters.

### b] Composition, name of members & Chairperson during the period

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

The Committee met 22 times during the year. The existing Share Transfer Committee of Directors has been disbanded with effect from February 14, 2019.

## 7] STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee of the Board of Directors of the Company is duly constituted in line with the provisions of Regulation 20 of LODR read with Section 178 of the Act.

### a] Brief Description of terms of reference:

The terms of reference of the Committee, *inter-alia*, include the following:

- 1] Consider and resolve the grievances of the shareholders of the Company, including but not limited to complaints related to transfer of shares, non-receipt of Annual Report, non-receipt of declared dividend etc.
- 2] improve the efficiency in investors' service, wherever possible.

### b] Composition, name of members and Chairperson, meetings held during the year

The Stakeholders Relationship Committee presently consists of three Non-Executive, Independent Directors. The Committee has not held any meeting during the financial year 2018-19 as there were no complaints from investors received which required the intervention of the Committee. The composition of the Stakeholders Relationship Committee as on March 31, 2019 was as follows:

Name	Category
Mr. F. S. Broacha [Chairman]	Non-Executive, Independent Director
Mr. L. Rajagopalan [Member]	Non-Executive, Independent Director
Mr. Sikandar Talwar [Member]	Non-Executive, Independent Director

Mr. A. A. Lambay, Company Secretary of the Company acts as the Compliance Officer of the Company.

### c] Name, designation & address of Compliance Officer

**Mr. A. A. Lambay**

Company Secretary & Compliance officer  
1201, B-Wing, 12<sup>th</sup> Floor,  
Lotus Corporate Park,  
Off Western Express Highway,  
Goregaon [East], Mumbai - 400063  
Tel.: +91-22-4287 8900 [Ext. 217]



d] Details of Investor Complaints received and resolved during the financial year 2018-19 are as under:

Number of shareholders' complaints received so far	Number not solved to the satisfaction of shareholders	Number of pending complaints
Nil	Nil	Nil

## 8] REMUNERATION OF DIRECTORS

a] Disclosures with respect to remuneration: In addition to disclosures required under the Companies Act, 2013

[₹ in Lakhs]

Name	Sitting Fees	Salary & Perquisites	Commission / Bonus*	Pension	Total
Mr. N. D. Shetty [DIN: 00025868]	N.A	132.93	—	—	132.93
Mr. T. N. Shetty [DIN: 00587108]	N.A	132.04	—	—	132.04
Mr. F. S. Broacha [DIN: 00198990]	1.65	—	—	—	1.65
Mrs. K. J. Udeshi [DIN: 01344073]	2.40	—	—	—	2.40
Mr. Rolf E. von Bueren [DIN: 01484448]	0.25	—	—	—	0.25
Mr. L. Rajagopalan [DIN: 00063935]	2.40	—	—	—	2.40
Mr. Sikandar Talwar [DIN: 01630705]	1.10	—	—	—	1.10
Mr. R. Y. Ajila [DIN: 01549005]	1.00	—	—	—	1.00
Mr. Ajit Shah* [DIN: 02396765]	N.A.	N.A.	N.A.	N.A.	N.A.
Mr. G. Padmanabhan* [DIN: 07130908]	N.A.	N.A.	N.A.	N.A.	N.A.

\* Appointed w.e.f. July 17, 2019.

b] **Commission to Non-Executive and Independent Directors:**

No commission was paid to Non-Executive Directors and Independent Directors of the Company during the year.

The Board authorizes the Chairman to determine the amount payable to the eligible non-executive and Independent Directors based on the profits earned by the Company in the respective year.

c] **Fixed Component / Performance Linked Incentive / Criteria**

Performance related Bonus is payable to the Managing Director only, as per the terms of Contract entered into between the Company and the Managing Director.

d] **Service Contract / Notice Period / Severance Fees**

1] The Contract of Service entered into by the Company with Mr. Tarun Shetty, Managing Director, provides that the Company and the Managing Director shall be entitled to terminate the agreement by giving 3 months' notice in writing by either side.

- 2] The Contract of Service entered into by the Company with Mr. N. D. Shetty, Executive Chairman, provides that the Company and the Executive Chairman shall be entitled to terminate the agreement by giving 3 months' notice in writing by either side.
- 3] No severance fee is payable by the Company to the Managing Director or Executive Chairman on termination of the agreement[s].

**e] Stock Option**

The Company is not having stock option scheme and therefore, the same is not applicable.

**f] Pecuniary relationship or transactions with Non-Executive Directors**

None of the Non-Executive Directors has any pecuniary relationship or transactions with the Company.

**9] GENERAL BODY MEETINGS**

**a] General Meetings**

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

No. / Date of AGM	Time	Special Resolutions passed	
		Nature	
25 <sup>th</sup> AGM- September 29, 2016	11.30 a.m.	Nil	
26 <sup>th</sup> AGM- September 27, 2017	11.30 a.m.	<ol style="list-style-type: none"> <li>1. Ratification of appointment and waiver of excess payment of remuneration of Mr. N. D. Shetty, Executive Chairman relating to earlier period.</li> <li>2. Appointment of Mr. N. D. Shetty, Executive Chairman of the Company for three years w.e.f. August 16, 2017 to August 15, 2020.</li> <li>3. Ratification of appointment and waiver of excess payment of remuneration to Mr. T. N. Shetty, Managing Director, relating to earlier period.</li> <li>4. Appointment of Mr. T. N. Shetty, Managing Director of the Company for three years w.e.f. August 16, 2017 to August 15, 2020.</li> </ol>	
27 <sup>th</sup> AGM- September 27, 2018	11.30 a.m.	<ol style="list-style-type: none"> <li>1. Continuation of Mr. L. Rajagopalan [DIN 00063935] as the Non-Executive Independent Director of the Company.</li> <li>2. Continuation of Mr. Farrokh Sorab Broacha [DIN 00198990] as the Non-Executive Independent Director of the Company.</li> <li>3. Continuation of Mrs. Kishori Jayendra Udeshi [DIN 01344073] as the Non-Executive Independent Director of the Company.</li> <li>4. Continuation of Mr. Rolf Eberhard Von Bueren [DIN 01484448] as the Non-Executive, Non Independent Director of the Company.</li> </ol>	

All the resolutions as set out in the notices were passed unanimously / by requisite majority by the members of the Company.

**b] Postal Ballot**

During the year under review, the Company has carried out a Postal Ballot to seek approval of Members for:

- 1] Re-appointment of Mr. N.D. Shetty [DIN 00025868], Executive Chairman of the Company, for a period of three years with effect from August 16, 2017 up to August 15, 2020 and remuneration payable to him.
- 2] Re-appointment of Mr. T.N. Shetty [DIN 00587108], Managing Director of the Company, for a period of three years with effect from August 16, 2017 up to August 15, 2020 and remuneration payable to him.

The Members of the Company have approved both the aforesaid proposals with requisite majority.

## 10] MEANS OF COMMUNICATION

### a] Publication of quarterly results

The quarterly, half-yearly and annual financial results of the Company are normally published in Business Standard, Sakal and the Economic Times / The Financial Express, Pudhari or Navshakti or Navakal and the Economic Times as required under Regulation 47 of LODR.

### b] Website

The Company's website contains a separate dedicated section for "Investor Information" which provides comprehensive information for Members like copies of the Annual Report, quarterly, half yearly and annual financial results, Stock Exchange filings, corporate governance policies and descriptions about the Company, the Board of Directors and Management. Members may visit the website at [www.haldynglass.com](http://www.haldynglass.com)

### c] Filing with Stock Exchange

All periodical compliances as required to be complied / filed with the Stock Exchanges such as the Corporate Governance Report, Shareholding Pattern and other corporate announcements, are duly filed electronically with the BSE Limited.

## 11] GENERAL SHAREHOLDERS INFORMATION:

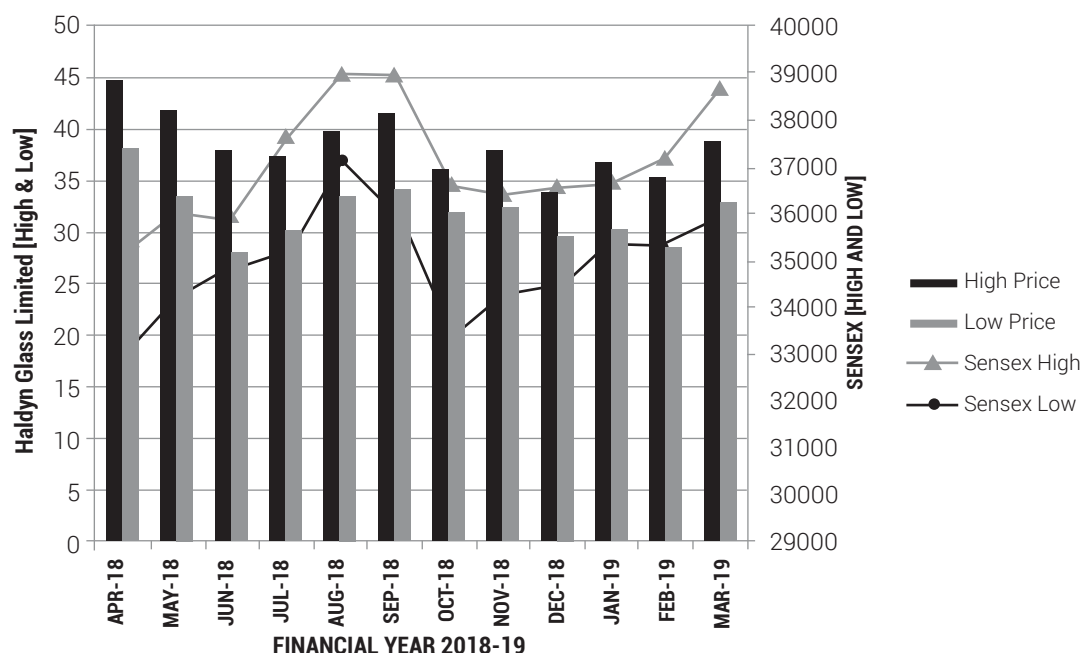
Date of Incorporation	April 25, 1991
Corporate Identity Number [CIN]	L51909GJ1991PLC015522
Registered Office and Works	Village Gavasad, Taluka Padra District Vadodara, Gujarat - 391430, Telephone : +91 2662 242339 / 42 Fax : +91 2662 245081 Email: <a href="mailto:baroda@haldynglass.com">baroda@haldynglass.com</a> Website: <a href="http://www.haldynglass.com">www.haldynglass.com</a>
Annual General Meeting – day, date, time and venue	Friday, September 06, 2019 11.30 a.m. at the Registered Office of the Company
Financial Year	April 01, 2018 to March 31, 2019
Dividend payment date	On or after September 16, 2019
The name and address of each stock exchange[s] at which the listed entity's securities are listed and a confirmation about payment of annual listing fee to each of such stock exchange[s]	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 023 Listing fees have been paid for the financial year 2018-19
BSE Stock Code	515147
ISIN No.	INE506D01020
Performance in comparison to broad-based indices such as BSE, sensex, CRISIL Index etc	As per market data provided in this report
In case the securities are suspended from trading, the directors report shall explain the reason thereof	N.A.
Date of Book Closure	From Saturday, August 31, 2019 to Friday, September 06, 2019 [both days inclusive]
Registrar to an issue and share transfer agents	Universal Capital Securities Pvt. Ltd. Unit: Haldyn Glass Limited 21, Shakil Niwas, Mahakali Caves Road, Andheri [East], Mumbai - 400 093 Telephone : +91 22 28207203/4/5 Fax : +91 22 28207207 email: <a href="mailto:info@unisec.in">info@unisec.in</a> Website: <a href="http://www.unisec.in">www.unisec.in</a>

Share Transfer System	As on the date of this report, there are no pending share transfers pertaining to the year under review.  Pursuant to Regulation 40 of LODR effective April 01, 2019, except in case of transmission or transposition of securities request for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository.
Dematerialization of shares and liquidity	The Company has arrangements with the National Securities Depository Ltd. [NSDL] as well as the Central Depository Services [India] Ltd. [CDSL] for demat facility 98.02% of the paid up share capital is held in dematerialized form as on March 31, 2019.
Outstanding global depository receipts or American depository receipts or warrants or any convertible instruments, conversion date and likely impact on equity;	N.A.
Commodity price risk or foreign exchange risk and hedging activities	N.A.
<b>Plant Location</b>	<b>Village Gavasad, Taluka Padra District Vadodara- 391430, Gujarat</b> Tel: +91 2662 242339 / 42   Fax: +91 2662 245081 Email: baroda@haldynglass.com Website: www.haldynglass.com
Address for correspondence	B-1201, Lotus Corporate Park, Off Western Express Highway, Goregaon [East], Mumbai - 400 063 Telephone No.: + 91 22 4287 8999 Fax No : + 91 22 4287 8910 Email: cosec@haldynglass.com

**a) 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 March 31, 2019 is as under:

Period	HGL Price Data		BSE Sensex	
	High [₹]	Low [₹]	High	Low
April 2018	44.70	38.05	35213.30	32972.56
May 2018	41.85	33.50	35993.53	34302.89
June 2018	38.00	28.00	35877.41	34784.68
July 2018	37.30	30.10	37644.59	35106.57
August 2018	39.80	33.65	38989.65	37128.99
September 2018	41.50	34.15	38934.35	35985.63
October 2018	36.25	32.00	36616.64	33291.58
November 2018	38.00	32.50	36389.22	34303.38
December 2018	34.20	29.60	36554.99	34426.29
January 2019	36.80	30.25	36701.03	35375.51
February 2019	35.35	28.55	37172.18	35287.16
March 2019	38.80	33.00	38748.54	35926.94



**b) Distribution of Equity Shareholding as on March 31, 2019:**

Number of shares held	Number of shareholders	% of shareholders	Number of shares held	% of shareholding
1 -500	7068	61.349	1412643	2.628
500-1000	2313	20.076	2133941	3.970
1001-2000	912	7.916	1488805	2.770
2001-3000	335	2.908	887460	1.651
3001-4000	167	1.450	614878	1.144
4001-5000	207	1.796	994188	1.850
5001-10000	273	2.370	2136144	3.974
10001 above	246	2.135	44083641	82.013
<b>Total</b>	<b>11,521</b>	<b>100.000</b>	<b>53751700</b>	<b>100.000</b>

**c) By Categories of Share Holders as on March 31, 2019**

Category	No. of Shares held	% of shareholding
<b>1. Promoters</b>		
Haldyn Corporation Ltd.	26621150	49.53
N D Shetty [Executive Chairman]	763960	1.42
Persons acting in concert	887680	1.65
<b>2. Non Promoters</b>		
Mutual fund & UTI	0	0.00
Foreign Portfolio Investors	0	0.00
Alternative Investment Funds	1649100	3.07
Indian Public	17552582	32.65
NBFCs registered with RBI	3574	0.00
Others		
Clearing Members	416889	0.78
NRI	1299541	2.42
IEPF	529631	0.99
Body Corporate	4027593	7.49
<b>Total</b>	<b>53751700</b>	<b>100.00</b>

**d) Demat & Physical Shares :**

Particulars	As at March 31, 2019	% of shareholding
Number of Shares held at NSDL	46559778	86.62
Number of Shares held at CDSL	6127122	11.40
Number of Shares held in Physical form	1064800	1.98
<b>Total</b>	<b>53751700</b>	<b>100.00</b>

Pursuant to Regulation 40 of LODR effective April 01, 2019, except in case of transmission or transposition of securities request for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository.

**e) Unclaimed Dividend:**

Pursuant to the provisions of Sections 124[5] and 125[1] of the Act, the Company has transferred the unclaimed dividend for the financial year 2010-11 to the Investor Education and Protection Fund [IEPF]. Unclaimed dividends for the financial year ended March 31, 2012 [FY 2011-12] 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 financial year	Date of declaration of dividend	Last date for claiming unpaid dividend
2011-12	28.09.2012	04.11.2019
2012-13	25.09.2013	01.11.2020
2013-14	09.09.2014	06.10.2021
2014-15	29.09.2015	05.11.2022
2015-16	29.09.2016	05.11.2023
2016-17	27.09.2017	03.11.2024
2017-18	27.09.2018	03.11.2025

**12) OTHER DISCLOSURES**

Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large;	All transactions entered into with related parties as defined under the Act and Listing Regulations during the financial year were in the ordinary course of business on arm's length basis and do not have potential conflicts with the interest of the Company. Further, these transactions are also placed before the Audit Committee Meeting[s]. The Board has approved a policy for related party transactions which has been uploaded on the Company's website at <a href="http://www.haldynglass.com/direct/relatd-party.pdf">http://www.haldynglass.com/direct/relatd-party.pdf</a> . The transaction with the Haldyn Corporation Limited was approved by the Shareholders in their AGM held on September 29, 2016.
Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange[s] or the board or any statutory authority, on any matter related to capital markets, during the last three years;	NA

Details of establishment of vigil mechanism, whistle blower policy and affirmation that no personnel has been denied access to the audit committee;	In pursuance of the provisions of Section 177[9] & [10] of the Act, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy is available on the website of the Company at <a href="http://www.haldynglass.com/direct/vigil-mech.pdf">http://www.haldynglass.com/direct/vigil-mech.pdf</a>
Details of compliance with mandatory requirements and adoption of the non-mandatory requirements;	The Company has complied with all the requirements of the LODR as and when specified by the SEBI and/or other Statutory Authorities.
Web link where policy for determining 'material' subsidiaries is disclosed;	<a href="http://www.haldynglass.com/direct/policy-materiality.pdf">http://www.haldynglass.com/direct/policy-materiality.pdf</a>
Web link where policy on dealing with related party transactions	<a href="http://www.haldynglass.com/direct/relatd-party.pdf">http://www.haldynglass.com/direct/relatd-party.pdf</a>
Disclosure of commodity price risks and commodity hedging activities.	The Company is not required to enter into any forward contract, hence there is no need of hedging.

**13] NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT OF SUB-PARAS [2] TO [10] ABOVE, WITH REASONS THEREOF SHALL BE DISCLOSED**

The Company has complied with all provisions of Corporate Governance till date.

**14] DISCRETIONARY REQUIREMENTS UNDER REGULATION 27 OF LODR**

The status of compliance with discretionary recommendations of Regulation 27 of the LODR with Stock Exchange is provided below:

**a] The Board of Directors**

The present Chairman is an Executive Director. All Independent Directors significantly contribute to the deliberations of the Board and provide valuable inputs in directing the operation of the Company. The Board carefully evaluates the qualifications and experience of every Independent Director at the time of the appointment, and also involves the Independent Directors in various Business Committees, to enable them to contribute to the Company.

**b] Audit qualifications**

During the year under review, there is no audit qualification on the Company's financial statements. The Company continues to adopt best practices, and has ensured a track record of unqualified financial statements.

**c] Reporting of Internal Auditor**

The Internal Auditor reports directly to the Audit Committee.

**15] DISCLOSURES OF COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATIONS 17 TO 27 AND CLAUSES [B] TO [I] OF SUB-REGULATION [2] OF REGULATION 46.**

**a] Subsidiary**

As the Company has no Subsidiary as on date, the requirement of formulating a specific policy on dealing with material subsidiaries does not arise.

**b] Risk Management**

The Company has in place a mechanism to inform Board Members about the risk assessment and minimization procedures and periodical review to ensure that executive management controls risks by means of a properly defined frame work.

The Company has formulated a Policy on Risk Management.



The provisions relating to Risk Management Committee shall not be applicable to the Company as the Company is not falling in the category of top 100 listed entities, determined on the basis of market capitalization, as at the end of the immediate previous financial year.

**c] Code of Conduct**

The Board of Directors of the Company has adopted a Code of Conduct for Directors and Senior Management and the same is available on the Company's website at <http://www.haldynglass.com/direct/condeofconduct-insider-trading.pdf>

**d] LODR Compliance**

The Company has complied with the mandatory requirements of the LODR as applicable to it till date.

**e] 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, if any.

**f] Secretarial Audit**

In line with the requirements of SEBI, Secretarial Audit is carried out on a quarterly basis by a 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.

**g] SEBI Complaints Redressal System [SCORES]**

SEBI has initiated SCORES for processing the investor complaints in a centralized web-based redressal system and online redressal of all the shareholders complaints. The Company is in compliance with the SCORES redressal of the shareholders complaints.

**h] CEO / CFO certification**

The Managing Director and Chief Financial Officer have certified to the Board in accordance with LODR in respect of the matters pertaining to CEO/CFO certification for the financial year 2018-2019.

**i] A certificate from a Company Secretary in Practice has been received stating that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by SEBI/ Ministry of Corporate Affairs or any such statutory authority.**

For and on behalf of the Board

**T. N. Shetty**

Managing Director

DIN: 00587108

Place : Mumbai

Dated : July 17, 2019

## Certificate on Compliance with 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, 2019.

For and on behalf of the Board

**T. N. Shetty**

Managing Director

DIN: 00587108

Place : Mumbai

Dated : July 17, 2019



## Independent Auditors' Certificate on Compliance with the Corporate Governance requirements under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended

To the Members of **Haldyn Glass Limited**

1. This certificate is issued in accordance with the terms of our engagement with Haldyn Glass Limited ('the Company').
2. This report contains details of compliance of conditions of corporate governance by the Company for the year ended on March 31, 2019, as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as amended from time to time.

### Management's Responsibility

3. The compliance of conditions of corporate governance is the responsibility of the management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the SEBI Listing Regulations.

### Auditor's Responsibility

4. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statements of the Company.
5. We have examined the books of account and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
6. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Review of Historical Financial Information, and Other Assurance and Related Services Engagements.

### Opinion

8. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C and D of Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') during the year ended March 31, 2017.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

### Restriction on use

10. This certificate is issued solely for the purpose to enable the Company to comply with the requirements of the Listing Regulations, and it should not be used for any other person or for any other purpose. Accordingly, we do not assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our written prior consent in writing.

**For Mukund M. Chitale & Co.**  
Chartered Accountants  
**Firm Registration No. 008422W**

**S. M. Chitale**

Partner

M. No. 111383

UDIN: 19111383AAAADQ4212

Place : Mumbai

Date : July 17, 2019

STANDALONE  
**FINANCIAL**  
STATEMENTS



# Independent Auditors' Report

To the Members of **Haldyn Glass Limited**

## Report on the Audit of Standalone Ind AS Financial Statements

### 1. Opinion

We have audited the accompanying standalone Ind AS financial statements of Haldyn Glass Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended and notes to the Ind AS standalone financial statements including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "standalone Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

### 2. Basis for Opinion

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the standalone Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone Ind AS financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on standalone Ind AS financial statements.

### 3. Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
i.	<b>Assessment of carrying value of receivables in respect of overdue invoices</b>	
	Risk of material misstatement related to estimation of expected credit loss as a result of lack of precision in their measurement. The estimates depend on number of factors such as ageing, credit risks and evaluation of ability of the parties to make payment.	<p>We performed the following tests to verify the expected credit loss of the Company :</p> <p>Assessed the company basis for determining the model, internal controls based on which the Company determines the basis of provisioning, compliance with and consistently applying the accounting policies.</p> <p>Verification of subsequent receipts and post balance sheet events if any.</p>

Sr. No.	Key Audit Matter	Auditor's Response
ii.	<b>Enhancement of Company's ERP System :</b>	
	<p>During the year the Company has enhanced its ERP system by migrating from ERP to SAP Business one.</p> <p>During the period of significant system change, there is increased risk to the internal financial control environment following system integration, migration of activities and other changes.</p>	<p>Our procedures focused on key processes and controls over the system critical to our audit. These include management of the systems, access to the systems, operations, back-up and restore.</p> <p>We updated our understanding of the Company's application and transitions that have impacted our financial statement audit by carrying out walk through tests.</p>

#### 4. Information other than the standalone Ind AS financial statements and Auditor's report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Directors Report, Corporate Governance Report and Management Discussion and Analysis, but does not include the standalone Ind AS financial statements and our auditor's report thereon. These reports are expected to be made available to us after the date of our auditor's report.

Our opinion on the standalone Ind AS financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone Ind AS financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the other information included in the above reports, if we conclude that there is material misstatement therein, we are required to communicate the matter to those charged with governance and determine the actions under the applicable laws and regulations.

#### 5. Responsibility of Management and those charged with Governance for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS accounting standards specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone Ind AS financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

#### 6. Auditor's Responsibilities for the Audit of the standalone Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone Ind AS financial statements as a whole are

free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standards on auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone Ind AS financial statements.

As part of an audit in accordance with Standards on auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- i) Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ii) Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- iii) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- iv) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- v) Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of standalone Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## 7. Report on Other Legal and Regulatory Requirements

- i] As required by the Companies (Auditor's report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.



- ii] As required by section 143 (3) of the Act, based on our audit we report that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of standalone Ind AS Financial Statements.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flow and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Ind AS specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of written representations received from the directors as on March 31, 2019, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019, from being appointed as a director in terms of section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" to this report.
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
  - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on the financial position in its standalone Ind AS financial statements – Refer Note 33 to the standalone Ind AS financial statements;
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
    - iii. There has been no delay during the year in transferring the amount which were required to be transferred to the Investor Education and Protection Fund by the Company.

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

**S. M. Chitale**  
Partner  
M. No. 111383

Place : Mumbai  
Date : May 30, 2019



## Annexure A to the Independent Auditors' Report of even date on the standalone Ind AS financial statements of Haldyn Glass Limited

### Referred to in paragraph [7[i]] under Report on Other Legal and Regulatory Requirements of our report of even date

- [i] a] The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- 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 no material discrepancies to the extent reconciled with the records available in this respect were noticed on such verifications.
- c] According to the information and explanations given by the management, the title deeds of immovable properties included in property, plant and equipment are held in the name of the Company. According to information and explanations given to us the title deeds of the immovable properties as disclosed in Note No. 3 "Property, Plant & Equipment and Other Intangible Assets" of the Standalone Financial Statements are in the name of the Company, except in case of land of 7492 sq. mt. having Gross Block and Net Block of ₹ 15.19 lakhs which is yet to be registered in the name of the Company. All the immovable properties are in the erstwhile name of the Company i.e. Haldyn Gujarat Glass Limited.
- [ii] As informed to us, the inventories have been physically verified by the management at reasonable intervals during the year. Further according to the information and explanations given to us, the discrepancies noticed on verification between the physical stocks and 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] According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Act. Accordingly, the provisions of paragraph 3[iii] [a] to [c] of the Order are not applicable to the Company and hence not commented upon.
- [iv] In our opinion and according to the information and explanations given to us, provisions of section 186 of the Act in respect of investments made have been complied with by the Company. In our opinion and according to the information and explanations given to us, there are no loans, guarantees and securities granted in respect of which provisions of section 185 and section 186 of the Act are applicable and hence not commented upon.
- [v] The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies [Acceptance of Deposits] Rules, 2014 [as amended]. Accordingly, the provisions of clause 3[v] of the Order are not applicable.
- [vi] According to information and explanations given to us by the Company it is not required to maintain cost records as prescribed by the Central Government under section 148 of the Companies Act, 2013. Thus the provisions on this Clause are not applicable to the Company.
- [vii] According to the information and explanations given to us, in respect of statutory dues:
  - a] According to the information and explanations given to us the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Goods and Services Tax, Value Added Tax, Customs Duty, Excise Duty, Cess and other material statutory dues applicable to it with the appropriate authorities as per the available records as far as ascertained by us on our verification.
  - b] There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Value Added Tax, Goods and Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues in arrears as at March 31, 2019 for a period of more than six months from the date they became payable except for

the cases mentioned below.

Name of the statute	Nature of tax	Amount [₹ in lakhs]	Period to which amount relates	Forum where dispute is pending
Central Sales Tax Act	Sales Tax	467.34	F.Y. 1999-2000 to F.Y. 2003-2004 & F.Y. 2008-2009 to F.Y. 2010-2011	DSCT Appeal-2, Vadodara
Income Tax Act 1961	Income Tax	51.66	F.Y. 2007-2008	Assessing Officer
		0.53	F.Y. 2008-2009	CIT [Appeals]*
		0.53	F.Y. 2008-2009	Assessing Officer
		45.56	F.Y. 2009-2010	Assessing Officer
		6.87	F.Y. 2010-2011	CIT [Appeals]*
		196.54	F.Y. 2011-2012	Assessing Officer
		153.67	F.Y. 2013-2014	CIT [Appeals]*

\* Order passed by relevant authority, revised order pending to be received from Assessing Officer.

- [viii] According to information and explanation provided to us, the Company has not defaulted in repayment of loans or borrowings to any Financial Institutions or banks or government as at the balance sheet date. The Company has not issued any debentures.
- [ix] According to the information and explanations given by the management, the Company has not raised any money by way of initial public offer or further public offer or debt instruments. The Company has used the Term Loans for the purpose for which they were raised.
- [x] During the course of our examination of books of accounts 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.
- [xi] According to the information and explanations given to us, and based on our verification of records, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V of the Act.
- [xii] In our opinion, the Company is not a Nidhi company. Therefore, the provisions of paragraph 3[xii] of the Order are not applicable to the Company.
- [xiii] According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and the details have been disclosed in the notes to the standalone Ind AS financial statements, as required by the applicable accounting standards.
- [xiv] During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 [xiv] of the Order is not applicable to the Company.
- [xv] According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or person connected with them. Accordingly provisions of clause 3 [xv] of the Order are not applicable to the Company.
- [xvi] The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. According to the provisions of clause 3[xvi] of the Order are not applicable to the Company.

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

**S. M. Chitale**  
Partner  
**M. No. 111383**

Place: Mumbai  
Date: May 30, 2019

## **Annexure B to the Independent Auditor's Report of even date on the standalone Ind AS financial statements of Haldyn Glass Limited**

**Referred to in paragraph [7(ii)(f)] under Report on Other Legal and Regulatory Requirements of our report of even date**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

1. We have audited the internal financial controls over financial reporting of Haldyn Glass Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India" (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls and both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

4. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation Standalone of Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with

authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Standalone Ind AS financial statements.

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

5. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

6. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

**S. M. Chitale**  
Partner  
**M. No. 111383**

Place: Mumbai  
Date: May 30, 2019



# Balance Sheet as at March 31, 2019

[₹ in Lakhs]

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
<b>I] ASSETS</b>			
<b>A] Non-Current Assets</b>			
[i] Property, Plant & Equipment	3	5,816.79	6,628.44
[ii] Capital Work in Progress	3	45.84	85.64
[iii] Intangible Assets	3	42.33	12.74
[iv] Financial Assets			
[a] Investments	4	3,636.76	3,180.12
[b] Loans	5	134.52	149.58
[v] Other Non-Current Assets	6	260.76	266.85
<b>Total Non-Current Assets [A]</b>		<b>9,937.00</b>	<b>10,323.37</b>
<b>B] Current Assets</b>			
[i] Inventories	7	2,267.36	2,563.74
[ii] Financial Assets			
[a] Trade Receivables	8	5,037.40	3,467.70
[b] Cash and Bank Balances	9	1,237.42	497.88
[c] Other Financial Assets	10	295.75	186.42
[III] Other Current Assets	11	103.03	285.79
<b>Total Current Assets - [B]</b>		<b>8,940.96</b>	<b>7,001.53</b>
<b>TOTAL ASSETS [A + B]</b>		<b>18,877.96</b>	<b>17,324.90</b>
<b>II] EQUITY AND LIABILITIES</b>			
<b>C] Equity</b>			
[i] Equity Share Capital	12	537.52	537.52
[ii] Other Equity	13	14,253.50	13,205.58
<b>Total Equity [C]</b>		<b>14,791.02</b>	<b>13,743.10</b>
<b>Liabilities</b>			
<b>D] Non-Current Liabilities</b>			
[i] Financial Liabilities			
Borrowings	14	13.18	10.95
[ii] Provisions	15	211.17	260.90
[iii] Deferred Tax Liabilities [Net]	16	408.17	708.86
[iv] Other Non-Current Liabilities	17	215.77	194.62
<b>Total Non-Current Liabilities [D]</b>		<b>848.29</b>	<b>1,175.33</b>
<b>E] Current Liabilities</b>			
[i] Financial Liabilities			
[a] Borrowings	18	729.82	254.66
[b] Trade Payable			
Total outstanding dues of Micro and Small Enterprises	19[a]	27.52	36.17
Total outstanding dues of creditors other than Micro and Small Enterprises	19[b]	1,187.71	1,077.86
[c] Other Financial Liabilities	20	853.50	686.85
[ii] Other Current Liabilities	21	318.48	249.86
[iii] Provisions	22	121.62	100.31
[iv] Current Tax Liabilities	23	—	0.76
<b>Total Current Liabilities [E]</b>		<b>3,238.65</b>	<b>2,406.47</b>
<b>TOTAL EQUITY AND LIABILITIES [C+D+E]</b>		<b>18,877.96</b>	<b>17,324.90</b>

The notes form an integral part of these financial statements

1 to 42

As per our Report of even date

For and on behalf of the Board

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

**N. D. Shetty**  
Executive Chairman  
DIN: 00025868

**T. N. Shetty**  
Managing Director  
DIN: 00587108

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

**G. P. Chaturvedi**  
Chief Financial Officer

**A. A. Lambay**  
Company Secretary  
FCS No. 8569

Place : Mumbai  
Date : May 30, 2019

# Statement of Profit and Loss for the Year Ended March 31, 2019

[₹ in Lakhs]

Particulars	Note No.	Year Ended March 31, 2019	Year Ended March 31, 2018
<b>I] INCOME</b>			
Revenue from Operations	24	22,295.26	16,949.86
Other Income	25	304.86	516.69
<b>Total Revenue [I]</b>		<b>22,600.12</b>	<b>17,466.55</b>
<b>II] EXPENSES</b>			
Cost of Materials Consumed	26	7,276.71	4,999.68
Purchases of Stock-in-Trade	27	4.96	24.67
Changes In Inventory of Finished Goods and Work In Progress	28	266.32	753.09
Excise Duty		–	341.32
Employee Benefits Expense	29	1,698.00	1,842.09
Finance Costs	30	21.53	20.16
Depreciation and Amortisation Expense	3	1,098.22	1,097.52
Other Expenses	31	10,670.42	7,670.46
<b>Total Expenses [II]</b>		<b>21,036.16</b>	<b>16,748.99</b>
<b>III] Profit Before Tax [I-II]</b>		<b>1,563.96</b>	<b>717.56</b>
<b>Less :</b>			
<b>IV] Tax Expenses</b>			
Current Tax		685.00	450.60
Deferred Tax Expense / [Income]	16	[299.68]	[154.45]
Short / [Excess] Provision of Income Tax		[34.48]	[225.81]
<b>Total Tax Expenses [IV]</b>		<b>350.84</b>	<b>70.34</b>
<b>V] Profit After Tax for the year [III-IV]</b>		<b>1,213.12</b>	<b>647.22</b>
<b>VI] Other Comprehensive Income</b>			
Items that will not be reclassified subsequently to Profit and Loss			
– Remeasurements of Defined Benefit Plan - Gain / [Loss]		[3.46]	[19.12]
– Fair Value change in Equity Instruments - Gain / [Loss]		31.65	35.52
– Income Tax relating to remeasurements of Defined Benefit Liability / [asset]	16	1.01	6.62
Other Comprehensive Income for the year [Net of tax] [VI]		29.20	23.02
<b>VII] Total Comprehensive Income for the year - [V+VI]</b>		<b>1,242.32</b>	<b>670.24</b>
<b>VIII] Earnings Per Equity Share [Face Value ₹ 1 per share] [Amount in ₹]</b>	32		
[1] Basic		2.26	1.20
[2] Diluted		2.26	1.20
<b>The notes form an integral part of these financial statements.</b>	<b>1 to 42</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 30, 2019

For and on behalf of the Board

**N. D. Shetty**  
Executive Chairman  
DIN: 00025868

**G. P. Chaturvedi**  
Chief Financial Officer

**T. N. Shetty**  
Managing Director  
DIN: 00587108

**A. A. Lambay**  
Company Secretary  
FCS No. 8569

# Statement of Changes in Equity as at March 31, 2019

## a) Equity Share Capital

[₹ in Lakhs]

Particulars	Note	As at April 1, 2017	Changes during 2017-18	As at March 31, 2018	Changes during 2018-19	As at March 31, 2019
Equity Share Capital	12	537.52	—	537.52	—	537.52

## b) Other Equity

₹ in Lakhs

Particulars	Reserves and Surplus				Other Comprehensive Income	Total Other Equity
	Capital Redemption Reserve	Securities Premium Reserve	General Reserve	Retained Earnings		
<b>Balance as at April 1, 2017</b>	<b>82.00</b>	<b>592.75</b>	<b>4,960.09</b>	<b>7,024.80</b>	<b>231.52</b>	<b>12,891.16</b>
Changes in equity for the year ended March 31, 2018						
Profit for the year	—	—	—	647.22	—	647.22
Final Equity Dividend	—	—	—	[295.64]	—	[295.64]
Dividend Distribution Tax	—	—	—	[60.18]	—	[60.18]
Remeasurement gain / [loss] on defined benefit plan including deferred tax thereon	—	—	—	—	[12.50]	[12.50]
Fair Value change in Equity instruments	—	—	—	—	35.52	35.52
Transfer from Surplus in Statement of Profit & Loss Account	—	—	200.00	—	—	200.00
Transfer to General Reserve	—	—	—	[200.00]	—	[200.00]
<b>Balance as at March 31, 2018</b>	<b>82.00</b>	<b>592.75</b>	<b>5,160.09</b>	<b>7,116.20</b>	<b>254.54</b>	<b>13,205.58</b>
Changes in equity for the year ended March 31, 2019						
Profit for the year	—	—	—	1,213.12	—	1,213.12
Final Equity Dividend	—	—	—	[161.26]	—	[161.26]
Dividend Distribution Tax	—	—	—	[33.14]	—	[33.14]
Remeasurement gain / [loss] on defined benefit plan including deferred tax thereon	—	—	—	—	[2.45]	[2.45]
Fair Value change in Equity instruments	—	—	—	—	31.65	31.65
Transfer from Surplus in Statement of Profit & Loss Account	—	—	—	—	—	—
Transfer to General Reserve	—	—	—	—	—	—
<b>Balance as at March 31, 2019</b>	<b>82.00</b>	<b>592.75</b>	<b>5,160.09</b>	<b>8,134.92</b>	<b>283.74</b>	<b>14,253.50</b>
Refer Note 13 for the nature and purpose of reserves.						
<b>The Notes to Accounts form integral part of the Financial Statements</b>	<b>1-42</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 24, 2018

For and on behalf of the Board

**N. D. Shetty**  
Executive Chairman  
DIN: 00025868

**G. P. Chaturvedi**  
Chief Financial Officer

**T. N. Shetty**  
Managing Director  
DIN: 00587108

**A. A. Lambay**  
Company Secretary  
FCS No. 8569





## Cash Flow Statement for the year ended March 31, 2019

[₹ in Lakhs]

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
<b>I. Cash Flow from Operating Activities</b>		
Profit Before Tax as per the Statement of Profit and Loss	1,563.96	717.56
Adjustment for :		
Depreciation and Amortisation Expenses	1,098.22	1,097.52
Interest on Fixed Deposits	[36.07]	[18.74]
Dividend on Investments	[0.99]	[1.47]
Finance Costs	21.53	20.16
Loss / [Profit] on sale / discard of Property, Plant & Equipments	162.19	-
Foreign Exchange [Gain] / Loss	[60.95]	[13.73]
Operating Profit before Working Capital Changes	2,747.89	1,801.30
Adjustment for :		
[Increase] / Decrease in Trade Receivables	[1,509.49]	[559.36]
[Increase] / Decrease in Inventories	296.38	629.94
[Increase] / Decrease in Non Current Loans and Advances	15.06	[12.18]
[Increase] / Decrease in Other Non Current Financial Assets	-	[0.41]
[Increase] / Decrease in Other Non Current Assets	6.09	16.71
[Increase] / Decrease in Other Current Financial Assets	[94.99]	[96.03]
[Increase] / Decrease in Other Current Assets	[12.64]	14.43
Increase / [Decrease] in Other Non Current Liabilities	21.15	[2.80]
Increase / [Decrease] in Other Current Financial Liabilities	166.65	[97.81]
Increase / [Decrease] in Other Current Liabilities	68.61	[231.30]
Increase / [Decrease] in Non Current Provisions	[52.09]	147.16
Increase / [Decrease] in Current Provisions	20.21	[84.87]
Increase / [Decrease] in Trade Payables	101.99	473.27
Increase / [Decrease] in Current Tax Liabilities	[0.76]	—
<b>Cash generated from operations</b>	<b>1,774.05</b>	<b>1,998.06</b>
Income Tax [paid] / refund - net	[455.13]	[374.09]
<b>Net Cash from Operating Activities [A]</b>	<b>1,318.92</b>	<b>1,623.98</b>



[₹ in Lakhs]

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
<b>II. Cash Flow from Investing Activities</b>		
[Purchase] / Sale of Property, Plant & Equipments [Net]	<b>[438.56]</b>	[250.75]
[Purchase] / Sale of Investments [Net]	<b>[425.00]</b>	[971.92]
Dividend on Investments	<b>0.99</b>	1.47
Interest Received	<b>21.72</b>	18.74
<b>Net Cash used in Investing Activities [B]</b>	<b>[840.85]</b>	<b>[1,202.46]</b>
<b>III. Cash Flow from Financing Activities</b>		
Proceeds from / [Repayment of] Non Current Borrowings [Net]	<b>2.24</b>	[3.34]
Proceeds from / [Repayment of] Current Borrowings [Net]	<b>475.16</b>	121.99
Finance Costs paid	<b>[21.53]</b>	[20.16]
Equity Dividend paid	<b>[161.26]</b>	[295.64]
Dividend Distribution Tax paid	<b>[33.14]</b>	[60.18]
<b>Net Cash generated from / [used in] Financing Activities [C]</b>	<b>261.47</b>	<b>[257.34]</b>
<b>Net increase in Cash and Cash Equivalents [A+B+C]</b>	<b>739.54</b>	164.18
<b>Cash and Cash Equivalents as at the beginning of the year</b>	<b>497.88</b>	333.70
<b>Cash and Cash Equivalents as at the end of the year</b>	<b>1,237.42</b>	<b>497.88</b>
<b>The Notes to Accounts form integral part of the Financial Statements 1-42</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 30, 2019

For and on behalf of the Board

**N. D. Shetty**  
Executive Chairman  
DIN: 00025868

**G. P. Chaturvedi**  
Chief Financial Officer

**T. N. Shetty**  
Managing Director  
DIN: 00587108

**A. A. Lambay**  
Company Secretary  
FCS No. 8569

# Notes forming part of the Financial Statements

## 1. Company Overview

### 1.1 Company Overview

Haldyn Glass Limited [CIN : L51909GJ1991PLC015522] [the "Company"] is domiciled and incorporated in India with its registered office at Village Gawasad, Tal. Padra, Dist. Vadodara-391 430, Gujarat, India. The Company's equity shares are listed on the BSE Ltd. [Bombay Stock Exchange].

The company is presently engaged in the business of manufacturing of exclusive quality glass containers and bottles for Food, Beverages and Spirit Industries.

## 2. Significant Accounting Policies

### 2.1 Basis of Preparation of financial statements

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards [Ind AS] notified under section 133 of the Companies Act, 2013 read with Rule 3 of the Companies [Indian Accounting Standards] Rules, 2015 as amended from time to time.

The financial statements of the Company for the year ended March 31, 2019 were approved for issue in accordance with the resolution of the Board of Directors on May 30, 2019.

### 2.2 Basis of accounting

The Company maintains its accounts on accrual basis following the historical cost convention, except for certain financial instruments that are measured at fair values in accordance with Ind AS. Further, the guidance notes / announcements issued by the Institute of Chartered Accountants of India [ICAI] are also considered, wherever applicable, except to the extent where compliance with other statutory promulgations override the same requiring a different treatment.

### 2.3 Presentation of Financial Statements

The Balance Sheet, Statement of Profit and Loss and Statement of Changes in equity are prepared and presented in the format prescribed in the Schedule III to the Companies Act, 2013 ["the Act"]. The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of the financial statements along with the other notes required to be disclosed under the notified Accounting Standards and the SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015.

### 2.4 Significant Accounting Judgements, Estimates And Assumptions

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

This note provides an overview of the areas that involved a higher degree of judgement or complexity and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in the relevant note.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

## Notes forming part of the Financial Statements

### A. Judgements in applying accounting policies

The judgements, apart from those involving estimations [see note below] that the Company has made in the process of applying its accounting policies and that have a significant effect on the amounts recognised in these financial statements pertain to useful life of assets. The Company is required to determine whether its intangible assets have indefinite or finite life which is a subject matter of judgement. The management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation to be recorded during any reporting period.

### B. Key source of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

#### a] Property, Plant and Equipment

Determination of the estimated useful lives of tangible assets and the assessment as to which components of the cost may be capitalized. Useful lives of tangible assets are based on the life prescribed in Schedule II of the Companies Act, 2013. In cases, where the useful lives are different from that prescribed in Schedule II, they are based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers' warranties and maintenance support.

#### b] Recognition and measurement of Defined Benefit Obligations

The Cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and attrition rate. The discount rate is determined based on the prevailing market yields of Indian Government Securities as at the Balance Sheet Date for the estimated term of the obligations. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

#### c] Recognition of Deferred Tax Assets / Liabilities

A deferred tax asset / liability is recognised for all the deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised.

#### d] Recognition and measurement of Other Provision

The recognition and measurement of other provisions are based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the balance sheet date. The actual outflow of resources at a future date may therefore vary from the figure included in other provisions.

#### e] Discounting of long-term Financial Instrument

All financial instruments are required to be measured at fair value on initial recognition. In case of financial instruments which are required to be subsequently measured at amortised cost, interest is accrued using the effective interest method.

## Notes forming part of the Financial Statements

### 2.5 Functional and presentation currency

These financial statements are presented in Indian Rupees [INR], which is also the Company's functional currency. All amounts have been rounded-off to the nearest lakhs, unless otherwise indicated.

### 2.6 Property, Plant and Equipment

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items [major components] of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the company.

Capital work-in-progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date.

The assets' residual values, useful lives and method of depreciation are reviewed at each financial year end and are adjusted prospectively, if appropriate.

### 2.7 Intangible Assets

Intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any. Cost includes expenditure that is directly attributable to the acquisition of the intangible assets.

Identifiable intangible assets are recognised when it is probable that future economic benefits attributed to the asset will flow to the Company and the cost of the asset can be reliably measured. Computer software is capitalised at the amounts paid to acquire the respective license for use and are amortised over the period of useful lives by straight line method.

The assets' residual values, useful lives and method of depreciation are reviewed at each financial year end and are adjusted prospectively, if appropriate.

### 2.8 Investments in Associates, Joint ventures and Subsidiaries

The Company has accounted for its investment in joint venture at cost.

### 2.9 Inventories

Inventories are valued at lower of cost or Net realisable value. Cost comprises of all costs of purchase [net of Taxes], cost of conversion and other cost incurred in bringing the inventory to current location and condition. Cost of raw materials, stores and spares, packing materials and other products are determined on FIFO method. Cost of work-in-progress and finished goods are determined on absorption costing method.

### 2.10 Impairment of non-financial assets

The Company assesses at each balance sheet date whether there is any indication that an asset or cash generating unit

## Notes forming part of the Financial Statements

[CGU] may be impaired. If any such indication exists, the company estimates the recoverable amount of the asset. The recoverable amount is the higher of an asset's or CGU's net selling price or its value in use. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount.

Impairment losses are recognised in the statement of profit and loss.

An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

### 2.11 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

#### a] Financial Assets

##### Initial Recognition

The Company recognizes financial assets when it becomes a party to the contractual provisions of the instrument. All financial assets are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets that are not at fair value through profit or loss are added to the fair value on initial recognition.

Financial assets are classified, at initial recognition, as financial assets measured at fair value or as financial assets measured at amortised cost.

##### Subsequent measurement

For the purpose of subsequent measurement, financial assets are classified in two broad categories:-

- i] Financial assets at fair value
- ii] Financial assets at amortised cost

Where assets are measured at fair value, gains and losses are either recognised entirely in the statement of profit and loss [i.e fair value through profit or loss], or recognised in other comprehensive income [i.e. fair value through other comprehensive income].

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

#### b] Equity investments in Subsidiaries, Associates and Joint venture

The company has accounted for its investment in Joint Venture at cost.

##### Derecognition

The company derecognises a financial asset when the contractual rights to the cash flows from the financial asset

## Notes forming part of the Financial Statements

expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the company neither transfers nor retain substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

### **Impairment of financial asset**

For impairment of financial assets, Company applies expected credit loss [ECL] model. Following financial assets and credit risk exposure are covered within the ECL model:

- i] Financial assets that are debt instruments, and are measured at amortised cost e.g. loans, debt securities, deposits, trade receivables and bank balance
- ii] Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 11 and Ind AS 18.

The company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables including receivables recognised under service concession arrangements.

The application of simplified approach does not require the company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. For recognition of impairment loss on other financial assets and risk exposure, the company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, then the impairment loss is provided based on lifetime ECL.

### **c] Financial liabilities**

#### **Initial recognition**

The company initially recognises borrowings, trade payables and related financial liabilities on the date on which they are originated.

All other financial instruments [including regular-way purchases and sales of financial assets] are recognized on the trade date, which is the date on which the company becomes a party to the contractual provisions of the instrument.

#### **Subsequent measurement**

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit and loss. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

#### **Derecognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

#### **Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.



## Notes forming part of the Financial Statements

### 2.12 Leases

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the company as lessee are classified as operating leases. Payments made under operating leases [net of any incentives received from the lessor] are charged to profit or loss on a straight-line basis over the period of the lease.

### 2.13 Provisions and Contingencies

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events, it is probable that there will be an outflow of resources and a reliable estimate can be made of the amount of the obligation. These are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost in the statement of profit and loss.

Contingent liabilities are not provided for and are disclosed by way of notes. Contingent assets are not recognised. However, when the realisation of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognised as an asset.

### 2.14 Revenue recognition

Effective April 1, 2018, the Company has applied Ind AS 115: Revenue from Contracts with Customers which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue. The impact of the adoption of the standard on the financial statements of the Company is insignificant.

#### Sale of Goods & Services

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer as per the terms of the contracts, usually on delivery of the goods, and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods.

Revenue from sale of goods is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

#### Other Operating Income

Incentives on exports and other Government incentives related to operations are recognised in the statement of profit or loss after due consideration of certainty of utilization / receipt of such incentives.

#### Interest Income

Interest income is recognised in the Statement of Profit and Loss using the effective interest method.

#### Dividend Income

Dividend Income is recognised when the right to receive the payment is established.

### 2.15 Depreciation

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the straight-line method, except in respect of Captive Power Plant where depreciation is provided on Written Down Value Method over a period of 15 years and Furnaces which are depreciated under straight line method over a period of 5 years being their respective estimated useful life as assessed and estimated by the

## Notes forming part of the Financial Statements

management based on technical evaluation. Depreciation on leasehold improvements is charged over the period of lease. Intangible Assets are amortised over its useful life of 3 years on a straight line basis and is generally recognised in the statement of profit and loss. Freehold land is not depreciated.

Depreciation on the property, plant and equipment which are added/disposed off during the year, is provided on pro-rata basis with reference to date of addition/deletion.

### 2.16 Foreign currency reinstatement and translation:

Transactions in foreign currencies are initially recorded by the Company at rates prevailing at the date of the transaction. Subsequently monetary items are translated at closing exchange rates as on balance sheet date and the resulting exchange difference recognised in statement of profit and loss. Differences arising on settlement of monetary items are also recognised in statement of profit and loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the transaction. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the exchange rates prevailing at the date when the fair value was determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item [i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively]. Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other finance gains / losses are presented in the statement of profit and loss on a net basis.

### 2.17 Borrowing Costs

Borrowing costs are interest and other costs [including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs] incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

### 2.18 Earnings per equity share

Basic earnings per equity share is computed by dividing the net profit or loss attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share is computed by dividing the net profit or loss attributable to the equity holders of the company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value [i.e. the average market value of the outstanding equity shares]. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period present.

### 2.19 Cash Flow statement

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

### 2.20 Employee Benefits

#### Short Term Employment benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee

## Notes forming part of the Financial Statements

benefits. Benefits such as salaries, wages etc. and the expected cost of ex-gratia are recognized in the period in which the employee renders the related service. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

### Post Employment Employee Benefits

Retirement benefits to employees comprise payments to government provident funds, gratuity fund and Employees State Insurance.

### Defined Contribution Plans

The Company's contribution to defined contributions plans such as Provident Fund, Employee State Insurance are recognised in the Statement of Profit and Loss in the year when the contributions to the respective funds are due. There are no other obligations other than the contribution payable to the respective Funds.

### Defined Benefit Plans

Gratuity liability is defined benefit obligation. The Company's net obligation in respect of the gratuity benefit scheme is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value.

The present value of the obligation under such defined benefit plan is determined based on actuarial valuation by an independent actuary, 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.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government securities as at the Balance Sheet date.

Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets [excluding interest] and the effect of the asset ceiling [if any, excluding interest], are recognised immediately in Other Comprehensive Income. Net interest expense [income] on the net defined liability [assets] is computed by applying the discount rate, used to measure the net defined liability [asset], to the net defined liability [asset] at the start of the financial year after taking into account any changes as a result of contribution and benefit payments during the year. Net interest expense and other expenses related to defined benefit plans are recognised in Statement of Profit and Loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in Statement of Profit and Loss. The Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

Actuarial gains/losses are recognized in the other comprehensive income.

## 2.21 Income Taxes

### Current Tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates [and tax laws] enacted or substantively enacted by the reporting date

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Minimum alternative tax [MAT] credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay income tax higher than that computed under MAT, during the year that MAT is permitted to be set off under the Income Tax Act, 1961 [specified year]. In the year, in which the MAT credit becomes eligible to be

## Notes forming part of the Financial Statements

recognized as an asset the said asset is created by way of a credit to the Statement of profit and loss and shown as MAT credit entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay income tax higher than MAT during the specified year.

### Deferred Tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized. The company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. The income tax provision for the interim period is made based on the best estimate of the annual average tax rate expected to be applicable for the full financial year.

### 2.22 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

For cash and other liquid assets, the fair value is assumed to approximate to book value, given the short term nature of these instruments. For those items with a stated maturity exceeding twelve months, fair value is calculated using a discounted cash flow methodology.

A fair value measurement of a non-financial asset considers a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

- Level 1 – Quoted [unadjusted] market prices in active markets for identical assets or liabilities
- Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation [based on the lowest level input that is significant to the fair value measurement as a whole] at the end of each reporting period.

For the purpose of fair value disclosures, the company has determined classes of assets and liabilities based on the

## Notes forming part of the Financial Statements

nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

### 2.23 Current and non-current classification

The Company presents assets and liabilities in statement of financial position based on current/non-current classification. The Company has presented non-current assets and current assets before equity, non-current liabilities and current liabilities in accordance with Schedule III, Division II of Companies Act, 2013 notified by MCA.

An asset is classified as current when it is:

- a] Expected to be realised or intended to be sold or consumed in normal operating cycle,
- b] Held primarily for the purpose of trading,
- c] Expected to be realised within twelve months after the reporting period, or
- d] Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current when it is:

- a] Expected to be settled in normal operating cycle,
- b] Held primarily for the purpose of trading,
- c] Due to be settled within twelve months after the reporting period, or
- d] There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Deferred tax assets and liabilities are classified as non-current assets and liabilities. The Company has identified twelve months as its normal operating cycle.

### 2.24 Recent accounting developments

#### Standards issued but not yet effective:

In March 2019, the Ministry of Corporate Affairs [MCA] issued the Companies [Indian Accounting Standards] Amendment Rules, 2019 and Companies [Indian Accounting Standards] Second Amendment Rules, 2019, notifying Ind AS 116 'Leases' and amendments to certain IND AS. The Standard / amendments are applicable to the Company with effect from April 1, 2019.

The MCA has notified below IND AS / amendments:

- a] Amendments to Ind AS 12, Income Taxes
- b] Amendments to Ind AS 19, Employee Benefits
- c] Amendments to Ind AS 23, Borrowing Costs
- d] Amendments to Ind AS 28, Investments to Associates and Joint Ventures
- e] Amendments to Ind AS 103, Business Combinations
- f] Amendments to Ind AS 109, Financial Instruments
- g] Amendments to Ind AS 111, Joint Arrangements
- h] Newly notified Ind AS 116, Leases

Based on Preliminary work, the Company does not expect these amendments to have any significant impact on its Financial Statements.

# Notes forming part of the Financial Statements

## NOTE 3 : PROPERTY, PLANT & EQUIPMENT AND OTHER INTANGIBLE ASSETS

[₹ in Lakhs]

Particulars	Tangible Assets									Intangible Assets		Capital Work in Progress	Grand Total
	Freehold land #	Buildings	Leasehold Improvements	Plant and machinery @	Office equipments	Vehicles	Furniture and fixtures	Computers	Total	Computer Software	Total		
<b>a) Gross Block</b>													
<b>As at March 31, 2018</b>	<b>309.59</b>	<b>1,621.70</b>	<b>88.87</b>	<b>6,204.29</b>	<b>67.31</b>	<b>197.10</b>	<b>205.98</b>	<b>58.09</b>	<b>8,752.93</b>	<b>17.35</b>	<b>17.35</b>	<b>85.64</b>	<b>8,855.92</b>
Additions during the year	—	53.30	—	331.32	2.86	38.83	0.52	2.23	429.06	37.79	37.79	—	466.85
Deletions / Adjustments during the year	—	—	—	[334.50]	[0.91]	[24.80]	—	—	[360.21]	—	—	[39.80]	[400.01]
<b>As at March 31, 2019</b>	<b>309.59</b>	<b>1,675.00</b>	<b>88.87</b>	<b>6,201.11</b>	<b>69.26</b>	<b>211.13</b>	<b>206.50</b>	<b>60.32</b>	<b>8,821.78</b>	<b>55.14</b>	<b>55.14</b>	<b>45.84</b>	<b>8,922.76</b>
<b>b) Depreciation and amortisation</b>													
<b>As at March 31, 2018</b>	<b>—</b>	<b>154.69</b>	<b>21.94</b>	<b>1,797.55</b>	<b>35.77</b>	<b>38.66</b>	<b>53.90</b>	<b>21.98</b>	<b>2,124.49</b>	<b>4.61</b>	<b>4.61</b>	<b>—</b>	<b>2,129.10</b>
Charge for the year	—	79.37	10.97	914.98	14.59	29.09	25.83	19.92	1,094.75	8.20	8.20	—	1,102.95
Deletions / Adjustments during the year	—	—	—	[211.07]	[0.29]	[2.89]	—	—	[214.25]	—	—	—	[214.25]
<b>As at March 31, 2019</b>	<b>—</b>	<b>234.06</b>	<b>32.91</b>	<b>2,501.46</b>	<b>50.07</b>	<b>64.86</b>	<b>79.73</b>	<b>41.90</b>	<b>3,004.99</b>	<b>12.81</b>	<b>12.81</b>	<b>—</b>	<b>3,017.80</b>
<b>c) Net book value</b>													
<b>As at March 31, 2019</b>	<b>309.59</b>	<b>1,440.94</b>	<b>55.96</b>	<b>3,699.65</b>	<b>19.19</b>	<b>146.27</b>	<b>126.77</b>	<b>18.42</b>	<b>5,816.79</b>	<b>42.33</b>	<b>42.33</b>	<b>45.84</b>	<b>5,904.96</b>
<b>As at March 31, 2018</b>	<b>309.59</b>	<b>1,467.01</b>	<b>66.93</b>	<b>4,406.74</b>	<b>31.54</b>	<b>158.44</b>	<b>152.08</b>	<b>36.11</b>	<b>6,628.44</b>	<b>12.74</b>	<b>12.74</b>	<b>85.64</b>	<b>6,726.82</b>

@ Depreciation on Plant and Machinery amounting to ₹ 4.73 lakhs [As at March 31, 2018 : ₹ 4.71 lakhs] have been added to the Cost of Moulds.

@ Arising out of physical verification of the Moulds during the year, the company has adjusted from the Property, Plant and Equipment, Assets having Gross block ₹ 334.50 lakhs, Accumulated depreciation ₹ 177.76 lakhs and written down value of ₹ 156.74 lakhs . The written down value of the said moulds have been written off to the statement of Profit and loss and disclosed under Note 31 of financial statements as a part of loss on sale / discard of Property, Plant & Equipment. Similarly, the Company has adjusted an accumulated depreciation of ₹ 33.31 Lakhs on account of excess depreciation charged on Moulds in earlier financial years and the effect of the same is disclosed under Note 25 of the financial statements as a part of Other Miscellaneous Income.

# Freehold land includes a plot of Land for 7,492 sq. meters having Gross Block and Net Block of Rs.15.19 Lakhs which is in the process of being registered in the name of the Company. Disclosure of estimated amount of contracts remaining to be executed for the acquisition of Property, Plant and Equipment [Refer Note 33]. For Property, Plant and Equipment pledged as security refer to Note 14 and Note 18.

# Notes forming part of the Financial Statements

Particulars	[₹ in Lakhs]	
	As at March 31, 2019	As at March 31, 2018
<b>NOTE 4</b>		
<b>Investments measured at Cost</b>		
<b>Unquoted Fully Paid up</b>		
<b>Equity Instruments</b>		
<b>Investment in Jointly Controlled Entity</b>		
Haldyn Heinz Fine Glass Private Limited	3,175.00	2,750.00
[79,37,500 Equity shares of ₹ 10 each fully paid up]		
[As at March 31, 2018 : 68,75,000 Equity Shares of ₹ 10 each fully paid up]		
<b>Investments measured at Fair Value through Other Comprehensive Income [FVTOCI]</b>		
<b>Quoted Fully Paid up</b>		
<b>A) Equity Instruments</b>		
<b>IDBI Bank Limited</b>	0.97	1.50
[2,080 Equity Shares of ₹ 10 each]		
[As at March 31, 2018 : 2,080 Equity Shares of ₹ 10 each]		
<b>F.D.C Limited</b>	66.46	99.58
[40,000 Equity Shares of ₹ 1 each]		
[As at March 31, 2018 : 40,000 Equity Shares of ₹ 1 each]		
<b>IPCA Laboratories Limited</b>	147.28	98.35
[15,000 Equity Shares of ₹ 2 each]		
[As at March 31, 2018 : 15,000 Equity Shares of ₹ 2 each]		
<b>Larsen &amp; Toubro Limited</b>	41.56	39.33
[3,000 Equity Shares of ₹ 2 each]		
[As at March 31, 2018 : 3,000 Equity Shares of ₹ 2 each]		
<b>B. Mutual Fund Investments [Refer Note No. 42.1]</b>		
<b>Axis Regular Savings Fund*</b>	205.49	191.36
[11,29,695.031 units of ₹ 18.19 each]		
[As at March 31, 2018 : 11,29,695.031 units of ₹ 16.94 each]		
<b>Total</b>	<b>3,636.76</b>	<b>3,180.12</b>
Aggregate Book Value of Quoted Investments	211.06	211.06
Aggregate Market Value of Quoted Investments	461.76	430.12
Aggregate Book Value of Unquoted Investments	3,175.00	2,750.00

\*This includes ₹ 156.50 lakhs made out of amount received by virtue of order of Hon'ble Additional Chief Magistrate as interim custody [Refer Note 42.1]



## Notes forming part of the Financial Statements

Particulars	[₹ in Lakhs]	
	As at March 31, 2019	As at March 31, 2018
<b>Category wise non current investment</b>		
Financial assets measured at cost	3,175.00	2,750.00
Financial assets measured at fair value through other comprehensive income	461.76	430.12
Financial assets measured at fair value through profit & loss account	—	—
<b>Total</b>	<b>3,636.76</b>	<b>3,180.12</b>
*This includes ₹ 156.50 lakhs made out of amount received by virtue of order of Hon'ble Additional Chief Magistrate as interim custody [Refer Note 42.1]		
<b>NOTE 5</b>		
<b>LOANS</b>		
Loans Receivables considered good - Secured	—	—
Loans Receivables considered good - Unsecured		
— Security Deposits - Related Party	134.52	149.58
Loans Receivables which have significant increase in Credit Risk	—	—
Loans Receivables - Credit Impaired	—	—
<b>Total</b>	<b>134.52</b>	<b>149.58</b>
<b>NOTE 6</b>		
<b>OTHER NON-CURRENT ASSETS</b>		
<b>[Unsecured, Considered Good]</b>		
Capital Advances	14.95	34.37
Security Deposits - Others	225.20	226.99
Prepaid Expenses	20.61	5.49
<b>Total</b>	<b>260.76</b>	<b>266.85</b>
<b>NOTE 7</b>		
<b>INVENTORIES</b>		
Raw Materials	377.74	372.02
Work-in-Progress	44.28	33.80
Finished Goods	1,516.46	1,793.26
Packing Material, Stores and Spares	328.88	364.66
<b>Total</b>	<b>2,267.36</b>	<b>2,563.74</b>

Inventories are hypothecated as security for the working capital facilities.

# Notes forming part of the Financial Statements

Particulars	[₹ in Lakhs]	
	As at March 31, 2019	As at March 31, 2018
<b>NOTE 8</b>		
<b>TRADE RECEIVABLES</b>		
Trade Receivables considered good - Secured		
Trade Receivables considered good - Unsecured *	5,037.40	3,467.70
Trade Receivables which have significant increase in Credit Risk	—	—
Trade Receivables - Credit Impaired *	258.76	123.66
Less: Provision for Bad and Doubtful Debts	[258.76]	[123.66]
<b>Total</b>	<b>5,037.40</b>	<b>3,467.70</b>

\* Receivable from related party ₹ 246.00 lakhs [As at March 31, 2018 : ₹ 88.84 lakhs]

Trade receivables hypothecated as Security for the Working Capital Facilities

The fair values of trade receivables are not considered to be significantly different from their carrying values, given their generally short period to maturity, with impairment reviews considered on an individual basis rather than when they become overdue.

<b>NOTE 9</b>		
<b>CASH AND BANK BALANCES</b>		
<b>Cash and Cash equivalents</b>		
Cash on hand	3.02	6.04
Balance with Banks		
– In Current Accounts	35.61	376.54
– Fixed Deposits with Banks	400.00	15.46
<b>Other Bank Balances</b>		
<b>Earmarked Balance with Banks</b>		
– In Unpaid Dividend Accounts	41.92	45.78
– Balance with Bank		
– Fixed Deposit with bank for maturity period less than 12 months	756.87	54.06
<b>Total</b>	<b>1,237.42</b>	<b>497.88</b>

## Notes forming part of the Financial Statements

[₹ in Lakhs]

Particulars	As at March 31, 2019	As at March 31, 2018
<b>NOTE 10</b>		
<b>OTHER FINANCIAL ASSETS</b>		
<b>[Unsecured, Considered Good]</b>		
Interest Accrued on deposits	27.77	13.43
Other Advances recoverable in Cash or in kind or for value to be received*	165.32	155.92
Exports License Benefit	102.66	10.60
Margin Money	—	6.47
<b>[Unsecured, Considered Doubtful]</b>		
Other Advances recoverable in Cash or in kind or for value to be received	147.37	147.37
Less: Provision for Bad and Doubtful Debts	[147.37]	[147.37]
	—	—
<b>Total</b>	<b>295.75</b>	<b>186.42</b>
*Receivable from related parties ₹ 126.67 lakhs [ As at March 31, 2018 : ₹ 122.46 Lakhs]		
<b>NOTE 11</b>		
<b>OTHER CURRENT ASSETS</b>		
<b>[Unsecured, Considered Good]</b>		
Other Advances recoverable in Cash or in kind or for value to be received	5.57	17.58
Prepaid Expenses	16.21	18.52
Balance with Government Authorities	19.28	187.72
Assets Held in Trust [Refer Note No. 42.1]	61.97	61.97
<b>[Unsecured, Considered Doubtful]</b>		
Other Advances recoverable in Cash or in kind or for value to be received	118.06	133.07
Less: Provision for Bad and Doubtful Debts	[118.06]	[133.07]
	—	—
<b>Total</b>	<b>103.03</b>	<b>285.79</b>
<b>NOTE 12</b>		
<b>SHARE CAPITAL</b>		
<b>Authorised :</b>		
15,00,00,000 Equity Shares of ₹ 1 each	1,500.00	1,500.00
[As at March 31, 2018 : 15,00,00,000 Equity shares of ₹ 1 each]		
<b>Issued, Subscribed and Paid Up :</b>		
5,37,51,700 Equity Shares of ₹ 1 each	537.52	537.52
[As at March 31, 2018 : 5,37,51,700 Equity Shares of ₹ 1 each]		
<b>Total</b>	<b>537.52</b>	<b>537.52</b>

## Notes forming part of the Financial Statements

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

Particulars	As at March 31, 2019		As at April 1, 2018	
	No. of Shares	₹ in Lakhs	No. of Shares	₹ in Lakhs
<b>No. of Shares at the beginning of the year</b>	<b>53751700</b>	<b>537.52</b>	53751700	537.52
Add : Issue of Shares during the year	—	—	—	—
Less: Shares Bought back during the year	—	—	—	—
<b>No. of Shares at the end of the year</b>	<b>53751700</b>	<b>537.52</b>	53751700	537.52

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

Particulars	As at March 31, 2019		As at April 1, 2018	
	No. of Shares	₹ in Lakhs	No. of Shares	₹ in Lakhs
— Haldyn Corporation Limited	<b>26621150</b>	<b>49.53%</b>	26576255	49.44%

### c. Terms and Rights attached to equity shares

- [i] The Company has only one class of Equity Shares having a par value of Re 1 per share. Each holder of Equity Shares is entitled to one vote per share.
- [ii] They are entitled to dividend if proposed by the Board of Directors and approved by the shareholders in the ensuing Annual General Meeting.
- [iii] 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.

[₹ in Lakhs]

Particulars	As at March 31, 2019	As at March 31, 2018
<b>NOTE 13</b>		
<b>OTHER EQUITY</b>		
Refer Statement of Changes in Equity for detailed movement in Other Equity balance.		
<b>1. Summary of Other Equity Balance</b>		
[a] Capital Redemption Reserve	<b>82.00</b>	82.00
[b] Securities Premium	<b>592.75</b>	592.75
[c] General Reserve	<b>5,160.09</b>	4,960.09
Add: Transferred from surplus in Statement of Profit and loss	—	200.00
Sub - Total	<b>5,160.09</b>	5,160.09
[d] Retained Earnings		
As at Beginning of the year	<b>7,116.20</b>	7,024.80
Add : Profit for the year	<b>1,213.12</b>	647.22
Less: Final Equity Dividend payment	<b>[161.26]</b>	[295.64]
Less: Dividend Distribution Tax	<b>[33.14]</b>	[60.18]
Less: Transfer to General Reserves	—	[200.00]
Sub - Total	<b>8,134.92</b>	<b>7,116.20</b>
[e] Other Comprehensive Income [OCI]		
As at Beginning of the year	<b>254.54</b>	231.52
Add : Movements in OCI [net] during the year	<b>29.20</b>	23.02
Sub - Total	<b>283.74</b>	<b>254.54</b>
<b>Grand Total [a + b + c + d + e]</b>	<b>14,253.50</b>	<b>13,205.58</b>

## Notes forming part of the Financial Statements

### 2. Nature and purpose of reserves

#### [i] Capital Redemption Reserve

The Company has recognised Capital Redemption Reserve on redemption of Cumulative Redeemable Preference Shares from its retained earnings. The amount in Capital Redemption Reserve is equal to nominal amount of the Preference Shares redeemed.

#### [ii] Securities Premium

Securities premium account comprises of premium on issue of shares. The reserve will be utilised in accordance with the specific provision of the Companies Act, 2013.

#### [iii] General Reserve

The General reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the General reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the General Reserve will not be reclassified subsequently to the statement of profit and loss. Mandatory transfer to general reserve is not required under the Companies Act, 2013.

#### [iv] Retained Earnings

Retained Earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

Particulars	[₹ in Lakhs]	
	As at March 31, 2019	As at March 31, 2018
<b>NOTE 14</b>		
<b>BORROWINGS</b>		
<b>Secured</b>		
Vehicle Loans from Banks	22.90	28.73
Less: Current Maturities of Loan [Refer Note 20]	[9.72]	[17.78]
<b>Total</b>	<b>13.18</b>	<b>10.95</b>
<b>Nature of Security and terms of payment for Loans.</b>		
Secured loans from Banks consisted of three loans for acquisition of Vehicles which are secured by hypothecation of respective vehicle. The loan is for a period of 3 years and carries interest rate ranging from 8.39% to 9.46%.		
<b>Repayment details are as under:</b>		
– FY 2018-19	–	17.78
– FY 2019-20	9.72	8.25
– FY 2020-21	8.29	2.70
– FY 2021-22	4.89	–
<b>Total</b>	<b>22.90</b>	<b>28.73</b>
<b>NOTE 15</b>		
<b>PROVISIONS</b>		
Provision for Employees Benefits -Gratuity & Leave Encashment *	211.17	260.90
<b>Total</b>	<b>211.17</b>	<b>260.90</b>

\* The company has provided ₹ 50.12 lakhs [As at March 31, 2018 : ₹ 50.12 lakhs] on account of leave encashment and ₹ 10 lakhs [As at March 31, 2018 : ₹ 10 lakhs] on account of gratuity over and above the liabilities derived from actuarial valuation as shown in Note 37

# Notes forming part of the Financial Statements

[₹ in Lakhs]

Particulars	Balance Sheet		Statement of profit and loss & other comprehensive income	
	As at March 31, 2019	As at March 31, 2018	For the year ended March 31, 2019	For the year ended March 31, 2018
			Expense / [Income]	
<b>NOTE 16</b>				
<b>DEFERRED TAX LIABILITIES [NET]</b>				
<b>Deferred Tax Liability:</b>				
Property Plant and Equipments	580.99	878.05	[297.07]	[138.42]
Other temporary differences - Prepaid Rentals	6.00	1.90	4.10	[3.87]
<b>Sub Total</b>	<b>586.99</b>	<b>879.95</b>	<b>[292.97]</b>	<b>[142.29]</b>
<b>Deferred Tax Assets:</b>				
Disallowances for Post retirement benefits and other employee benefits	107.73	138.58	30.86	[22.25]
Provisions for advances and bad debts	64.83	30.29	[34.54]	[0.75]
Other temporary differences - Unwinding of Security Deposits	6.26	2.22	[4.04]	4.22
<b>Sub Total</b>	<b>178.82</b>	<b>171.09</b>	<b>[7.72]</b>	<b>[18.78]</b>
<b>Net deferred tax liability</b>	<b>408.17</b>	<b>708.86</b>	<b>[300.69]</b>	<b>[161.07]</b>
<b>Deferred tax expense / [income]</b>			<b>[300.69]</b>	<b>[161.07]</b>
– Recognised in statement of profit and loss			[299.68]	[154.45]
– Recognised in statement of other comprehensive income			[1.01]	[6.62]

[₹ in Lakhs]

Particulars	As at March 31, 2019	As at March 31, 2018
<b>NOTE 17</b>		
<b>OTHER NON-CURRENT LIABILITIES</b>		
Security Deposits from Customers & Others	215.77	194.62
<b>Total</b>	<b>215.77</b>	<b>194.62</b>
<b>NOTE 18</b>		
<b>BORROWINGS</b>		
<b>Secured Loans</b>		
Loans Repayable on demand		
– Working Capital Loans from Banks \$	729.82	254.66
<b>Total</b>	<b>729.82</b>	<b>254.66</b>

\$ Working Capital facilities from bank are secured by hypothecation of entire current assets of the company present & future, on pari passu basis along with a second charge on the entire fixed assets of the company.

\$ Working capital carry a interest rate ranging from 0.8 % to 1.75% above bank base rate payable on monthly rest.

## Notes forming part of the Financial Statements

[₹ in Lakhs]

Particulars	As at March 31, 2019	As at March 31, 2018
<b>NOTE 19</b>		
<b>TRADE PAYABLES</b>		
<b>[a] Total outstanding dues of Micro and Small Enterprises</b>		
Total payables for Goods		
Total outstanding dues of Micro Enterprises and Small Enterprises	27.52	36.17
<b>Total</b>	<b>27.52</b>	<b>36.17</b>
<b>[b] Total outstanding dues of creditors other than Micro and Small Enterprises</b>		
Total payables for Goods & Services		
Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises \$	1,187.71	1,077.86
<b>Total</b>	<b>1,187.71</b>	<b>1,077.86</b>

\$ Includes payable to related party ₹ 194.72 lakhs [As at March 31, 2018 : ₹ 123.78 lakhs]

Micro and Small Enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 [MSMED 2006] have been determined based on the information as available with the Company and the details of amount outstanding due to them are as given below:

[₹ in Lakhs]

Particulars	As at March 31, 2019	As at March 31, 2018
<b>[a] Principal amount outstanding</b>	<b>27.52</b>	36.17
<b>[b] Interest due thereon</b>	—	—
<b>[c] Interest paid by the Company in terms of Section 16 of MSMED 2006, alongwith amount of the payment made to the suppliers beyond the appointed day during the year .</b>	—	—
<b>[d] Interest due and payable for the period of delay in making payment [which has been paid but beyond the appointed day during the year] but without adding the interest specified under MSMED 2006.</b>	—	—
<b>[e] Interest accrued and remaining unpaid</b>	—	—
<b>[f] Further interest remaining due and payable in the succeeding years until such date when the interest dues as above are actually paid to the small enterprises</b>	—	—
<b>Total</b>	<b>27.52</b>	36.17

[₹ in Lakhs]

Particulars	As at March 31, 2019	As at March 31, 2018
<b>NOTE 20</b>		
<b>OTHER CURRENT LIABILITIES</b>		
Current Maturities of Loans [Refer Note 14]	9.72	17.78
Unpaid Dividends @	41.92	45.68
Sundry Creditor for Expenses	431.78	221.59
Other Payables # *	370.08	401.80
<b>Total</b>	<b>853.50</b>	<b>686.85</b>

@ There are no amounts due for payments to the Investors Education and Protection Fund at the year end.

# Other payable represent liability towards outstanding expenses, employees payables and creditors for other outstanding liabilities.

\* Other payables includes ₹ 248.37 lakhs [As at March 31, 2018 : ₹ 248.37 lakhs] on account of amount received by virtue of order of Hon'ble Additional Chief Magistrate, Mumbai. Refer Note No. 42.1





## Notes forming part of the Financial Statements

Particulars	[₹ in Lakhs]	
	As at March 31, 2019	As at April 1, 2018
<b>NOTE 21</b>		
<b>OTHER CURRENT LIABILITIES</b>		
Advance From Customers	127.31	72.83
Statutory Liabilities	191.17	177.03
<b>Total</b>	<b>318.48</b>	<b>249.86</b>
<b>NOTE 22</b>		
<b>PROVISIONS</b>		
Provision for Employee Benefits - Gratuity and Leave Encashment	98.83	77.52
Provision for Sales Tax	22.79	22.79
<b>Total</b>	<b>121.62</b>	<b>100.31</b>
<b>NOTE 23</b>		
<b>CURRENT TAX LIABILITIES</b>		
Wealth Tax	—	0.76
<b>Total</b>	<b>—</b>	<b>0.76</b>

## Notes forming part of the Financial Statements

[₹ in Lakhs]

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
<b>NOTE 24</b>		
<b>REVENUE FROM OPERATIONS</b>		
Sale of Products	22,113.69	16,472.42
Other Operating Revenues*	181.57	477.44
<b>Total</b>	<b>22,295.26</b>	<b>16,949.86</b>
*Represents sale of scrap and other sundry materials		
<b>NOTE 25</b>		
<b>OTHER INCOME</b>		
Interest on Fixed Deposits	36.07	18.74
Dividend on Equity Investments	0.99	1.47
Foreign Exchange Gain	60.95	—
Other Miscellaneous Income*	197.07	484.29
Unwinding of discount on Security Deposits	9.78	12.19
<b>Total</b>	<b>304.86</b>	<b>516.69</b>
*Includes sundry balances / provisions no longer required written back ₹ 71.98 lakhs [Previous Year: ₹ 144.38 lakhs]		
<b>NOTE 26</b>		
<b>COST OF MATERIALS CONSUMED</b>		
Opening Stock of materials	372.02	269.18
Add: Purchases of materials	7,282.43	5,102.52
Less: Closing Stock of materials	[377.74]	[372.02]
<b>Total</b>	<b>7,276.71</b>	<b>4,999.68</b>
<b>Product-wise Summary of Material Consumed</b>		
Cullet	3,113.54	1,978.69
Minerals	1,024.60	922.09
Chemicals	3,138.57	2,098.90
<b>Total</b>	<b>7,276.71</b>	<b>4,999.68</b>
<b>NOTE 27</b>		
<b>PURCHASES OF STOCK-IN-TRADE</b>		
Store Material	4.96	24.67
<b>Total</b>	<b>4.96</b>	<b>24.67</b>
<b>NOTE 28</b>		
<b>CHANGES IN INVENTORY OF FINISHED GOODS AND WORK IN PROGRESS</b>		
<b>[A] At the end of the year</b>		
[i] Finished Goods	1,516.50	1,793.26
[ii] Work-in-Progress	44.28	33.80
<b>Total [A]</b>	<b>1,560.74</b>	<b>1,827.06</b>
<b>[B] At the beginning of the year</b>		
[i] Finished Goods	1,793.26	2,546.24
[ii] Work-in-Progress	33.80	33.91
<b>Total [B]</b>	<b>1,827.06</b>	<b>2,580.15</b>
<b>Total [B-A]</b>	<b>266.32</b>	<b>753.09</b>

# Notes forming part of the Financial Statements

[₹ in Lakhs]

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
<b>NOTE 29</b>		
<b>EMPLOYEE BENEFITS EXPENSE</b>		
Salaries, Wages, Bonus and Allowances	1,206.07	1,370.02
Directors' Remuneration	264.97	253.72
Contribution to Provident Fund and Other Funds	88.98	88.97
Expenses related to post employment defined benefit plan - Gratuity	67.42	54.22
Employees welfare and other amenities	70.56	75.16
<b>Total</b>	<b>1,698.00</b>	<b>1,842.09</b>
<b>NOTE 30</b>		
<b>FINANCE COSTS</b>		
Interest on Borrowings	20.43	19.33
Other Borrowing Costs	1.10	0.83
<b>Total</b>	<b>21.53</b>	<b>20.16</b>
<b>NOTE 31</b>		
<b>OTHER EXPENSES</b>		
<b>[a] Manufacturing Expenses</b>		
Consumption of Raw Material, Packing Material, Stores and Spare Parts	2,803.51	2,225.36
Power and Fuel	4,588.22	2,745.44
Repairs to Machinery	207.19	175.94
Repairs to Buildings	48.32	52.70
Other Manufacturing Expenses - Labour Charges / Freight etc	772.95	712.55
<b>Sub-Total</b>	<b>8,420.19</b>	<b>5,911.99</b>
<b>[b] Selling and Distribution Expenses</b>		
Sales Promotion and Advertisement Expenses	35.51	27.98
Brokerage, Discount and Commission	3.50	1.72
Carriage Outwards	696.68	651.39
Royalty	226.99	168.89
Other Selling and Distribution Expenses	161.65	76.63
<b>Sub-Total</b>	<b>1,124.33</b>	<b>926.61</b>

## Notes forming part of the Financial Statements

[₹ in Lakhs]

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
<b>[c] Administrative and General Expenses</b>		
Rent	131.33	131.02
Rates, Taxes and Fees	8.23	33.90
Insurance	27.19	40.05
Auditors Remuneration:		
– Audit Fees	15.50	13.00
– Tax Audit Fees	2.50	2.50
– Other Services	–	8.50
– Out of Pocket Expense	0.48	1.27
Director's Sitting Fees	8.55	9.05
Travelling and Conveyance	58.62	77.92
Legal and Professional Charges	281.67	261.07
Repair & Maintenance - Others	70.70	55.26
Loss on sale / discard of Property, Plant & Equipments	162.19	-
Donation	29.32	5.97
Corporate Social Responsibility Expenses [Refer Note 36]	24.79	35.83
Bank Charges	28.53	33.47
Miscellaneous Expenses	141.20	120.90
Provision for Expected Credit Losses	135.10	2.15
<b>Sub-Total</b>	<b>1,125.90</b>	<b>831.86</b>
<b>Total [a+b+c]</b>	<b>10,670.42</b>	<b>7,670.46</b>
<b>NOTE 32</b>		
<b>BASIC AND DILUTED EARNINGS PER EQUITY SHARE</b>		
For the purpose of calculation of Basic and Diluted Earnings Per Share, the following amounts are considered :		
Profit Attributable to Equity Shareholders	1,213.12	647.22
<b>Total</b>	<b>1,213.12</b>	<b>647.22</b>
<b>[a] Weighted Average No. of Equity Shares Outstanding during the year</b>		
– For Basic EPS	53,751,700	53,751,700
– For Diluted EPS	53,751,700	53,751,700
<b>[b] Earnings Per Share</b>		
– Basic EPS [in ₹]	2.26	1.20
– Diluted EPS [in ₹]	2.26	1.20
– Face Value Per Equity Share [in ₹]	1	1
<b>[c] Reconciliation between number of shares used for calculating basic and diluted earnings per share</b>		
– No. of Shares used for calculating Basic EPS	53,751,700	53,751,700
– Add: Potential Equity Shares	–	–
– No. of Shares used for calculating Diluted EPS	53,751,700	53,751,700

## Notes forming part of the Financial Statements

[₹ in Lakhs]

	As at March 31, 2019	As at April 1, 2018
<b>NOTE 33</b>		
<b>CONTINGENT LIABILITIES [AS CERTIFIED BY MANAGEMENT AND TO THE EXTENT AVAILABLE FROM THE RECORD]</b>		
Estimated amount of Contracts remaining to be Executed on Capital Account	<b>11.46</b>	—
Letter of Credits outstanding & Bank Guarantees	<b>836.61</b>	414.51
Sales Tax Demand #	<b>467.34</b>	467.34
Demand for Income Tax appealed by the Company #	<b>455.36</b>	455.36
Claims against company not acknowledged as debts *	—	—
Labour Law Cases / Other Court Cases \$	<b>34.60</b>	30.00

# 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.

\$ Estimated amount for cases under labour court.

Note: Future cash outflows, if any, in respect of matters stated above is dependent upon the outcome of judgments / decisions etc.

### NOTE 34

#### RELATED PARTY DISCLOSURES

Related party disclosures in accordance with the requirements of IndAS 24 are as given below :

##### A. Relationships

**Category I : Enterprise owned or significant influenced by key managerial personnel and their relatives**

Haldyn Corporation Limited

**Category II : Jointly Controlled Entity**

Particulars	Country of incorporation	% of equity interest	
		As at March 31, 2019	As at March 31, 2018
Haldyn Heinz Fine Glass Private Limited	India	50%	50%
<b>Category III : Key Management Personnel and their Relatives</b>			
Mr. Narendra D. Shetty	Executive Chairman		
Mr. Tarun N. Shetty	Managing Director		
Mr. Rohan Y. Ajila	Director		
Mr. Ganesh P. Chaturvedi	Chief Financial Officer		
Mr. Anwar A. Lambay	Company Secretary		
Mrs. Vinita R. Ajila	Relative of Director		
Mrs. Shakuntala N. Shetty	Relative of Director		
Mrs. Sadhana G. Chaturvedi	Relative of Chief Financial Officer		

# Notes forming part of the Financial Statements

## B. Transactions with the related parties

[₹ in Lakhs]

Sr. No.	Transactions	Name of Related Parties	Category	As at March 31, 2019	As at March 31, 2018
1.	Sales of Goods \$	Haldyn Corporation Limited	Category I	4.75	29.44
	[Net of sales return]	Haldyn Heinz Fine Glass Private Limited	Category II	13.30	0.14
2.	Rendering of Services	Haldyn Heinz Fine Glass Private Limited	Category II	90.02	105.57
	[Misc. Income]				
3.	Reimbursement of Expenses [received]	Haldyn Heinz Fine Glass Private Limited	Category II	5.67	—
	[Misc. Income]				
4.	Purchases \$	Haldyn Corporation Limited	Category I	2,226.17	1,831.43
	[Net of purchase return]	Haldyn Heinz Fine Glass Private Limited	Category II	53.88	13.42
5.	Royalty #	Haldyn Corporation Limited	Category I	226.99	168.89
6.	Motor Car Hire Charges	Mrs. Sadhana G. Chaturvedi	Category III	3.60	3.60
7.	Rent #	Haldyn Corporation Limited	Category I	81.55	81.62
		Mr. Tarun N. Shetty	Category III	49.33	49.36
8.	Directors Remuneration @	Mr. Narendra D. Shetty	Category III	132.93	128.09
		Mr. Tarun N. Shetty	Category III	132.04	125.63
9.	Employee Remuneration @	Mr. Ganesh P. Chaturvedi	Category III	44.01	35.59
		Mr. Anwar A. Lambay	Category III	9.85	9.31
10.	Reimbursement of Expenses [paid]	Haldyn Corporation Limited	Category I	7.27	7.51
11.	Board Meeting Fees & Out of Pocket Exps	Mr. Rohan Y. Ajila	Category III	1.00	0.75
12.	Investment in Equity shares of Jointly controlled entity [including security premium]	Haldyn Heinz Fine Glass Private Limited	Category II	425.00	750.00

\$ Exclusive of Excise Duty and Sales Tax/Goods & Services Tax.

# Exclusive of Service Tax/Goods & Services 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

[₹ in Lakhs]

Sr. No.	Compensation paid to Key Management Personnel	For the year ended March 31, 2019	For the year ended March 31, 2018
1.	Short-term employee benefits	318.83	298.62
	<b>Total</b>	<b>318.83</b>	<b>298.62</b>

## Notes forming part of the Financial Statements

### C. Balances due from/to the related parties:

₹ in Lakhs

Sr. No.	Transactions	Name of Related Parties	Category	As at March 31, 2019	As at March 31, 2018
1.	Security Deposits	Haldyn Corporation Limited	Category I	117.29	133.76
		Mr. Tarun N. Shetty	Category III	17.23	15.82
2.	Investment in Equity Shares	Haldyn Heinz Fine Glass Private Ltd	Category II	3,175.00	2,750.00
3.	Other Financial Assets	Haldyn Corporation Limited	Category I	20.65	26.31
	[Advances Receivables]	Haldyn Heinz Fine Glass Private Limited	Category II	106.02	96.15
4.	Trade Receivables	Haldyn Heinz Fine Glass Private Limited	Category II	246.00	88.84
5.	Trade Payables	Haldyn Corporation Limited	Category I	193.65	123.78
		Haldyn Heinz Fine Glass Private Limited	Category II	1.07	—

#### NOTE 35

##### Disclosures related to assets taken on operating lease

The company procures office premises and vehicles on lease rentals under operating leases. The initial tenure of lease is generally between 12 to 60 months.

₹ in Lakhs

Sr. No.	Particulars	Vehicle	Office Building
1	<b>The total future minimum lease rentals payable at the Balance Sheet date</b>		
	a. For a period not later than one year	3.60	127.20
		[2.40]	[107.40]
	b. For a period later than one year not later than five years	—	174.60
		—	[84.00]
	c. For a period later than five years	—	—
		—	—
2	<b>Lease rental recognized in Statement of Profit and Loss</b>	3.60	131.33
		[3.60]	[131.02]

Figures in brackets represents those of previous financial year 2017-18.





## Notes forming part of the Financial Statements

[₹ in Lakhs]

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
<b>NOTE 36</b>		
<b>Corporate Social Responsibility [CSR] expenditure:</b>		
[a] CSR amount required to be spent as per Section 135 of the Companies Act, 2013 read with Schedule VII thereof by the company during the year is ₹ 24.76 Lakhs [Previous Year ₹ 35.99 Lakhs].		
[b] Expenditure related to Corporate Social Responsibility is ₹ Nil [Previous Year ₹ 0.16 lakhs] remained unspent.		
<b>Details of expenditure towards CSR as shown in Note 31 is given below:</b>		
Eradicating hunger, poverty and malnutrition	—	2.08
Promoting preventive health care	3.00	11.50
Contribution to the Prime Minister's National Relief Fund	15.00	—
Rural development projects	5.29	—
Promoting education	1.50	22.25
<b>Total</b>	<b>24.79</b>	<b>35.83</b>
<b>NOTE 37</b>		
<b>Employee Benefits</b>		
<b>37.1 As per Ind AS 19 'Employee Benefits', the disclosure of Employee benefits as defined in the Ind AS are given below:</b>		
<b>[a] Defined Contribution Scheme:</b>		
Contribution to Defined Contribution Plan, recognized as expense for the years are as under:		
Employer's Contribution to Provident Fund	82.03	82.88
Employer's Contribution to ESIC	2.10	0.69
<b>Total</b>	<b>84.13</b>	<b>83.57</b>
The contribution to provident fund is made to Employees' Provident Fund managed by Provident Fund Commissioner. The contribution towards ESIC made to Employees State Insurance Corporation. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation.		

[₹ in Lakhs]

Particulars	As at March 31, 2019		As at March 31, 2018	
	Gratuity [Funded]	Leave Encashment [Unfunded]	Gratuity [Funded]	Leave Encashment [Unfunded]
<b>[b] Defined Benefit Scheme:</b>				
<b>i] The amounts recognised in Balance Sheet are as follows:</b>				
Amount to be recognised in Balance Sheet				
Present Value of Defined Benefit Obligation	229.40	207.67	201.21	217.95
Less: Fair Value of Plan Assets	[187.19]	—	[140.86]	—
<b>Amount to be recognised as liability or [asset]</b>	<b>42.21</b>	<b>207.67</b>	<b>60.35</b>	<b>217.95</b>
<b>[ii] The amounts recognised in the Profit and Loss Statement are as follows:</b>				
Current Service Cost	21.69	42.49	17.77	55.59
Net Interest [income]/expenses	3.71	12.40	4.34	8.36
<b>Net periodic benefit cost recognised in the statement of profit &amp; loss [Employee benefit expenses - Note 30]</b>	<b>25.41</b>	<b>54.89</b>	<b>22.11</b>	<b>63.95</b>

# Notes forming part of the Financial Statements

[₹ in Lakhs]

Particulars	As at March 31, 2019		As at March 31, 2018	
	Gratuity [Funded]	Leave Encashment [Unfunded]	Gratuity [Funded]	Leave Encashment [Unfunded]
iii] The amounts recognised in the statement of other comprehensive income [OCI]				
Due to Change in financial assumptions	1.65	[7.07]	[2.81]	3.21
Due to change in demographic assumption	[2.38]	2.18	1.57	[2.96]
Due to experience adjustments	[0.72]	[51.12]	22.83	[3.53]
Return on plan assets excluding amounts included in interest income	—	—	0.81	—
Total Re-measurements Cost/[Credit] for the year recognised in OCI	[1.44]	[56.01]	22.40	[3.28]
Less: Accumulated balances transferred to retained earnings	—	—	—	—
<b>Closing balances re-measurement [gain]/loss recognised OCI</b>	<b>[1.44]</b>	<b>[56.01]</b>	<b>22.40</b>	<b>[3.28]</b>
iv] Movement in the present value of defined benefit obligation				
Obligation at the beginning of the year	201.21	217.95	142.49	168.11
Current service cost	21.69	42.49	17.77	55.59
Past service cost	—	—	4.91	—
Short Term Compensated Absences	—	—	—	[4.53]
Interest cost	15.87	12.40	11.22	8.36
Benefits paid	[7.94]	[9.15]	[10.94]	[6.04]
Actuarial [Gain]/loss on obligation	[1.44]	[56.01]	35.76	[3.54]
<b>Obligation at the end of the year</b>	<b>229.40</b>	<b>207.67</b>	<b>201.21</b>	<b>217.95</b>
v] Movement in the fair value of plan assets				
Fair value at the beginning of the year	140.86	—	94.59	—
Adjustment to Opening Fair Value of Plan Asset	—	—	3.70	—
Interest Income	12.14	—	6.88	—
Expected Return on Plan Assets	[0.32]	—	[5.50]	—
Contribution by employer	42.45	—	52.13	—
Benefits paid	[7.94]	—	[10.94]	—
<b>Fair value at the end of the year</b>	<b>187.19</b>	<b>—</b>	<b>140.86</b>	<b>—</b>

[₹ in Lakhs]

Particulars	As at March 31, 2019
vi] The broad categories of plan assets as a percentage of total plan assets as at March 31, 2019 of Employee's Gratuity Scheme are as under:	
Central Government Securities	0%
State Government Securities	0%
High quality Corporate bonds	0%
Equity Shares of listed companies	0%
Property	0%
Special Deposit Scheme	0%
Policy of Insurance	100%
Bank Balance	0%
Other Investments	0%
Total	100%

## Basis used to determine the overall expected return:

Since the scheme funds are invested with LIC of India Expected Rate on Planned Assets is based on rate of return declared by fund managers.

## Notes forming part of the Financial Statements

[₹ in Lakhs]

Particulars	As at March 31, 2019		As at March 31, 2018	
	Gratuity [Funded]	Leave Encashment [Unfunded]	Gratuity [Funded]	Leave Encashment [Unfunded]
vii] Principal actuarial assumptions at the balance sheet date				
Actuarial assumptions				
Mortality Table	IALM [2006-08] Ult	IALM [2006-08] Ult	IALM [2006-08] Ult	IALM [2006-08] Ult
Salary escalation rate [%]	8.00%	8.00%	8.00%	8.00%
Discount rate [%]	7.60%	7.60%	7.72%	7.72%
Average Remaining Service [years]	12.08	12.70	10.61	11.09
Employee attrition rate [%]				
– up to 5 years	5.44%	5.44%	4.45%	4.45%
– above 5 years	1.98%	1.98%	3.92%	3.92%

The estimate of rate of escalation in Salary considered in actuarial valuation takes into account inflation, seniority, promotion and other retirement factors including supply & demand in the employment market. The above information is certified by the actuary.

### viii] General descriptions of defined plans:

Gratuity Plan:

The Company operates gratuity plan wherein every employee is entitled to the benefit equivalent to fifteen days salary last drawn for each completed year of service. The same is payable on termination of service or retirement whichever is earlier. The benefit vests after five years of continuous service.

### [ix] Sensitivity analysis:

Sensitivity analysis indicates the influence of a reasonable change in certain significant assumptions on the outcome of the Present Value of Obligation [PVO]. Sensitivity analysis is done by varying [increasing/ decreasing] one parameter by 100 basis points [1%].

	Changes in assumptions	Effect on Gratuity obligation	Effect on Leave Encashment
<b>For the year ended March 31, 2019</b>			
Salary escalation rate	+1%	249.89	178.41
	-1%	211.35	151.32
Discount rate	+1%	210.42	151.23
	-1%	251.34	178.79
<b>For the year ended March 31, 2018</b>			
Salary escalation rate	+1%	217.28	173.07
	-1%	186.88	148.48
Discount rate	+1%	185.92	148.29
	-1%	218.67	173.55

# Notes forming part of the Financial Statements

## NOTE 38

### Fair Values

#### 38.1 Fair value of financial assets and liabilities:

Set out below is a comparison by class of the carrying amounts and fair value of the Company's financial assets and liabilities that are recognised in the financial statements.

[₹ in Lakhs]

Particulars	As at March 31, 2019		As at April 1, 2018	
	Carrying Value	Fair Value	Carrying Value	Fair Value
<b>Financial Assets :</b>				
<b>Financial Assets designated at amortised cost &amp; fair value:</b>				
– Investment in Jointly Controlled Entity	3,175.00	3,175.00	2,750.00	2,750.00
– Investments in Listed Equity Instruments and Mutual Funds	211.06	461.76	211.06	430.12
– Loans	156.00	134.52	156.00	149.58
– Trade receivable	5,296.16	5,037.40	3,591.36	3,467.70
– Cash and cash equivalents	1,237.42	1,237.42	497.88	497.88
– Other financial assets	295.75	295.75	186.42	186.42
<b>Total</b>	<b>10,371.39</b>	<b>10,341.85</b>	<b>7,392.72</b>	<b>7,481.70</b>
<b>Financial Liabilities :</b>				
<b>Financial Liabilities designated at amortised cost &amp; fair value:</b>				
– Long Term and Short Term Borrowings	752.72	752.72	283.39	283.39
– Trade payable	1,215.25	1,215.25	1,114.03	1,114.03
– Other financial liabilities	843.78	843.78	669.07	669.07
<b>Total</b>	<b>2,811.75</b>	<b>2,811.75</b>	<b>2,066.49</b>	<b>2,066.49</b>

#### 38.2 Fair Valuation techniques used to determine fair value:

The Company maintains procedures to value financial assets or financial liabilities using the best and most relevant data available. The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The following methods and assumptions were used to estimate the fair values:

- Fair value of cash and cash equivalents, trade payables, borrowings and other financial assets and liabilities are approximate at their carrying amounts largely due to the short-term maturities of these instruments.
- The fair values of trade receivables and non-current loans are calculated based on expected credit loss method and discounted cash flow using a current lending rate respectively. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including credit risk. The fair values of non-current loan are approximate at their carrying amount due to interest bearing features of these instruments.
- The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.
- Fair values of quoted financial instruments are derived from quoted market prices in active markets.
- The fair value of investments in unlisted equity shares is determined using a combination of direct sales comparison and income approach.
- The fair value of the remaining financial instruments is determined using discounted cash flow analysis and/or direct sales comparison approach.
- Equity Investments in jointly controlled entities is stated at cost.

## Notes forming part of the Financial Statements

### 38.3 Fair value hierarchy

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation techniques :

- i] **Level 1** : Quoted prices / published NAV [unadjusted] in active markets for identical assets or liabilities. It includes fair value of financial instruments traded in active markets and are based on quoted market prices at the balance sheet date and financial instruments like mutual funds for which net assets value [NAV] is published by mutual fund operators at the balance sheet date.
- ii] **Level 2** : Inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly [that is, as prices] or indirectly [that is, derived from prices]. It includes fair value of the financial instruments that are not traded in an active market [for example, over-the-counter derivatives] is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on the Company specific estimates. If all significant inputs required to fair value an instrument are observable then instrument is included in level 2.
- iii] **Level 3** : Inputs for the asset or liability that are not based on observable market data [that is, unobservable inputs]. If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

Investment in Jointly Controlled Entity, Cash and Cash Equivalents, Other Financial Assets, Long Term and Short Term Borrowings, Trade Payables and Other financial liabilities are shown at amortised cost. The following table provides hierarchy of the fair value measurement of Company's asset and liabilities, grouped into Level 1 [Quoted prices in active markets], Level 2 [Significant observable inputs] and Level 3 [Significant unobservable inputs] as described below:

[₹ in Lakhs]

Particulars	March 31, 2019		
	Level 1	Level 2	Level 3
<b>Financial Assets designated at fair value through profit or loss :</b>			
– Trade receivable	–	–	5,037.40
– Loans	–	–	134.52
<b>Financial Assets designated at fair value through other comprehensive income :</b>			
– Listed equity investments	256.27	–	–
– Mutual fund investments	205.49	–	–

[₹ in Lakhs]

Particulars	March 31, 2018		
	Level 1	Level 2	Level 3
<b>Financial Assets designated at fair value through profit or loss :</b>			
– Trade receivable	–	–	3,467.70
– Loans	–	–	149.58
<b>Financial Assets designated at fair value through other comprehensive income :</b>			
– Listed equity investments	238.76	–	–
– Mutual fund investments	191.36	–	–

There were no transfers between level 1 and level 2 during the year.

# Notes forming part of the Financial Statements

## 38.4 Description of the inputs used in the fair value measurement:

Following table describes the valuation techniques used and key inputs to valuation for level 3 of the fair value hierarchy as at March 31, 2019 and March 31, 2018 respectively:

[₹ in Lakhs]

Particulars	As at March 31, 2019	Valuation Technique	Inputs used	Sensitivity
<b>Financial Assets designated at fair value through profit or loss :</b>				
– Trade receivable	5,037.40	General approach as per Ind AS 109	Recognition of expected credit losses	No material impact on fair valuation
– Loans	134.52	Discounted cash flow	Risk adjusted discount rate	No material impact on fair valuation

[₹ in Lakhs]

Particulars	As at March 31, 2018	Valuation Technique	Inputs used	Sensitivity
<b>Financial Assets designated at fair value through profit or loss :</b>				
– Trade receivable	3,467.70	General approach as per Ind AS 109	Recognition of expected credit losses	No material impact on fair valuation
– Loans	149.58	Discounted cash flow	Risk adjusted discount rate	No material impact on fair valuation

## 38.5 Description of the valuation processes used by the Company for fair value measurement categorised within level 3.

At each reporting date, the Company analysis the movements in the values of financial assets and liabilities which are required to be remeasured or re-assessed as per the accounting policies. For this analysis, the Company verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The Company also compares the change in the fair value of each financial asset and liability with relevant external sources to determine whether the change is reasonable. The Company also discusses of the major assumptions used in the valuations.

For the purpose of fair value disclosures, the Company has determined classes of financial assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

## NOTE 39

### Financial Risk Management - Objectives and Policies

The Company is exposed to market risk, credit risk and liquidity risk. Risk management is carried out by the company under policies approved by the board of directors. This Risk management plan defines how risks associated with the Company will be identified, analysed, and managed. It outlines how risk management activities will be performed, recorded, and monitored by the Company. The basic objective of risk management plan is to implement an integrated risk management approach to ensure all significant areas of risks are identified, understood and effectively managed, to promote a shared vision of risk management and encourage discussion on risks at all levels of the organization to provide a clear understanding of risk/benefit trade-offs, to deploy appropriate

## Notes forming part of the Financial Statements

risk management methodologies and tools for use in identifying, assessing, managing and reporting on risks, and to determine the appropriate balance between cost and control of risk and deploy appropriate resources to manage/optimize key risks. Activities are developed to provide feedback to management and other interested parties [e.g. Audit committee, Board etc.]. The results of these activities ensure that risk management plan is effective in the long term.

### 39.1 Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise of three types of risk: foreign currency rate risk, interest rate risk and other price risks, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits and investments. The sensitivity analysis is given relating to the position as at March 31, 2019 and March 31, 2018. The sensitivity analysis excludes the impact of movements in market variables on the carrying value of post-employment benefit obligations, provisions and on the non-financial assets and liabilities. The sensitivity of the relevant statement of profit and loss item is the effect of the assumed changes in the respective market risks. The Company's activities expose it to a variety of financial risks, including the effects of changes in foreign currency exchange rates and interest rates. This is based on the financial assets and financial liabilities held as at March 31, 2019 and March 31, 2018.

#### [a] Foreign exchange risk and sensitivity

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities. The Company transacts business primarily in USD and Euro. The Company has foreign currency trade payables and receivables and is therefore, exposed to foreign exchange risk. The Company regularly reviews and evaluates exchange rate exposure arising from foreign currency transactions.

The carrying amount of foreign currency denominated financial assets and liabilities including derivative contracts, are as follows:

Particulars	Currency	As at March 31, 2019		As at April 1, 2018	
		Amount in Foreign Currency	[₹ in Lakhs]	Amount in Foreign Currency	[₹ in Lakhs]
Advance to Creditors	USD	17,124.75	11.85	18,000.00	11.57
Advance to Creditors	EURO	6,742.65	5.24	16,000.00	12.37
Trade Receivable	USD	1,521,801.76	1,052.65	794,825.00	516.99
Trade Receivable	EURO	6,048.00	4.70	–	–
<b>Total</b>			<b>1,074.44</b>		<b>540.93</b>
Trade Payables	USD	–	–	10,500.00	6.80
Trade Payables	EURO	5,589.36	4.34	1,733.00	1.45
Security deposit received	USD	31,491.00	21.78	10,277.00	6.68
Advance received from customers	USD	23,354.58	16.15	17,360.00	11.29
<b>Total</b>			<b>42.27</b>		<b>26.22</b>

During the previous financial year, the Company used currency options to hedge its exposures in foreign currency arising from firm commitments and highly probable forecast transactions. Accordingly, Currency options that were outstanding on respective reporting dates:

	Amount in Foreign Currency Hedged	Currency	Cross Currency	Buy [Put]	Sell [Call]
<b>As at March 31, 2019</b>	–	–	–	–	–
<b>As at March 31, 2018</b>	175,000.00	USD	INR	0.3275	0.2525



## Notes forming part of the Financial Statements

### Foreign currency sensitivity:

1% increase or decrease in foreign exchange rates will have the following impact on profit before tax [PBT] :

Particulars	2018-19		2017-18	
	1% Increase - Increase/ [Decrease] in PBT	1% Decrease - Increase/ [Decrease] in PBT	1% Increase - Increase/ [Decrease] in PBT	1% Decrease - Increase/ [Decrease] in PBT
USD	10.27	[10.27]	4.89	[4.89]
EURO	0.06	[0.06]	0.11	[0.11]
<b>Increase / [Decrease] in profit before tax</b>	<b>10.32</b>	<b>[10.32]</b>	<b>5.00</b>	<b>[5.00]</b>

### [b] Interest rate risk and sensitivity:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. During the year, the company is having long term borrowings in the form of Vehicle Loans and short term borrowings in the form of Working Capital Loan & Export Packing Credit. There is a fixed rate of interest in case of export packing credit & vehicle loans and is payable at the time of repayment and hence, there is no interest rate risk associated with these borrowings.

At the reporting date the interest rate profile of the Company's interest bearing financial instruments are follows:

[₹ in Lakhs]			
	Interest rates	As at March 31, 2019	As at March 31, 2018
Working capital loan / loan repayable on demand			
– Cash credit	Variable	729.78	57.78
– Packing credit	Fixed	0.04	196.88
Vehicle Loans from Banks	Fixed	22.90	28.73
<b>Total</b>		<b>752.73</b>	<b>283.39</b>

The table below illustrates the impact of a 2% increase in interest rates on interest on financial liabilities assuming that the changes occur at the reporting date and has been calculated based on risk exposure outstanding as of date. The year end balances are not necessarily representative of the average debt outstanding during the year. This analysis also assumes that all other variables, in particular foreign currency rates, remain constant.

[₹ in Lakhs]				
Particulars	2018-19		2017-18	
	2% Increase - Increase/ [Decrease] in PBT	2% Decrease - Increase/ [Decrease] in PBT	2% Increase - Increase/ [Decrease] in PBT	2% Decrease - Increase/ [Decrease] in PBT
Working capital loan / loan repayable on demand	14.60	[14.60]	1.16	[1.16]

The assumed movement in basis points for interest rate sensitivity analysis is based on the currently observable market environment.

### [c] Commodity price risk:

The Company is exposed to the movement in price of key traded materials in domestic and international markets. The Company has entered into contracts for procurement of material. However the Company is not exposed to significant risk."

## Notes forming part of the Financial Statements

### [d] Equity price risk:

The Company has decided to fair value its equity instruments through Other Comprehensive Income and carry investment in jointly controlled entities at Cost. Therefore neither profit or loss nor equity will be affected by the equity price risk of those instruments. Accordingly, no sensitivity analysis is required."

### 39.2 Credit risk

Credit risk is the risk that a counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities [primarily trade receivables] and from its financing activities, including deposits with banks, foreign exchange transactions and other financial instruments.

#### [a] Trade Receivables:

The Company extends credit to customers in normal course of business. The Company considers factors such as credit track record in the market and past dealings with the Company for extension of credit to customers. The Company monitors the payment track record of the customers. Outstanding customer receivables are regularly monitored. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets. The Company has also taken security deposits in certain cases from its customers, which mitigate the credit risk to some extent. The Company has adopted an Expected Credit Loss Model as per Ind AS 109 "Financial Instruments", wherein the provision is made for expected losses for non-recovery of receivables and also for loss in value of money due to delayed receipt of money. However, the Company does not expect any material risk on account of non-performance by Company's counterparties."

#### [b] Financial instruments and cash deposits:

The Company considers factors such as track record, size of the institution, market reputation and service standards to select the banks with which balances are maintained. Credit risk from balances with bank is managed by the Company's finance department. Investment of surplus funds are also managed by finance department. The Company does not maintain significant cash in hand. Excess balance of cash other than those required for its day to day operations is deposited into the bank. For other financial instruments, the finance department assesses and manage credit risk based on internal assessment. Internal assessment is performed for each class of financial instrument with different characteristics."

### 39.3 Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to, at all times, maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company relies on operating cash flows and short term borrowings in the form of Working Capital Loan & Export Packing Credit to meet its needs for funds. Company does not breach any covenants [where applicable] on any of its borrowing facilities. The Company has access to a sufficient variety of sources of funding as per requirement.

The table below provides undiscounted cash flows towards financial liabilities into relevant maturity based on the remaining period at the balance sheet to the contractual maturity date.

[₹ in Lakhs]

Particulars	Maturity				Total
	0 - 12 Months	1 - 2 Years	2 - 5 Years	More than 5 years	
<b>As at March 31, 2019</b>					
Long term borrowings [including current maturities of long term loans]	9.72	8.29	4.89	—	22.90
Short term borrowings	729.82	—	—	—	729.82
Trade payable	1,215.25	—	—	—	1,215.25
Other current financial liabilities [excluding current maturities of long term loans]	843.78	—	—	—	843.78
<b>Total</b>	<b>2,798.56</b>	<b>8.29</b>	<b>4.89</b>	<b>—</b>	<b>2,811.74</b>

## Notes forming part of the Financial Statements

Particulars	Maturity				[₹ in Lakhs]
	Total				
	0 - 12 Months	1 - 2 Years	2 - 5 Years	More than 5 years	
<b>As at March 31, 2018</b>					
Long term borrowings [including current maturities of long term loans]	17.78	8.25	2.70	–	28.73
Short term borrowings	254.66	–	–	–	254.66
Trade payable	1,114.03	–	–	–	1,114.03
Other current financial liabilities [excluding current maturities of long term loans]	669.07	–	–	–	669.07
<b>Total</b>	<b>2,055.54</b>	<b>8.25</b>	<b>2.70</b>	<b>–</b>	<b>2,066.49</b>

### 39.4 Competition and price risk

The Company faces competition from local and foreign competitors. Nevertheless, it believes that it has competitive advantage in terms of high quality products and by continuously upgrading its expertise and range of products to meet the needs of its customers.

## NOTE 40

### Capital Management

For the purpose of Company's capital management, capital includes issued capital, all other equity reserves and debts. The primary objective of the Company's capital management is to maximise shareholders value. The Company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of the financial covenants.

The Company monitors capital using gearing ratio, which is net debt divided by total capital [equity plus net debt]. Net debt are non-current and current debts as reduced by cash and cash equivalents, other bank balances and current investments. Equity comprises all components including other comprehensive income.

Particulars	[₹ in Lakhs]	
	As at March 31, 2019	As at April 1, 2018
<b>Total Debt</b>	<b>752.72</b>	283.39
Less:- Cash and cash equivalent	<b>1,237.42</b>	497.88
<b>Net Debt</b>	<b>–</b>	–
<b>Total Equity [Equity Share Capital plus Other Equity]</b>	<b>14,791.02</b>	13,743.10
<b>Total Capital [Total Equity plus net debt]</b>	<b>14,791.02</b>	13,743.10
<b>Gearing ratio</b>	<b>0.00%</b>	0.00%

## Notes forming part of the Financial Statements

### NOTE 41

Reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities as required under Ind AS 7, 'Statement of cash flows'

Particulars	As at April 1, 2018	Cash Flows [Net]	Non Cash Changes		As at April 1, 2019
			Foreign exchange movements	Fair Value changes	
Long Term Borrowings	10.95	2.24	—	—	13.18
Other Financial Liabilities - Current Maturities of Long Term Borrowings	17.78	[8.06]	—	—	9.72
Short Term Borrowings	254.66	475.16	—	—	729.82
<b>Total Liabilities from Financing Activities</b>	<b>283.39</b>	<b>469.34</b>	—	—	<b>752.72</b>

Particulars	As at April 1, 2017	Cash Flows [Net]	Non Cash Changes		As at April 1, 2018
			Foreign exchange movements	Fair Value changes	
Long Term Borrowings	14.29	[3.34]	—	—	10.95
Other Financial Liabilities - Current Maturities of Long Term Borrowings	11.08	6.70	—	—	17.78
Short Term Borrowings	132.69	121.97	—	—	254.66
<b>Total Liabilities from Financing Activities</b>	<b>158.06</b>	<b>125.33</b>	—	—	<b>283.39</b>

### NOTE 42

#### Other Disclosures:

- 42.1] During the previous financial year 2016-17, by virtue of order of Hon'ble Additional Chief Magistrate, the Company has received certain valuables and amounts as interim custody. The valuables amounting to ₹ 61.97 Lakhs (P.Y. ₹ 61.97 Lakhs) has been shown under Other Current Assets in Note 11. The amounts received by the Company which were earlier invested in Fixed Deposit with Banks amounting to ₹ 156.50 lakhs [including ₹ 42 Lakhs received in earlier years] which were shown in Note 9 in the past has been withdrawn during the previous year and the maturity amount [including interest of ₹ 29.90 lakhs] has been reinvested in Mutual Funds, which has been reflected at fair value under Note No. 4 "Investments". The corresponding liability has been shown in Note 20 "Other Financial Liabilities"
- 42.2] In the opinion of the management, Current Assets, Loans and Advances are of the value stated, if realised in the ordinary course of business.
- 42.3] The figures for previous year's have been regrouped, reclassified and rearranged wherever necessary to make them comparable with that of current year's figures.

Signature to notes on accounts

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

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

Place : Mumbai  
Date : May 30, 2019

For and on behalf of the Board

**N. D. Shetty**  
Executive Chairman  
DIN: 00025868

**G. P. Chaturvedi**  
Chief Financial Officer

**T. N. Shetty**  
Managing Director  
DIN: 00587108

**A. A. Lambay**  
Company Secretary  
FCS No. 8569



# CONSOLIDATED FINANCIAL STATEMENTS



# Independent Auditors' Report

To the Members of Haldyn Glass Limited

## Report on the Audit of Consolidated Ind AS Financial Statements

### 1. Opinion

We have audited the accompanying consolidated Ind AS financial statements of Haldyn Glass Limited ("the Holding Company" or 'Group) and its Jointly Controlled Entity, which comprise the Consolidated Balance Sheet as at March 31, 2019, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year then ended and notes to the consolidated Ind AS financial statements including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its Jointly Controlled Entity as at March 31, 2019, of consolidated profit, consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year then ended.

### 2. Basis for Opinion

We conducted our audit of the consolidated Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the consolidated Ind AS Financial Statements section of our report. We are independent of the Group, its jointly controlled entity, in accordance with the ethical requirements that are relevant to our audit of the consolidated Ind AS financial statements in India in terms of Code of Ethics issued by the Institute of Chartered Accountants of India and relevant provisions of the Companies Act, 2013, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on consolidated Ind AS financial statements.

### 3. Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated Ind AS financial statements of the current year. These matters were addressed in the context of our audit of the consolidated Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr No.	Key Audit Matter	Auditor's Response
i.	<b>Assessment of carrying value of receivables in respect of overdue invoices</b>	
	Risk of material misstatement related to estimation of expected credit loss as a result of lack of precision in their measurement. The estimates depend on number of factors such as ageing, credit risks and evaluation of ability of the parties to make payment.	<p>We performed the following tests to verify the expected credit loss of the Company :</p> <p>Assessed the company basis for determining the model, internal controls based on which the Company determines the basis of provisioning, compliance with and consistently applying the accounting policies.</p> <p>Verification of subsequent receipts and post balance sheet events if any.</p>
ii.	<b>Enhancement of Company's ERP System :</b>	



Sr No.	Key Audit Matter	Auditor's Response
	<p>During the year the Company has enhanced its ERP system by migrating from ERP to SAP Business one.</p> <p>During the period of significant system change, there is increased risk to the internal financial control environment following system integration, migration of activities and other changes.</p>	<p>Our procedures focused on key processes and controls over the system critical to our audit. These include management of the systems, access to the systems, operations, back-up and restore.</p> <p>We updated our understanding of the Company's application and transitions that have impacted our financial statement audit by carrying out walk through tests.</p>

#### **4. Information other than the Consolidated Ind AS financial statements and Auditor's report thereon**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Directors Report, Corporate Governance Report and Management Discussion and Analysis, but does not include the consolidated Ind AS financial statements and our auditor's report thereon. These reports are expected to be made available to us after the date of our auditor's report.

Our opinion on the consolidated Ind AS financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated Ind AS financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated Ind AS financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the other information included in the above reports, if we conclude that there is material misstatement therein, we are required to communicate the matter to those charged with governance and determine the actions under the applicable laws and regulations.

#### **5. Responsibility of Management and those charged with Governance for the Consolidated Ind AS Financial Statements**

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated Ind AS financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Group and its Jointly Controlled Entity in accordance with the accounting principles generally accepted in India, including the Ind AS accounting standards specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended.

The respective Board of Directors of the Holding company included in the group and of its jointly controlled entity are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the directors of the holding company as aforesaid.

In preparing the consolidated Ind AS financial statements, the respective Board of Directors of the holding company and of its jointly controlled entity are responsible for assessing the ability of the holding company and its jointly controlled entity to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.



The respective Board of Directors of the Holding company and of jointly controlled entity are responsible for overseeing the financial reporting process of the group and of its jointly controlled entity.

## **6. Auditor's Responsibilities for the Audit of the consolidated Ind AS Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standards on auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated Ind AS financial statements.

As part of an audit in accordance with Standards on auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- i) Identify and assess the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ii) Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- iii) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- iv) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the holding company and its jointly controlled entity to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the group and its jointly controlled entity to cease to continue as a going concern.
- v) Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- vi) Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its jointly controlled entity to express an opinion on the consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of the consolidated Ind AS financial statements of such entities included in the consolidated Ind AS financial statements of which we are the independent auditors. For the other entities included in the consolidated Ind AS financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated Ind AS financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of consolidated Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## **7. Other matters**

The Consolidated Ind AS Financial Statements include the Group's share of net loss of Rs.658.41 lakhs and profit in net Other Comprehensive Income of Rs. 2.39 lakhs for the year ended 31 March 2019, as considered in the consolidated Ind AS financial statements in respect of one jointly controlled entity whose financial statements are unaudited and have been furnished to us as certified by the management. Our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of the jointly controlled entity and our report in terms of sub-section 143 of the Act and in so far as it relates to the jointly controlled entity is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

Our report on the consolidated Ind AS financial statements and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the financial statements certified by the management.

## **8. Report on Other Legal and Regulatory Requirements**

As required by Section 143(3) of the Act, based on our audit, we report, to the extent applicable, that

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of consolidated Ind AS Financial Statements.
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including consolidated other comprehensive income), the Consolidated statement of changes in equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements.
- d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Ind AS specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors of the Holding Company as on March 31, 2019, taken on record by the Board of Directors of the Holding company none of the directors of the Group companies, is disqualified as on March 31, 2019, from being appointed as a director in terms of section 164 (2) of the Act. In respect of the Jointly controlled entity, since the financial statements are unaudited and certified by the management, we have relied on the management certification stating that none of the Directors of the jointly controlled entity is disqualified as on March 31, 2019, from being appointed as a director in terms of section 164 (2) of the Act
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and its Jointly Controlled Entity and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" to this report.

- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information, according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act. In respect of the Jointly controlled entity, since the financial statements are unaudited and certified by the management, we have relied on the management certification stating that no remuneration has been paid by the Jointly controlled entity to directors during the year and thus it is in accordance with the provisions of Section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
1. The Company has and its Jointly Controlled Entity have disclosed the impact of pending litigations on the financial position in its consolidated Ind AS financial statements – Refer Note 33 to the consolidated Ind AS financial statements;
  2. The Company and its Jointly Controlled Entity did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
  3. There has been no delay during the year in transferring the amount which were required to be transferred to the Investor Education and Protection Fund by the Company and its Jointly Controlled Entity companies incorporated in India.

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

**S. M. Chitale**  
Partner  
**M. No. 111383**

Place : Mumbai  
Date : May 30, 2019

## Annexure A to the Independent Auditor's Report of even date on the consolidated Ind AS financial statements

### Referred to in paragraph [7][ii][f]] under Report on Other Legal and Regulatory Requirements of our report of even date

#### Report on the Internal Financial Controls under Clause [i] of Sub-section 3 of Section 143 of the Companies Act, 2013 ["the Act"]

1. We have audited the internal financial controls over financial reporting of Haldyn Glass Limited ("the Holding Company" or the 'Group') as of March 31, 2019 in conjunction with our audit of the consolidated Ind AS financial statements of the Company and its Jointly Controlled Entity, which are companies incorporated in India for the year ended on that date.

#### Management's Responsibility for Internal Financial Controls

2. The respective management of the Company and its Jointly Controlled Entity which are companies incorporated in India are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India" (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls and both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's internal financial controls system over financial reporting. The Financial Statements of the jointly controlled entity are unaudited and thus the report of the Auditors of that company are not available to determine whether the audit evidence obtained by them is sufficient and appropriate to provide a basis for their audit opinion

#### Meaning of Internal Financial Controls over Financial Reporting

4. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or

timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated Ind AS financial statements.

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

5. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

6. In our opinion, the Holding Company, has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. The Financial Statements of the Jointly controlled entity are unaudited and thus we are unable to comment on the compliance of the jointly controlled entity with respect to adequate internal financial controls system over financial reporting.

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

Chartered Accountants  
Firm Registration No. 106655W

**S. M. Chitale**

Partner  
M. No. 111383

Place: Mumbai  
Date : May 30, 2019



## Consolidated Balance Sheet as at March 31, 2019

[₹ in Lakhs]

Particulars	Note No.	As at March 31, 2019	As at April 1, 2018
<b>I] ASSETS</b>			
<b>A] Non-Current Assets</b>			
[i] Property, Plant & Equipment	3	5,816.79	6,628.44
[ii] Capital Work in Progress	3	45.84	85.64
[iii] Intangible Assets	3	42.33	12.74
[iv] Financial Assets			
[a] Investments	4	2,225.90	2,425.28
[b] Loans	5	134.52	149.58
[v] Other Non-Current Assets	6	260.76	266.85
<b>Total Non-Current Assets [A]</b>		<b>8,526.14</b>	<b>9,568.53</b>
<b>B] Current Assets</b>			
[i] Inventories	7	2,267.36	2,563.74
[ii] Financial Assets			
[a] Trade Receivables	8	5,037.40	3,467.70
[b] Cash and Bank Balances	9	1,237.42	497.88
[c] Other Financial Assets	10	295.75	186.42
[III] Other Current Assets	11	103.03	285.79
<b>Total Current Assets - [B]</b>		<b>8,940.96</b>	<b>7,001.53</b>
<b>Total Assets [A + B]</b>		<b>17,467.10</b>	<b>16,570.06</b>
<b>II] EQUITY AND LIABILITIES</b>			
<b>C] Equity</b>			
[i] Equity Share Capital	12	537.52	537.52
[ii] Other Equity	13	12,842.64	12,450.74
<b>Total Equity [C]</b>		<b>13,380.16</b>	<b>12,988.26</b>
<b>Liabilities</b>			
<b>D] Non-Current Liabilities</b>			
[i] Financial Liabilities			
[a] Borrowings	14	13.18	10.95
[ii] Provisions	15	211.17	260.90
[iii] Deferred Tax Liabilities [Net]	16	408.17	708.86
[iv] Other Non-Current Liabilities	17	215.77	194.62
<b>Total Non-Current Liabilities [D]</b>		<b>848.29</b>	<b>1,175.33</b>
<b>E] Current Liabilities</b>			
[i] Financial Liabilities			
[a] Borrowings	18	729.82	254.66
[b] Trade Payable			
Total outstanding dues of Micro and Small Enterprises	19[a]	27.52	36.17
Total outstanding dues of creditors other than Micro and Small Enterprises	19[b]	1,187.71	1,077.86
[c] Other Financial Liabilities	20	853.50	686.85
[ii] Other Current Liabilities	21	318.48	249.86
[iii] Provisions	22	121.62	100.31
[iv] Current Tax Liabilities	23	-	0.76
<b>Total Current Liabilities [E]</b>		<b>3,238.65</b>	<b>2,406.47</b>
<b>Total Equity and Liabilities [C+D+E]</b>		<b>17,467.10</b>	<b>16,570.06</b>

The notes form an integral part of these financial statements

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As per our Report of even date

For and on behalf of the Board

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

**N. D. Shetty**  
Executive Chairman  
DIN: 00025868

**T. N. Shetty**  
Managing Director  
DIN: 00587108

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

**G. P. Chaturvedi**  
Chief Financial Officer

**A. A. Lambay**  
Company Secretary  
FCS No. 8569

Place : Mumbai  
Date : May 30, 2019

## Consolidated Statement of Profit and Loss for the Year Ended March 31, 2019

(₹ in Lakhs)

Particulars	Note No.	Year Ended March 31, 2019	Year Ended March 31, 2018
<b>I] INCOME</b>			
Revenue from Operations	24	22,295.26	16,949.86
Other Income	25	304.86	516.69
<b>Total Revenue - I</b>		<b>22,600.12</b>	<b>17,466.55</b>
<b>II] EXPENSES</b>			
Cost of Materials Consumed	26	7,276.71	4,999.68
Purchases of Stock-in-Trade	27	4.96	24.67
Changes In Inventory of Finished Goods and Work In Progress	28	266.32	753.09
Excise Duty		–	341.32
Employee Benefits Expense	29	1,698.00	1,842.09
Finance Costs	30	21.53	20.16
Depreciation and Amortisation Expense	3	1,098.22	1,097.52
Other Expenses	31	10,670.42	7,670.46
<b>Total Expenses - II</b>		<b>21,036.16</b>	<b>16,748.99</b>
<b>III] Profit before tax share in Joint Venture and tax [I-II]</b>		<b>1,563.96</b>	<b>717.56</b>
<b>IV] Share in Profit/[Loss] of Joint Venture</b>		<b>[658.41]</b>	<b>[696.59]</b>
<b>V] Profit before tax [III-IV]</b>		<b>905.55</b>	<b>20.97</b>
Less :			
<b>VI] Tax Expenses</b>			
Current Tax		685.00	450.60
Deferred Tax Expense / [Income]	16	[299.68]	[154.45]
Short / [Excess] Provision of Income Tax		[34.48]	[225.81]
		<b>350.84</b>	<b>70.34</b>
<b>VII] Profit After Tax for the year [III-IV]</b>		<b>554.71</b>	<b>[49.37]</b>
<b>VII] Other Comprehensive Income</b>			
Items that will not be reclassified subsequently to Profit and Loss			
– Remeasurements of Defined Benefit Plan - Gain / [Loss]		[3.46]	[19.12]
– Fair Value change in Equity Instruments - Gain / [Loss]		31.65	35.52
– Income Tax relating to remeasurements of Defined Benefit Liability / [asset]	16	1.01	6.62
– Share of other Comprehensive Income for the period net of tax of Joint Venture		2.39	–
<b>Other Comprehensive Income for the year [Net of tax] [VI]</b>		<b>31.59</b>	<b>23.02</b>
<b>IX] Total Comprehensive Income for the year [VII+VIII]</b>		<b>586.30</b>	<b>[26.35]</b>
<b>Earnings Per Equity Share: [Amount in ₹]</b>	32		
[1] Basic		1.03	[0.09]
[2] Diluted		1.03	[0.09]
The notes form an integral part of these financial statements.	1 to 43		

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 30, 2019

For and on behalf of the Board

**N. D. Shetty**  
Executive Chairman  
DIN: 00025868

**G. P. Chaturvedi**  
Chief Financial Officer

**T. N. Shetty**  
Managing Director  
DIN: 00587108

**A. A. Lambay**  
Company Secretary  
FCS No. 8569



# Consolidated Statement of Changes in Equity as at March 31, 2019

## a) Equity Share Capital

[₹ in Lakhs]

Particulars	Note	As at April 1, 2017	Changes during 2017-18	As at March 31, 2018	Changes during 2018-19	As at March 31, 2019
Equity Share Capital	12	537.52	—	537.52	—	537.52

## b) Other Equity

₹ in Lakhs

Particulars	Reserves and Surplus				Other Comprehensive Income	Total Other Equity
	Capital Redemption Reserve	Securities Premium Reserve	General Reserve	Retained Earnings		
<b>Balance as at April 1, 2017</b>	<b>82.00</b>	<b>592.75</b>	<b>4,960.09</b>	<b>6,966.55</b>	<b>231.52</b>	<b>12,832.91</b>
Changes in equity for the year ended March 31, 2018						
Profit for the year	—	—	—	[49.37]	—	[49.37]
Final Equity Dividend	—	—	—	[295.64]	—	[295.64]
Dividend Distribution Tax	—	—	—	[60.18]	—	[60.18]
Remeasurement gain / [loss] on defined benefit plan including deferred tax thereon	—	—	—	—	[12.50]	[12.50]
Fair Value change in Equity instruments	—	—	—	—	35.52	35.52
Transfer from Surplus in Statement of Profit & Loss Account	—	—	200.00	—	—	200.00
Transfer to General Reserve	—	—	—	[200.00]	—	[200.00]
<b>Balance as at March 31, 2018</b>	<b>82.00</b>	<b>592.75</b>	<b>5,160.09</b>	<b>6,361.36</b>	<b>254.54</b>	<b>12,450.74</b>
Changes in equity for the year ended March 31, 2019						
Profit for the year	—	—	—	554.71	—	554.71
Final Equity Dividend	—	—	—	[161.26]	—	[161.26]
Dividend Distribution Tax	—	—	—	[33.14]	—	[33.14]
Remeasurement gain / [loss] on defined benefit plan including deferred tax thereon	—	—	—	—	[2.45]	[2.45]
Fair Value change in Equity instruments	—	—	—	—	31.65	31.65
Share of other Comprehensive Income for the period net of tax of Joint Venture	—	—	—	—	2.39	2.39
Transfer from Surplus in Statement of Profit & Loss Account	—	—	—	—	—	—
<b>Transfer to General Reserve</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>
<b>Balance as at March 31, 2019</b>	<b>82.00</b>	<b>592.75</b>	<b>5,160.09</b>	<b>6,721.67</b>	<b>286.13</b>	<b>12,842.64</b>

Refer Note 13 for the nature and purpose of reserves.

The Notes to Accounts form integral part of the Financial Statements

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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 30, 2019

For and on behalf of the Board

**N. D. Shetty**  
Executive Chairman  
DIN: 00025868

**G. P. Chaturvedi**  
Chief Financial Officer

**T. N. Shetty**  
Managing Director  
DIN: 00587108

**A. A. Lambay**  
Company Secretary  
FCS No. 8569

## Consolidated Cash Flow Statement for the year ended March 31, 2019

[₹ in Lakhs]

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
<b>I. Cash Flow from Operating Activities</b>		
<b>Profit Before Tax as per the Statement of Profit and Loss</b>	<b>905.55</b>	<b>20.97</b>
Adjustment for :		
Depreciation and Amortisation Expenses	<b>1,098.22</b>	1,097.52
Interest on Fixed Deposits	<b>[36.07]</b>	[18.74]
Dividend on Investments	<b>[0.99]</b>	[1.47]
Finance Costs	<b>21.53</b>	20.16
Loss / [Profit] on sale / discard of Property, Plant & Equipment	<b>162.19</b>	–
Foreign Exchange [Gain] / Loss	<b>[60.95]</b>	[13.73]
<b>Operating Profit before Working Capital Changes</b>	<b>2,089.48</b>	<b>1,104.71</b>
Adjustment for :		
[Increase] / Decrease in Non Current Loans and Advances	<b>15.06</b>	<b>[12.18]</b>
[Increase] / Decrease in Other Non Current Financial Assets	-	[0.41]
[Increase] / Decrease in Other Non Current Assets	<b>6.09</b>	16.71
[Increase] / Decrease in Trade Receivables	<b>[1,509.49]</b>	[559.36]
[Increase] / Decrease in Inventories	<b>296.38</b>	629.94
[Increase] / Decrease in Other Current Financial Assets	<b>[94.99]</b>	[96.03]
[Increase] / Decrease in Other Current Assets	<b>[12.64]</b>	14.43
Increase / [Decrease] in Other Non Current Liabilities	<b>21.15</b>	[2.80]
Increase / [Decrease] in Other Current Financial Liabilities	<b>166.65</b>	[97.81]
Increase / [Decrease] in Other Current Liabilities	<b>68.61</b>	[231.30]
Increase / [Decrease] in Non Current Provisions	<b>[52.09]</b>	147.16
Increase / [Decrease] in Current Provisions	<b>20.21</b>	[84.87]
Increase / [Decrease] in Trade Payables	<b>101.99</b>	473.27
Increase / [Decrease] in Current Tax Liabilities	<b>[0.76]</b>	–
<b>Cash generated from operations</b>	<b>1,115.64</b>	<b>1,301.47</b>
Income Tax [paid] / refund – net	<b>[455.13]</b>	[374.09]
<b>Net Cash from Operating Activities</b>	<b>660.51</b>	<b>927.38</b>

[A]

**Consolidated Cash Flow Statement** for the year ended March 31, 2019

[₹ in Lakhs]

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
<b>II. Cash Flow from Investing Activities</b>		
[Purchase] / Sale of Property, Plant & Equipment [Net]	<b>[438.56]</b>	[250.75]
[Purchase] / Sale of Investments [Net]	<b>233.41</b>	[275.33]
Dividend on Investments	<b>0.99</b>	1.47
Interest Received	<b>21.72</b>	18.74
<b>Net Cash used in Investing Activities [B]</b>	<b>[182.44]</b>	<b>[505.87]</b>
<b>III. Cash Flow from Financing Activities</b>		
Proceeds from / [Repayment of] Non Current Borrowings [Net]	<b>2.24</b>	[3.34]
Proceeds from / [Repayment of] Current Borrowings [Net]	<b>475.16</b>	121.99
Finance Costs paid	<b>[21.53]</b>	[20.16]
Equity Dividend paid	<b>[161.26]</b>	[295.64]
Dividend Distribution Tax paid	<b>[33.14]</b>	[60.18]
<b>Net Cash generated from / [used in] Financing Activities [C]</b>	<b>261.47</b>	<b>[257.33]</b>
<b>Net increase in Cash and Cash Equivalents [A+B+C]</b>	<b>739.54</b>	164.18
<b>Cash and Cash Equivalents as at the beginning of the year</b>	<b>497.88</b>	333.70
<b>Cash and Cash Equivalents as at the end of the year</b>	<b>1,237.42</b>	497.88
<b>The Notes to Accounts form integral part of the Financial Statements 1 to 43</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 30, 2019

For and on behalf of the Board

**N. D. Shetty**  
Executive Chairman  
DIN: 00025868

**G. P. Chaturvedi**  
Chief Financial Officer

**T. N. Shetty**  
Managing Director  
DIN: 00587108

**A. A. Lambay**  
Company Secretary  
FCS No. 8569

# Notes forming part of the Consolidated Financial Statements

## Company Overview

### 1. Company Overview

**Haldyn Glass Limited** [Formerly known as Haldyn Glass Gujarat Limited] [the “company”] is domiciled and incorporated in India with its registered office at Vadodara, Gujarat, India. The Company’s equity shares are listed on Bombay Stock Exchange [BSE].

The company is presently engaged in the business of manufacturing of exclusive quality glass containers for Food, Pharmaceutical, Beverages, Spirit Industries.

### 2. Significant Accounting Policies

#### 2.1 Basis of Preparation of financial statements

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards [Ind AS] notified under section 133 of the Companies Act, 2013 read with Rule 3 of the Companies [Indian Accounting Standards] Rules, 2015 as amended from time to time.

The financial statements of the Company for the year ended March 31, 2019 were approved for issue in accordance with the resolution of the Board of Directors on May 30, 2019.

#### 2.2 Basis of accounting

The Company maintains its accounts on accrual basis following the historical cost convention, except for certain financial instruments that are measured at fair values in accordance with Ind AS. Further, the guidance notes / announcements issued by the Institute of Chartered Accountants of India [ICAI] are also considered, wherever applicable, except to the extent where compliance with other statutory promulgations override the same requiring a different treatment.

#### 2.3 Presentation of Financial Statements

The Balance Sheet, Statement of Profit and Loss and Statement of Changes in equity are prepared and presented in the format prescribed in the Schedule III to the Companies Act, 2013 [“the Act”]. The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of the financial statements along with the other notes required to be disclosed under the notified Accounting Standards and the SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015.

#### 2.4 Significant Accounting Judgements, Estimates And Assumptions

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

This note provides an overview of the areas that involved a higher degree of judgement or complexity and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in the relevant note.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

## Notes forming part of the Consolidated Financial Statements

### A. Judgements in applying accounting policies

The judgements, apart from those involving estimations [see note below] that the Company has made in the process of applying its accounting policies and that have a significant effect on the amounts recognised in these financial statements pertain to useful life of assets. The Company is required to determine whether its intangible assets have indefinite or finite life which is a subject matter of judgement. The management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation to be recorded during any reporting period.

### B. Key source of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

#### a] Property, Plant and Equipment

Determination of the estimated useful lives of tangible assets and the assessment as to which components of the cost may be capitalized. Useful lives of tangible assets are based on the life prescribed in Schedule II of the Companies Act, 2013. In cases, where the useful lives are different from that prescribed in Schedule II, they are based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers' warranties and maintenance support.

#### b] Recognition and measurement of Defined Benefit Obligations

The Cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and attrition rate. The discount rate is determined based on the prevailing market yields of Indian Government Securities as at the Balance Sheet Date for the estimated term of the obligations. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

#### c] Recognition of Deferred Tax Assets / Liabilities

A deferred tax asset / liability is recognised for all the deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised.

#### d] Recognition and measurement of Other Provision

The recognition and measurement of other provisions are based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the balance sheet date. The actual outflow of resources at a future date may therefore vary from the figure included in other provisions.

#### e] Discounting of long-term Financial Instrument

All financial instruments are required to be measured at fair value on initial recognition. In case of financial instruments which are required to be subsequently measured at amortised cost, interest is accrued using the effective interest method.

### 2.5 Basis of Consolidation

Investment in the Joint venture has been accounted under the equity method as per Ind AS 28- Investments in Associates and Joint Venture.

## Notes forming part of the Consolidated Financial Statements

Under the Equity method, on initial recognition, the investments in Joint Venture is recognised at cost and the carrying amount is increased or decreased to recognise the investor's share of profit / loss of the investee after the date of acquisition. The investor's share of investee's profit / loss is recognised in the investor's profit or loss. Distribution received from an investee reduced the carrying amount of the investments. Adjustments to the carrying amount may also be necessary for the changes in investor's proportionate interest in the investee arising from changes in the investee's other comprehensive income. The investor's share of those adjustments is recognised in the investor's other comprehensive income.

The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented, to the extent possible, in the same manner as the Company's separate financial statements.

### 2.6 Functional and presentation currency

These financial statements are presented in Indian Rupees [INR], which is also the Company's functional currency. All amounts have been rounded-off to the nearest lakhs, unless otherwise indicated.

### 2.7 Property, Plant and Equipment

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items [major components] of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the company.

Capital work-in-progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date.

The assets' residual values, useful lives and method of depreciation are reviewed at each financial year end and are adjusted prospectively, if appropriate.

### 2.8 Intangible Assets

Intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any. Cost includes expenditure that is directly attributable to the acquisition of the intangible assets.

Identifiable intangible assets are recognised when it is probable that future economic benefits attributed to the asset will flow to the Company and the cost of the asset can be reliably measured. Computer software is capitalised at the amounts paid to acquire the respective license for use and are amortised over the period of useful lives by straight line method.

The assets' residual values, useful lives and method of depreciation are reviewed at each financial year end and are adjusted prospectively, if appropriate.

### 2.9 Investments in Associates, Joint ventures and Subsidiaries

The Company has accounted for its investment in joint venture at cost.

## Notes forming part of the Consolidated Financial Statements

### 2.10 Inventories

Inventories are valued at lower of cost or Net realisable value. Cost comprises of all costs of purchase [net of Taxes], cost of conversion and other cost incurred in bringing the inventory to current location and condition. Cost of raw materials, stores and spares, packing materials and other products are determined on FIFO method. Cost of work-in-progress and finished goods are determined on absorption costing method.

### 2.11 Impairment of non-financial assets

The Company assesses at each balance sheet date whether there is any indication that an asset or cash generating unit [CGU] may be impaired. If any such indication exists, the company estimates the recoverable amount of the asset. The recoverable amount is the higher of an asset's or CGU's net selling price or its value in use. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount.

Impairment losses are recognised in the statement of profit and loss.

An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

### 2.12 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

#### a] Financial Assets

##### Initial Recognition

The Company recognizes financial assets when it becomes a party to the contractual provisions of the instrument. All financial assets are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets that are not at fair value through profit or loss are added to the fair value on initial recognition.

Financial assets are classified, at initial recognition, as financial assets measured at fair value or as financial assets measured at amortised cost.

##### Subsequent measurement

For the purpose of subsequent measurement, financial assets are classified in two broad categories:-

- a] Financial assets at fair value
- b] Financial assets at amortised cost

Where assets are measured at fair value, gains and losses are either recognised entirely in the statement of profit and loss [i.e fair value through profit or loss], or recognised in other comprehensive income [i.e. fair value through other comprehensive income].

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.



## Notes forming part of the Consolidated Financial Statements

### b] Equity investments in Subsidiaries, Associates and Joint venture

The company has accounted for its investment in Joint Venture at cost.

#### Derecognition

The company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the company neither transfers nor retain substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

#### Impairment of financial asset

For impairment of financial assets, Company applies expected credit loss [ECL] model. Following financial assets and credit risk exposure are covered within the ECL model:

- a] Financial assets that are debt instruments, and are measured at amortised cost e.g. loans, debt securities, deposits, trade receivables and bank balance
- b] Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 11 and Ind AS 18.

The company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables including receivables recognised under service concession arrangements.

The application of simplified approach does not require the company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. For recognition of impairment loss on other financial assets and risk exposure, the company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, then the impairment loss is provided based on lifetime ECL.

### c] Financial liabilities

#### Initial recognition

The company initially recognises borrowings, trade payables and related financial liabilities on the date on which they are originated.

All other financial instruments [including regular-way purchases and sales of financial assets] are recognized on the trade date, which is the date on which the company becomes a party to the contractual provisions of the instrument.

#### Subsequent measurement

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit and loss. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

#### Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

## Notes forming part of the Consolidated Financial Statements

### Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

### 2.13 Leases

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the company as lessee are classified as operating leases. Payments made under operating leases [net of any incentives received from the lessor] are charged to profit or loss on a straight-line basis over the period of the lease.

### 2.14 Provisions and Contingencies

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events, it is probable that there will be an outflow of resources and a reliable estimate can be made of the amount of the obligation. These are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost in the statement of profit and loss.

Contingent liabilities are not provided for and are disclosed by way of notes. Contingent assets are not recognised. However, when the realisation of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognised as an asset.

### 2.15 Revenue recognition

Effective April 1, 2018, the Company has applied Ind AS 115: Revenue from Contracts with Customers which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue. The impact of the adoption of the standard on the financial statements of the Company is insignificant.

### Sale of Goods & Services

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer as per the terms of the contracts, usually on delivery of the goods, and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods.

Revenue from sale of goods is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

### Other Operating Income

Incentives on exports and other Government incentives related to operations are recognised in the statement of profit or loss after due consideration of certainty of utilization / receipt of such incentives.

### Interest Income

Interest income is recognised in the Statement of Profit and Loss using the effective interest method.

### Dividend Income

Dividend Income is recognised when the right to receive the payment is established.

### 2.16 Depreciation

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over

## Notes forming part of the Consolidated Financial Statements

their estimated useful lives using the straight-line method, except in respect of Captive Power Plant where depreciation is provided on Written Down Value Method over a period of 15 years and Furnaces which are depreciated under straight line method over a period of 5 years being their respective estimated useful life as assessed and estimated by the management based on technical evaluation. Depreciation on leasehold improvements is charged over the period of lease. Intangible Assets are amortised over its useful life of 3 years on a straight line basis and is generally recognised in the statement of profit and loss. Freehold land is not depreciated.

Depreciation on the property, plant and equipment which are added/disposed off during the year, is provided on pro-rata basis with reference to date of addition/deletion.

### 2.17 Foreign currency reinstatement and translation:

Transactions in foreign currencies are initially recorded by the Company at rates prevailing at the date of the transaction. Subsequently monetary items are translated at closing exchange rates as on balance sheet date and the resulting exchange difference recognised in statement of profit and loss. Differences arising on settlement of monetary items are also recognised in statement of profit and loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the transaction. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the exchange rates prevailing at the date when the fair value was determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item [i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively]. Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other finance gains / losses are presented in the statement of profit and loss on a net basis.

### 2.18 Borrowing Costs

Borrowing costs are interest and other costs [including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs] incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

### 2.19 Earnings per equity share

Basic earnings per equity share is computed by dividing the net profit or loss attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share is computed by dividing the net profit or loss attributable to the equity holders of the company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value [i.e. the average market value of the outstanding equity shares]. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period present.

### 2.20 Cash Flow statement

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

## Notes forming part of the Consolidated Financial Statements

### 2.21 Employee Benefits

#### Short Term Employment benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages etc. and the expected cost of ex-gratia are recognized in the period in which the employee renders the related service. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

#### Post Employment Employee Benefits

Retirement benefits to employees comprise payments to government provident funds, gratuity fund and Employees State Insurance.

#### Defined Contribution Plans

The Company's contribution to defined contributions plans such as Provident Fund, Employee State Insurance are recognised in the Statement of Profit and Loss in the year when the contributions to the respective funds are due. There are no other obligations other than the contribution payable to the respective Funds.

#### Defined Benefit Plans

Gratuity liability is defined benefit obligation. The Company's net obligation in respect of the gratuity benefit scheme is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value.

The present value of the obligation under such defined benefit plan is determined based on actuarial valuation by an independent actuary, 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.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government securities as at the Balance Sheet date.

Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets [excluding interest] and the effect of the asset ceiling [if any, excluding interest], are recognised immediately in Other Comprehensive Income. Net interest expense [income] on the net defined liability [assets] is computed by applying the discount rate, used to measure the net defined liability [asset], to the net defined liability [asset] at the start of the financial year after taking into account any changes as a result of contribution and benefit payments during the year. Net interest expense and other expenses related to defined benefit plans are recognised in Statement of Profit and Loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in Statement of Profit and Loss. The Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

Actuarial gains/losses are recognized in the other comprehensive income.

### 2.22 Income Taxes

#### Current Tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates [and tax laws] enacted or substantively enacted by the reporting date

## Notes forming part of the Consolidated Financial Statements

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Minimum alternative tax [MAT] credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay income tax higher than that computed under MAT, during the year that MAT is permitted to be set off under the Income Tax Act, 1961 [specified year]. In the year, in which the MAT credit becomes eligible to be recognized as an asset the said asset is created by way of a credit to the Statement of profit and loss and shown as MAT credit entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay income tax higher than MAT during the specified year.

### Deferred Tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized. The company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. The income tax provision for the interim period is made based on the best estimate of the annual average tax rate expected to be applicable for the full financial year.

### 2.23 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

For cash and other liquid assets, the fair value is assumed to approximate to book value, given the short term nature of these instruments. For those items with a stated maturity exceeding twelve months, fair value is calculated using a discounted cash flow methodology.

A fair value measurement of a non-financial asset considers a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

- Level 1 – Quoted [unadjusted] market prices in active markets for identical assets or liabilities
- Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation [based on the lowest level input that is significant to the fair value measurement as a whole] at the end of each reporting period.

For the purpose of fair value disclosures, the company has determined classes of assets and liabilities based on the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

## **2.24 Current and non-current classification**

The Company presents assets and liabilities in statement of financial position based on current/non-current classification.

The Company has presented non-current assets and current assets before equity, non-current liabilities and current liabilities in accordance with Schedule III, Division II of Companies Act, 2013 notified by MCA.

An asset is classified as current when it is:

- a] Expected to be realised or intended to be sold or consumed in normal operating cycle,
- b] Held primarily for the purpose of trading,
- c] Expected to be realised within twelve months after the reporting period, or
- d] Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current when it is:

- a] Expected to be settled in normal operating cycle,
- b] Held primarily for the purpose of trading,
- c] Due to be settled within twelve months after the reporting period, or
- d] There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Deferred tax assets and liabilities are classified as non-current assets and liabilities. The Company has identified twelve months as its normal operating cycle.

## **2.25 Recent accounting developments**

### **Standards issued but not yet effective:**

In March 2019, the Ministry of Corporate Affairs [MCA] issued the Companies [Indian Accounting Standards] Amendment Rules, 2019 and Companies [Indian Accounting Standards] Second Amendment Rules, 2019, notifying Ind AS 116 'Leases' and amendments to certain IND AS. The Standard / amendments are applicable to the Company with effect from April 1, 2019.

The MCA has notified below IND AS / amendments:

- a] Amendments to Ind AS 12, Income Taxes
- b] Amendments to Ind AS 19, Employee Benefits
- c] Amendments to Ind AS 23, Borrowing Costs
- d] Amendments to Ind AS 28, Investments to Associates and Joint Ventures
- e] Amendments to Ind AS 103, Business Combinations
- f] Amendments to Ind AS 109, Financial Instruments
- g] Amendments to Ind AS 111, Joint Arrangements
- h] Newly notified Ind AS 116, Leases

Based on Preliminary work, the Company does not expect these amendments to have any significant impact on its Financial Statements.

# Notes forming part of the Financial Statements

## NOTE 3 : PROPERTY, PLANT & EQUIPMENT AND OTHER INTANGIBLE ASSETS

[₹ in Lakhs]

Particulars	Tangible assets									Intangible Assets		Capital Work in Progress	Grand total
	Freehold land #	Buildings	Leasehold Improvements	Plant and machinery @	Office equipments	Vehicles	Furniture and fixtures	Computers	Total	Computer Software	Total		
<b>a) Gross Block</b>													
<b>As at March 31, 2018</b>	<b>309.59</b>	<b>1,621.70</b>	<b>88.87</b>	<b>6,204.29</b>	<b>67.31</b>	<b>197.10</b>	<b>205.98</b>	<b>58.09</b>	<b>8,752.93</b>	<b>17.35</b>	<b>17.35</b>	<b>85.64</b>	<b>8,855.92</b>
Additions during the year	—	53.30	—	331.32	2.86	38.83	0.52	2.23	429.06	37.79	37.79	—	466.85
Deletions / Adjustments during the year	—	—	—	[334.50]	[0.91]	[24.80]	—	—	[360.21]	—	—	[39.80]	[400.01]
<b>As at March 31, 2019</b>	<b>309.59</b>	<b>1,675.00</b>	<b>88.87</b>	<b>6,201.11</b>	<b>69.26</b>	<b>211.13</b>	<b>206.50</b>	<b>60.32</b>	<b>8,821.78</b>	<b>55.14</b>	<b>55.14</b>	<b>45.84</b>	<b>8,922.76</b>
<b>b) Depreciation and amortisation</b>													
<b>As at March 31, 2018</b>	<b>-</b>	<b>154.69</b>	<b>21.94</b>	<b>1,797.55</b>	<b>35.77</b>	<b>38.66</b>	<b>53.90</b>	<b>21.98</b>	<b>2,124.49</b>	<b>4.61</b>	<b>4.61</b>	<b>-</b>	<b>2,129.10</b>
Charge for the year	-	79.37	10.97	914.98	14.59	29.09	25.83	19.92	1,094.75	8.20	8.20		1,102.95
Deletions / Adjustments during the year	-	-	-	[211.07]	[0.29]	[2.89]	-	-	[214.25]	-	-		[214.25]
<b>As at March 31, 2019</b>	<b>-</b>	<b>234.06</b>	<b>32.91</b>	<b>2,501.46</b>	<b>50.07</b>	<b>64.86</b>	<b>79.73</b>	<b>41.90</b>	<b>3,004.99</b>	<b>12.81</b>	<b>12.81</b>	<b>-</b>	<b>3,017.80</b>
<b>c) Net book value</b>													
<b>As at March 31, 2019</b>	<b>309.59</b>	<b>1,440.94</b>	<b>55.96</b>	<b>3,699.65</b>	<b>19.19</b>	<b>146.27</b>	<b>126.77</b>	<b>18.42</b>	<b>5,816.79</b>	<b>42.33</b>	<b>42.33</b>	<b>45.84</b>	<b>5,904.96</b>
<b>As at March 31, 2018</b>	<b>309.59</b>	<b>1,467.01</b>	<b>66.93</b>	<b>4,406.74</b>	<b>31.54</b>	<b>158.44</b>	<b>152.08</b>	<b>36.11</b>	<b>6,628.44</b>	<b>12.74</b>	<b>12.74</b>	<b>85.64</b>	<b>6,726.82</b>

@ Depreciation on Plant and Machinery amounting to ₹ 4.73 lakhs [As at March 31, 2018 : ₹ 4.71 lakhs] have been added to the Cost of Moulds.

@ Arising out of physical verification of the Moulds during the year, the company has adjusted from the Property, Plant and Equipment, Assets having Gross block ₹ 334.50 lakhs, Accumulated depreciation ₹ 177.76 lakhs and written down value of ₹ 156.74 lakhs . The written down value of the said moulds have been written off to the statement of Profit and loss and disclosed under Note 31 of financial statements as a part of loss on sale / discard of Property, Plant & Equipment. Similarly, the Company has adjusted an accumulated depreciation of ₹ 33.31 Lakhs on account of excess depreciation charged on Moulds in earlier financial years and the effect of the same is disclosed as a part of Note 25 of the financial statements under Other Miscellaneous Income.

# Freehold land includes a plot of Land for 7,492 sq. meters having Gross Block and Net Block of ₹ 15.19 Lakhs which is in the process of being registered in the name of the Company.

Disclosure of estimated amount of contracts remaining to be executed for the acquisition of Property, Plant and Equipment [Refer Note 33].

For Property, Plant and Equipment pledged as security refer to Note 14 and Note 18.



# Notes forming part of the Consolidated Financial Statements

[₹ in Lakhs]

Particulars	As at March 31, 2019	As at March 31, 2018
<b>NOTE 4</b>		
<b>Investments measured at Cost</b>		
<b>Unquoted Fully Paid up</b>		
<b>Equity Instruments</b>		
<b>Investment in Jointly Controlled Entity</b>		
Haldyn Heinz Fine Glass Private Limited	1,764.14	1,995.16
[79,37,500 Equity shares of ₹ 10 each fully paid up]		
[As at March 31, 2018 : 68,75,000 Equity Shares of ₹ 10 each fully paid up]		
<b>Investments measured at Fair Value through Other Comprehensive Income [FVTOCI]</b>		
<b>Quoted Fully Paid up</b>		
<b>A] Equity Instruments</b>		
<b>IDBI Bank Limited</b>	0.97	1.50
[2,080 Equity Shares of ₹ 10 each]		
[As at March 31, 2018 : 2,080 Equity Shares of ₹ 10 each]		
<b>F.D.C Limited</b>	66.46	99.58
[40,000 Equity Shares of ₹ 1 each]		
[As at March 31, 2018 : 40,000 Equity Shares of ₹ 1 each]		
<b>IPCA Laboratories Limited</b>	147.28	98.35
[15,000 Equity Shares of ₹ 2 each]		
[As at March 31, 2018 : 15,000 Equity Shares of ₹ 2 each]		
<b>Larsen &amp; Toubro Limited</b>	41.56	39.33
[3,000 Equity Shares of ₹ 2 each]		
[As at March 31, 2018 : 3,000 Equity Shares of ₹ 2 each]		
<b>B. Mutual Fund Investments [Refer Note No. 43.1]</b>		
<b>Axis Regular Savings Fund*</b>	205.49	191.36
[11,29,695.031 units of ₹ 18.19 each]		
[As at March 31, 2018 : 11,29,695.031 units of ₹ 16.94 each]		
<b>Total</b>	<b>2,225.90</b>	<b>2,425.28</b>
Aggregate Book Value of Quoted Investments	211.06	211.06
Aggregate Market Value of Quoted Investments	461.76	430.12
Aggregate Book Value of Unquoted Investments	1,764.14	1,995.16

\* This includes ₹ 156.50 lakhs made out of amount received by virtue of order of Hon'ble Additional Chief Magistrate as interim custody [Refer Note 43.1]

## Notes forming part of the Consolidated Financial Statements

Particulars	[₹ in Lakhs]	
	As at March 31, 2019	As at March 31, 2018
<b>NOTE 5</b>		
<b>LOANS</b>		
Loans Receivables considered good - Secured	—	—
Loans Receivables considered good - Unsecured		
— Security Deposits - Related Party	134.52	149.58
Loans Receivables which have significant increase in Credit Risk	—	—
Loans Receivables - Credit Impaired	—	—
<b>Total</b>	<b>134.52</b>	<b>149.58</b>
<b>NOTE 6</b>		
<b>OTHER NON-CURRENT ASSETS</b>		
<b>[Unsecured, Considered Good]</b>		
Capital Advances	14.95	34.37
Security Deposits - Others	225.20	226.99
Prepaid Expenses	20.61	5.49
<b>Total</b>	<b>260.76</b>	<b>266.85</b>
<b>NOTE 7</b>		
<b>INVENTORIES</b>		
Raw Materials	377.74	372.02
Work-in-Progress	44.28	33.80
Finished Goods	1,516.46	1,793.26
Packing Material, Stores and Spares	328.88	364.66
<b>Total</b>	<b>2,267.36</b>	<b>2,563.74</b>

During FY 2018-19 an amount of ₹ 173.65 Lakhs [March 31, 2018 : Nil] was charged to the Statement of Profit and Loss on account of damaged and slow moving inventory.

Inventories are hypothecated as security for the working capital facilities.

# Notes forming part of the Consolidated Financial Statements

[₹ in Lakhs]

Particulars	As at March 31, 2019	As at March 31, 2018
<b>NOTE 8</b>		
<b>TRADE RECEIVABLES</b>		
Trade Receivables considered good - Secured		
Trade Receivables considered good - Unsecured *	5,037.40	3,467.70
Trade Receivables which have significant increase in Credit Risk	—	—
Trade Receivables - Credit Impaired *	258.76	123.66
Less: Provision for Bad and Doubtful Debts	[258.76]	[123.66]
<b>Sub-Total</b>	—	—
<b>Total</b>	<b>5,037.40</b>	<b>3,467.70</b>

\* Receivable from related party ₹ 246.00 lakhs [ As at March 31, 2018 : ₹ 88.84 lakhs]

Trade receivables hypothecated as Security for the Working Capital Facilities

The fair values of trade receivables are not considered to be significantly different from their carrying values, given their generally short period to maturity, with impairment reviews considered on an individual basis rather than when they become overdue.

<b>NOTE 9</b>		
<b>CASH AND BANK BALANCES</b>		
<b>Cash and Cash equivalents</b>		
Cash on hand	3.02	6.04
Balance with Banks		
— In Current Accounts	35.61	376.54
— Fixed Deposits with Banks	400.00	15.46
<b>Other Bank Balances</b>		
<b>Earmarked Balance with Banks</b>		
— In Unpaid Dividend Accounts	41.92	45.78
— Balance with Bank		
— Fixed Deposit with bank for maturity period less than 12 months	756.87	54.06
<b>Total</b>	<b>1,237.42</b>	<b>497.88</b>

## Notes forming part of the Consolidated Financial Statements

[₹ in Lakhs]

Particulars	As at March 31, 2019	As at March 31, 2018
<b>NOTE 10</b>		
<b>OTHER FINANCIAL ASSETS</b>		
<b>[Unsecured, Considered Good]</b>		
Interest Accrued on deposits	27.77	13.43
Other Advances recoverable in Cash or in kind or for value to be received*	165.32	155.92
Exports License Benefit	102.66	10.60
Margin Money	—	6.47
<b>[Unsecured, Considered Doubtful]</b>		
Other Advances recoverable in Cash or in kind or for value to be received	147.37	147.37
Less: Provision for Bad and Doubtful Debts	[147.37]	[147.37]
Sub-Total	—	—
<b>Total</b>	<b>295.75</b>	<b>186.42</b>
*Receivable from related parties ₹ 126.67 lakhs [ As at March 31, 2018 : ₹ 122.46 Lakhs]		
<b>NOTE 11</b>		
<b>OTHER CURRENT ASSETS</b>		
<b>[Unsecured, Considered Good]</b>		
Other Advances recoverable in Cash or in kind or for value to be received	5.57	17.58
Prepaid Expenses	16.21	18.52
Balance with Government Authorities	19.28	187.72
Assets Held in Trust [Refer Note No. 43.1]	61.97	61.97
<b>[Unsecured, Considered Doubtful]</b>		
Other Advances recoverable in Cash or in kind or for value to be received	118.06	133.07
Less: Provision for Bad and Doubtful Debts	[118.06]	[133.07]
	—	—
<b>Total</b>	<b>103.03</b>	<b>285.79</b>
<b>NOTE 12</b>		
<b>SHARE CAPITAL</b>		
<b>Authorised :</b>		
15,00,00,000 Equity Shares of ₹ 1 each	1,500.00	1,500.00
[As at March 31, 2018 : 15,00,00,000 Equity shares of ₹ 1 each]		
<b>Total</b>	<b>1,500.00</b>	<b>1,500.00</b>
<b>Issued, Subscribed and Paid Up :</b>		
5,37,51,700 Equity Shares of ₹ 1 each	537.52	537.52
[As at March 31, 2018 : 5,37,51,700 Equity Shares of ₹ 1 each]		
<b>Total</b>	<b>537.52</b>	<b>537.52</b>

# Notes forming part of the Consolidated Financial Statements

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

Particulars	As at March 31, 2019		As at April 1, 2018	
	No. of Shares	₹ in Lakhs	No. of Shares	₹ in Lakhs
No. of Shares at the beginning of the year	53751700	537.52	53751700	537.52
Add : Issue of Shares during the year	—	—	—	—
Less: Shares Bought back during the year	—	—	—	—
<b>No. of Shares at the end of the year</b>	<b>53751700</b>	<b>537.52</b>	53751700	537.52

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

Particulars	As at March 31, 2019		As at April 1, 2018	
	No. of Shares	₹ in Lakhs	No. of Shares	₹ in Lakhs
— Haldyn Corporation Limited	26621150	49.53%	26576255	49.44%

## c. Terms and Rights attached to equity shares

- [i] The Company has only one class of Equity Shares having a par value of Re 1 per share. Each holder of Equity Shares is entitled to one vote per share.
- [ii] They are entitled to dividend if proposed by the Board of Directors and approved by the shareholders in the ensuing Annual General Meeting.
- [iii] 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.

[₹ in Lakhs]

Particulars	As at March 31, 2019	As at March 31, 2018
<b>NOTE 13</b>		
<b>OTHER EQUITY</b>		
Refer Statement of Changes in Equity for detailed movement in Other Equity balance.		
<b>1. Summary of Other Equity Balance</b>		
[a] Capital Redemption Reserve	82.00	82.00
[b] Securities Premium	592.75	592.75
[c] General Reserve	5,160.09	4,960.09
Add: Transferred from surplus in Statement of Profit and loss	—	200.00
Sub - Total	<b>5,160.09</b>	5,160.09
[d] Retained Earnings		
As at Beginning of the year	6,361.35	6,966.55
Add : Profit for the year	554.71	[49.37]
Less: Final Equity Dividend payment	[161.26]	[295.64]
Less: Dividend Distribution Tax	[33.14]	[60.18]
Less: Transfer to General Reserves	—	[200.00]
Sub - Total	<b>6,721.66</b>	<b>6,361.36</b>
[e] Other Comprehensive Income [OCI]		
As at Beginning of the year	254.54	231.52
Add : Movements in OCI [net] during the year	31.59	23.02
Sub - Total	<b>286.13</b>	<b>254.54</b>
<b>Grand Total [a + b + c + d + e]</b>	<b>12,842.64</b>	<b>12,450.74</b>

## Notes forming part of the Consolidated Financial Statements

### 2. Nature and purpose of reserves

#### [i] Capital Redemption Reserve

The Company has recognised Capital Redemption Reserve on redemption of Cumulative Redeemable Preference Shares from its retained earnings. The amount in Capital Redemption Reserve is equal to nominal amount of the Preference Shares redeemed.

#### [ii] Securities Premium

Securities premium account comprises of premium on issue of shares. The reserve is utilised in accordance with the specific provision of the Companies Act, 2013.

#### [iii] General Reserve

The General reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the General reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the General Reserve will not be reclassified subsequently to the statement of profit and loss. Mandatory transfer to general reserve is not required under the Companies Act, 2013.

#### [iv] Retained Earnings

Retained Earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

Particulars	[₹ in Lakhs]	
	As at March 31, 2019	As at March 31, 2018
<b>NOTE 14</b>		
<b>BORROWINGS</b>		
<b>Secured</b>		
Vehicle Loans from Banks	22.90	28.73
Less: Current Maturities of Loan [ Refer Note 20]	[9.72]	[17.78]
<b>Total</b>	<b>13.18</b>	<b>10.95</b>
<b>Nature of Security and terms of payment for Loans</b>		
Secured loans from Banks consisted of three loans for acquisition of Vehicles which are secured by hypothecation of respective vehicle. The loan is for a period of 3 years and carries interest rate ranging from 8.39% to 9.46% .		
<b>Repayment details are as under:</b>		
F.Y. 2018-19	—	17.78
F.Y. 2019-20	9.72	8.25
F.Y. 2020-21	8.29	2.70
F.Y. 2021-22	4.89	—
<b>Total</b>	<b>22.90</b>	<b>28.73</b>
<b>NOTE 15</b>		
<b>PROVISIONS</b>		
Provision for Employees Benefits -Gratuity & Leave Encashment *	211.17	260.90
<b>Total</b>	<b>211.17</b>	<b>260.90</b>

\*The company has provided ₹ 50.12 lakhs [As at March 31, 2018 : ₹ 50.12 lakhs] on account of leave encashment and ₹ 10 lakhs [As at March 31, 2018 : ₹ 10 lakhs] on account of gratuity over and above the liabilities derived from actuarial valuation as shown in Note 37.

# Notes forming part of the Consolidated Financial Statements

[₹ in Lakhs]

Particulars	Balance Sheet		Statement of profit and loss & other comprehensive income	
	As at March 31, 2019	As at March 31, 2018	For the year ended March 31, 2019	For the year ended March 31, 2018
			Expense / [Income]	
<b>NOTE 16</b>				
<b>DEFERRED TAX LIABILITIES [NET]</b>				
<b>Deferred Tax Liability:</b>				
Property Plant and Equipment	580.99	878.05	[297.07]	[138.42]
Other temporary differences - Prepaid Rentals	6.00	1.90	4.10	[3.87]
<b>Sub Total</b>	<b>586.99</b>	<b>879.95</b>	<b>[292.97]</b>	<b>[142.29]</b>
<b>Deferred Tax Assets:</b>				
Disallowances for Post retirement benefits and other employee benefits	107.73	138.58	30.86	[22.25]
Provisions for advances and bad debts	64.83	30.29	[34.54]	[0.75]
Other temporary differences - Unwinding of Security Deposits	6.26	2.22	[4.04]	4.22
<b>Sub Total</b>	<b>178.82</b>	<b>171.09</b>	<b>[7.72]</b>	<b>[18.78]</b>
<b>Net deferred tax liability</b>	<b>408.17</b>	<b>708.86</b>	<b>[300.69]</b>	<b>[161.07]</b>
<b>Deferred tax expense / [income]</b>			<b>[300.69]</b>	<b>[161.07]</b>
– Recognised in statement of profit and loss			[299.68]	[154.45]
– Recognised in statement of other comprehensive income			[1.01]	[6.62]

[₹ in Lakhs]

Particulars	As at March 31, 2019	As at March 31, 2018
<b>NOTE 17</b>		
<b>OTHER NON-CURRENT LIABILITIES</b>		
Security Deposits from Customers & Others	215.77	194.62
<b>Total</b>	<b>215.77</b>	<b>194.62</b>
<b>NOTE 18</b>		
<b>BORROWINGS</b>		
<b>Secured Loans</b>		
Loans Repayable on demand		
– Working Capital Loans from Banks \$	729.82	254.66
<b>Total</b>	<b>729.82</b>	<b>254.66</b>

\$ Working Capital facilities from bank are secured by hypothecation of entire current assets of the company present & future, on pari passu basis along with a second charge on the entire fixed assets of the company.

\$ Working capital carry a interest rate ranging from 0.8 % to 1.75% above bank base rate payable on monthly rest.



## Notes forming part of the Consolidated Financial Statements

[₹ in Lakhs]

Particulars	As at March 31, 2019	As at March 31, 2018
<b>NOTE 19</b>		
<b>TRADE PAYABLES</b>		
<b>[a] Total outstanding dues of Micro and Small Enterprises</b>		
Total payables for Goods		
Total outstanding dues of Micro Enterprises and Small Enterprises	27.52	36.17
<b>Total</b>	<b>27.52</b>	<b>36.17</b>
<b>[b] Total outstanding dues of creditors other than Micro and Small Enterprises</b>		
Total payables for Goods & Services		
Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises \$	1,187.71	1,077.86
<b>Total</b>	<b>1,187.71</b>	<b>1,077.86</b>

\$ Includes payable to related party ₹ 194.72 lakhs [As at March 31, 2018 : ₹ 123.78 lakhs]

Micro and Small Enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 [MSMED 2006] have been determined based on the information as available with the Company and the details of amount outstanding due to them are as given below:

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
[a] Principal amount outstanding	27.52	36.17
[b] Interest due thereon	—	—
[c] Interest paid by the Company in terms of Section 16 of MSMED 2006, alongwith amount of the payment made to the suppliers beyond the appointed day during the year .	—	—
[d] Interest due and payable for the period of delay in making payment [which has been paid but beyond the appointed day during the year] but without adding the interest specified under MSMED 2006.	—	—
[e] Interest accrued and remaining unpaid	—	—
[f] Further interest remaining due and payable in the succeeding years until such date when the interest dues as above are actually paid to the small enterprises	—	—
<b>Total</b>	<b>27.52</b>	<b>36.17</b>

[₹ in Lakhs]

Particulars	As at March 31, 2019	As at March 31, 2018
<b>NOTE 20</b>		
<b>OTHER CURRENT LIABILITIES</b>		
Current Maturities of Loans [Refer Note 14]	9.72	17.78
Unpaid Dividends @	41.92	45.68
Sundry Creditor for Expenses	431.78	221.59
Other Payables # *	370.08	401.80
<b>Total</b>	<b>853.50</b>	<b>686.85</b>

@ There are no amounts due for payments to the Investors Education and Protection Fund at the year end.

# Other payable represent liability towards outstanding expenses, employees payables and creditors for other outstanding liabilities.

\* Other payables includes ₹ 248.37 lakhs [As at March 31, 2018 : ₹ 248.37 lakhs] on account of amount received by virtue of order of Hon'ble Additional Chief Magistrate. Refer Note No. 43.1

# Notes forming part of the Consolidated Financial Statements

Particulars	[₹ in Lakhs]	
	As at March 31, 2019	As at April 1, 2018
<b>NOTE 21</b>		
<b>OTHER CURRENT LIABILITIES</b>		
Advance From Customers	127.31	72.83
Statutory Liabilities	191.17	177.03
<b>Total</b>	<b>318.48</b>	<b>249.86</b>
<b>NOTE 22</b>		
<b>PROVISIONS</b>		
Provision for Employee Benefits - Gratuity and Leave Encashment	98.83	77.52
Provision for Sales Tax	22.79	22.79
<b>Total</b>	<b>121.62</b>	<b>100.31</b>
<b>NOTE 23</b>		
<b>CURRENT TAX LIABILITIES</b>		
Wealth Tax	—	0.76
<b>Total</b>	<b>—</b>	<b>0.76</b>

## Notes forming part of the Consolidated Financial Statements

[₹ in Lakhs]

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
<b>NOTE 24</b>		
<b>REVENUE FROM OPERATIONS</b>		
Sale of Products	22,113.69	16,472.42
Other Operating Revenues*	181.57	477.44
<b>Total</b>	<b>22,295.26</b>	<b>16,949.86</b>
*Represents sale of scrap and other sundry materials		
<b>NOTE 25</b>		
<b>OTHER INCOME</b>		
Interest on Fixed Deposits	36.07	18.74
Dividend on Equity Investments	0.99	1.47
Foreign Exchange Gain	60.95	-
Other Miscellaneous Income*	197.07	484.29
Unwinding of discount on Security Deposits	9.78	12.19
<b>Total</b>	<b>304.86</b>	<b>516.69</b>
* Includes sundry balances / provisions no longer required written back ₹ 71.98 lakhs [Previous Year: ₹ 144.38 lakhs]		
<b>NOTE 26</b>		
<b>COST OF MATERIALS CONSUMED</b>		
Opening Stock of materials	372.02	269.18
Add: Purchases of materials	7,282.43	5,102.52
Less: Closing Stock of materials	[377.74]	[372.02]
<b>Total</b>	<b>7,276.71</b>	<b>4,999.68</b>
<b>Product-wise Summary of Material Consumed</b>		
Cullet	3,113.54	1,978.69
Minerals	1,024.60	922.09
Chemicals	3,138.57	2,098.90
<b>Total</b>	<b>7,276.71</b>	<b>4,999.68</b>
<b>NOTE 27</b>		
<b>PURCHASES OF STOCK-IN-TRADE</b>		
Store Material	4.96	24.67
<b>Total</b>	<b>4.96</b>	<b>24.67</b>
<b>NOTE 28</b>		
<b>CHANGES IN INVENTORY OF FINISHED GOODS AND WORK IN PROGRESS</b>		
<b>[A] At the end of the year</b>		
[i] Finished Goods	1,516.46	1,793.26
[ii] Work-in-Progress	44.28	33.80
<b>Total [A]</b>	<b>1,560.74</b>	<b>1,827.06</b>
<b>[B] At the beginning of the year</b>		
[i] Finished Goods	1,793.26	2,546.24
[ii] Work-in-Progress	33.80	33.91
<b>Total [B]</b>	<b>1,827.06</b>	<b>2,580.15</b>
<b>Total [B-A]</b>	<b>266.32</b>	<b>753.09</b>

# Notes forming part of the Consolidated Financial Statements

[₹ in Lakhs]

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
<b>NOTE 29</b>		
<b>EMPLOYEE BENEFITS EXPENSE</b>		
Salaries, Wages, Bonus and Allowances	1,206.07	1,370.02
Directors' Remuneration	264.97	253.72
Contribution to Provident Fund and Other Funds	88.98	88.97
Expenses related to post employment defined benefit plan - Gratuity	67.42	54.22
Employee's welfare and other amenities	70.56	75.16
<b>Total</b>	<b>1,698.00</b>	<b>1,842.09</b>
<b>NOTE 30</b>		
<b>FINANCE COSTS</b>		
Interest on Borrowings	20.43	19.33
Other Borrowing Costs	1.10	0.83
<b>Total</b>	<b>21.53</b>	<b>20.16</b>
<b>NOTE 31</b>		
<b>OTHER EXPENSES</b>		
<b>[a] Manufacturing Expenses</b>		
Consumption of Raw Material, Packing Material, Stores and Spare Parts	2,803.51	2,225.36
Power and Fuel	4,588.22	2,745.44
Repairs to Machinery	207.19	175.94
Repairs to Buildings	48.32	52.70
Other Manufacturing Expenses - Labour Charges / Freight etc	772.95	712.55
<b>Sub-Total</b>	<b>8,420.19</b>	<b>5,911.99</b>
<b>[b] Selling and Distribution Expenses</b>		
Sales Promotion and Advertisement Expenses	35.51	27.98
Brokerage, Discount and Commission	3.50	1.72
Carriage Outwards	696.68	651.39
Royalty	226.99	168.89
Other Selling and Distribution Expenses	161.65	76.63
<b>Sub-Total</b>	<b>1,124.33</b>	<b>926.61</b>

## Notes forming part of the Consolidated Financial Statements

[₹ in Lakhs]

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
<b>[c] Administrative and General Expenses</b>		
Rent	131.33	131.02
Rates, Taxes and Fees	8.23	33.90
Insurance	27.19	40.05
Auditors Remuneration:		
– Audit Fees	15.50	13.00
– Tax Audit Fees	2.50	2.50
– Other Services	–	8.50
– Out of Pocket Expense	0.48	1.28
Director's Sitting Fees	8.55	9.05
Travelling and Conveyance	58.62	77.92
Legal and Professional Charges	281.67	261.07
Repair & Maintenance - Others	70.70	55.26
Loss on sale / discard of Property, Plant & Equipment	162.19	–
Donation	29.32	5.97
Corporate Social Responsibility Expenses [Refer Note 36]	24.79	35.83
Bank Charges	28.53	33.47
Miscellaneous Expenses	141.20	120.90
Provision for Expected Credit Losses	135.10	2.15
<b>Sub-Total</b>	<b>1,125.90</b>	<b>831.86</b>
<b>Total [a+b+c]</b>	<b>10,670.42</b>	<b>7,670.46</b>
<b>NOTE 32</b>		
<b>BASIC AND DILUTED EARNINGS PER EQUITY SHARE</b>		
For the purpose of calculation of Basic and Diluted Earnings Per Share, the following amounts are considered :		
Profit Attributable to Equity Shareholders	554.71	(49.37)
<b>Total</b>	<b>554.71</b>	<b>(49.37)</b>
<b>[a] Weighted Average No. of Equity Shares Outstanding during the year</b>		
– For Basic EPS	53,751,700	53,751,700
– For Diluted EPS	53,751,700	53,751,700
<b>[b] Earnings Per Share</b>		
– Basic EPS [in ₹]	1.03	(0.09)
– Diluted EPS [in ₹]	1.03	(0.09)
– Face Value Per Equity Share [in ₹]	1	1
<b>[c] Reconciliation between number of shares used for calculating basic and diluted earnings per share</b>		
– No. of Shares used for calculating Basic EPS	53,751,700	53,751,700
– Add: Potential Equity Shares	–	–
– No. of Shares used for calculating Diluted EPS	53,751,700	53,751,700

# Notes forming part of the Consolidated Financial Statements

[₹ in Lakhs]

Particulars	As at March 31, 2019	As at April 1, 2018
<b>NOTE 33</b>		
<b>CONTINGENT LIABILITIES [AS CERTIFIED BY MANAGEMENT AND TO THE EXTENT AVAILABLE FROM THE RECORD]</b>		
Estimated amount of Contracts remaining to be Executed on Capital Account	<b>11.46</b>	—
Letter of Credits outstanding & Bank Guarantees	<b>836.61</b>	414.51
Sales Tax Demand #	<b>467.34</b>	467.34
Demand for Income Tax appealed by the Company #	<b>455.36</b>	455.36
Claims against company not acknowledged as debts *	—	—
Labour Law Cases / Other Court Cases \$	<b>34.60</b>	30.00

# 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.

\$ Estimated amount for cases under labour court.

**Note:** Future cash outflows, if any, in respect of matters stated above is dependent upon the outcome of judgments / decisions etc.

## NOTE 34

### RELATED PARTY DISCLOSURES

Related party disclosures in accordance with the requirements of Ind AS 24 are as given below:

#### A. Relationships

**Category I : Enterprise owned or significant influenced by key managerial personnel and their relatives**

Haldyn Corporation Limited

**Category II : Jointly Controlled Entity**

Particulars	Country of incorporation	% of equity interest	
		As at March 31, 2019	As at March 31, 2018
Haldyn Heinz Fine Glass Private Limited	India	50%	50%
<b>Category III : Key Management Personnel and their Relatives</b>			
Mr. Narendra D. Shetty	Executive Chairman		
Mr. Tarun N. Shetty	Managing Director		
Mr. Rohan Y. Ajila	Director		
Mr. Ganesh P. Chaturvedi	Chief Financial Officer		
Mr. Anwar A. Lambay	Company Secretary		
Mrs. Vinita R. Ajila	Relative of Director		
Mrs. Shakuntala N. Shetty	Relative of Director		
Mrs. Sadhana G. Chaturvedi	Relative of Chief Financial Officer		

# Notes forming part of the Consolidated Financial Statements

## B. Transactions with the related parties

[₹ in Lakhs]

Sr. No.	Transactions	Name of Related Parties	Category	As at March 31, 2019	As at March 31, 2018
1.	Sales of Goods \$	Haldyn Corporation Limited	Category I	4.75	29.44
	[Net of sales return]	Haldyn Heinz Fine Glass Private Limited	Category II	13.30	0.14
2.	Rendering of Services	Haldyn Heinz Fine Glass Private Limited	Category II	90.02	105.57
	[Misc. Income]				
3.	Reimbursement of Expenses [received]	Haldyn Heinz Fine Glass Private Limited	Category II	5.67	—
	[Misc. Income]				
4.	Purchases \$	Haldyn Corporation Limited	Category I	2,226.17	1,831.43
	[Net of purchase return]	Haldyn Heinz Fine Glass Private Limited	Category II	53.88	13.42
5.	Royalty #	Haldyn Corporation Limited	Category I	226.99	168.89
6.	Motor Car Hire Charges	Mrs. Sadhana G. Chaturvedi	Category III	3.60	3.60
7.	Rent #	Haldyn Corporation Limited	Category I	81.55	81.62
		Mr. Tarun N. Shetty	Category III	49.33	49.36
8.	Directors Remuneration @	Mr. Narendra D. Shetty	Category III	132.93	128.09
		Mr. Tarun N. Shetty	Category III	132.04	125.63
9.	Employee Remuneration @	Mr. Ganesh P. Chaturvedi	Category III	44.01	35.59
		Mr. Anwar A. Lambay	Category III	9.85	9.31
10.	Reimbursement of Expenses [paid]	Haldyn Corporation Limited	Category I	7.27	7.51
11.	Board Meeting Fees & Out of Pocket Exps	Mr. Rohan Y. Ajila	Category III	1.00	0.75
12.	Investment in Equity shares of Jointly controlled entity [including security premium]	Haldyn Heinz Fine Glass Private Limited	Category II	425.00	750.00

\$ Exclusive of Excise Duty and Sales Tax/Goods & Services Tax.

# Exclusive of Service Tax/Goods & Services 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

[₹ in Lakhs]

Sr. No.	Compensation paid to Key Management Personnel	For the year ended March 31, 2019	For the year ended March 31, 2018
1.	Short-term employee benefits	318.83	298.62
	<b>Total</b>	<b>318.83</b>	<b>298.62</b>



# Notes forming part of the Consolidated Financial Statements

## C. Balances due from/to the related parties:

[₹ in Lakhs]

Sr. No.	Transactions	Name of Related Parties	Category	As at March 31, 2019	As at March 31, 2018
1.	Security Deposits	Haldyn Corporation Limited	Category I	117.29	133.76
		Mr. Tarun N. Shetty	Category III	17.23	15.82
2.	Investment in Equity Shares	Haldyn Heinz Fine Glass Private Ltd	Category II	1,764.14	1,995.16
3.	Other Financial Assets	Haldyn Corporation Limited	Category I	20.65	26.31
	[Advances Receivables]	Haldyn Heinz Fine Glass Private Limited	Category II	106.02	96.15
4.	Trade Receivables	Haldyn Heinz Fine Glass Private Limited	Category II	246.00	88.84
5.	Trade Payables	Haldyn Corporation Limited	Category I	193.65	123.78
		Haldyn Heinz Fine Glass Private Limited	Category II	1.07	—

### NOTE 35

#### Disclosures related to assets taken on operating lease

The company procures office premises and vehicles on lease rentals under operating leases. The initial tenure of lease is generally between 12 to 60 months.

[₹ in Lakhs]

Sr. No.	Particulars	Vehicle	Office Building
1	<b>The total future minimum lease rentals payable at the Balance Sheet date</b>		
	a. For a period not later than one year	3.60	127.20
		[2.40]	[107.40]
	b. For a period later than one year not later than five years	—	174.60
		—	[84.00]
	c. For a period later than five years	—	—
		—	—
2	<b>Lease rental recognized in Statement of Profit and Loss</b>	3.60	131.33
		[3.60]	[131.02]

Figures in brackets represents those of previous financial year 2017-18.



## Notes forming part of the Consolidated Financial Statements

[₹ in Lakhs]

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
<b>NOTE 36</b>		
<b>Corporate Social Responsibility [CSR] expenditure:</b>		
[a] CSR amount required to be spent as per Section 135 of the Companies Act, 2013 read with Schedule VII thereof by the company during the year is ₹ 24.76 Lakhs [Previous Year ₹ 35.99 Lakhs].		
[b] Expenditure related to Corporate Social Responsibility remaining unspent is ₹ Nil [Previous Year ₹ 0.16 lakhs].		
<b>Details of expenditure towards CSR as shown in Note 31 is given below:</b>		
Eradicating hunger, poverty and malnutrition	—	2.08
Promoting preventive health care	3.00	11.50
Contribution to the Prime Minister's National Relief Fund	15.00	—
Rural development projects	5.29	—
Promoting education	1.50	22.25
<b>Total</b>	<b>24.79</b>	<b>35.83</b>
<b>NOTE 37</b>		
<b>Employee Benefits</b>		
<b>37.1 As per Ind AS 19 'Employee Benefits', the disclosure of Employee benefits as defined in the Ind AS are given below:</b>		
[a] <b>Defined Contribution Scheme:</b>		
Contribution to Defined Contribution Plan, recognized as expense for the years are as under:		
Employer's Contribution to Provident Fund	82.03	82.88
Employer's Contribution to ESIC	2.10	0.69
<b>Total</b>	<b>84.13</b>	<b>83.57</b>
The contribution to provident fund is made to Employees' Provident Fund managed by Provident Fund Commissioner. The contribution towards ESIC made to Employees State Insurance Corporation. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation.		

₹ in Lakhs

Particulars	As at March 31, 2019		As at March 31, 2018	
	Gratuity [Funded]	Leave Encashment [Unfunded]	Gratuity [Funded]	Leave Encashment [Unfunded]
[b] <b>Defined Benefit Scheme:</b>				
i] <b>The amounts recognised in Balance Sheet are as follows:</b>				
Amount to be recognised in Balance Sheet				
Present Value of Defined Benefit Obligation	229.40	207.67	201.21	217.95
Less: Fair Value of Plan Assets	[187.19]	—	[140.86]	—
<b>Amount to be recognised as liability or [asset]</b>	<b>42.21</b>	<b>207.67</b>	<b>60.35</b>	<b>217.95</b>
ii] <b>The amounts recognised in the Profit and Loss Statement are as follows:</b>				
Current Service Cost	21.69	42.49	17.77	55.59
Net Interest [income]/expenses	3.71	12.40	4.34	8.36
Net periodic benefit cost recognised in the statement of profit & loss [Employee benefit expenses - Note 30]	25.41	54.89	22.11	63.95

## Notes forming part of the Consolidated Financial Statements

[₹ in Lakhs]

Particulars	As at March 31, 2019		As at March 31, 2018	
	Gratuity [Funded]	Leave Encashment [Unfunded]	Gratuity [Funded]	Leave Encashment [Unfunded]
iii] The amounts recognised in the statement of other comprehensive income [OCI]				
Due to Change in financial assumptions	1.65	[7.07]	[2.81]	3.21
Due to change in demographic assumption	[2.38]	2.18	1.57	[2.96]
Due to experience adjustments	[0.72]	[51.12]	22.83	[3.53]
Return on plan assets excluding amounts included in interest income	—	—	0.81	—
Total Re-measurements Cost/[Credit] for the year recognised in OCI	[1.44]	[56.01]	22.40	[3.28]
Less: Accumulated balances transferred to retained earnings	—	—	—	—
<b>Closing balances re-measurement [gain]/loss recognised OCI</b>	<b>[1.44]</b>	<b>[56.01]</b>	<b>22.40</b>	<b>[3.28]</b>
iv] Movement in the present value of defined benefit obligation				
Obligation at the beginning of the year	201.21	217.95	142.49	168.11
Current service cost	21.69	42.49	17.77	55.59
Past service cost	—	—	4.91	—
Short Term Compensated Absences	—	—	—	[4.53]
Interest cost	15.87	12.40	11.22	8.36
Benefits paid	[7.94]	[9.15]	[10.94]	[6.04]
Actuarial [Gain]/loss on obligation	[1.44]	[56.01]	35.76	[3.54]
<b>Obligation at the end of the year</b>	<b>229.40</b>	<b>207.67</b>	<b>201.21</b>	<b>217.95</b>
v] Movement in the fair value of plan assets				
Fair value at the beginning of the year	140.86	—	94.59	—
Adjustment to Opening Fair Value of Plan Asset	—	—	3.70	—
Interest Income	12.14	—	6.88	—
Expected Return on Plan Assets	[0.32]	—	[5.50]	—
Contribution by employer	42.45	—	52.13	—
Benefits paid	[7.94]	—	[10.94]	—
<b>Fair value at the end of the year</b>	<b>187.19</b>	<b>—</b>	<b>140.86</b>	<b>—</b>

[₹ in Lakhs]

Particulars	As at March 31, 2019
vi] The broad categories of plan assets as a percentage of total plan assets as at March 31, 2019 of Employee's Gratuity Scheme are as under:	
Central Government Securities	0%
State Government Securities	0%
High quality Corporate bonds	0%
Equity Shares of listed companies	0%
Property	0%
Special Deposit Scheme	0%
Policy of Insurance	100%
Bank Balance	0%
Other Investments	0%
Total	100%

### Basis used to determine the overall expected return:

Since the scheme funds are invested with LIC of India Expected Rate on Planned Assets is based on rate of return declared by fund managers.

## Notes forming part of the Consolidated Financial Statements

[₹ in Lakhs]

Particulars	As at March 31, 2019		As at March 31, 2018	
	Gratuity [Funded]	Leave Encashment [Unfunded]	Gratuity [Funded]	Leave Encashment [Unfunded]
vii] Principal actuarial assumptions at the balance sheet date				
Actuarial assumptions				
Mortality Table	IALM [2006-08] Ult	IALM [2006-08] Ult	IALM [2006-08] Ult	IALM [2006-08] Ult
Salary escalation rate [%]	8.00%	8.00%	8.00%	8.00%
Discount rate [%]	7.60%	7.60%	7.72%	7.72%
Average Remaining Service [years]	12.08	12.70	10.61	11.09
Employee attrition rate [%]				
– up to 5 years	5.44%	5.44%	4.45%	4.45%
– above 5 years	1.98%	1.98%	3.92%	3.92%

The estimate of rate of escalation in Salary considered in actuarial valuation takes into account inflation, seniority, promotion and other retirement factors including supply & demand in the employment market. The above information is certified by the actuary.

### viii] General descriptions of defined plans:

Gratuity Plan:

The Company operates gratuity plan wherein every employee is entitled to the benefit equivalent to fifteen days salary last drawn for each completed year of service. The same is payable on termination of service or retirement whichever is earlier. The benefit vests after five years of continuous service.

### [ix] Sensitivity analysis:

Sensitivity analysis indicates the influence of a reasonable change in certain significant assumptions on the outcome of the Present value of obligation [PVO]. Sensitivity analysis is done by varying [increasing/ decreasing] one parameter by 100 basis points [1%].

	Changes in assumptions	Effect on Gratuity obligation	Effect on Leave Encashment
<b>For the year ended March 31, 2019</b>			
Salary escalation rate	+1%	249.89	178.41
	-1%	211.35	151.32
Discount rate	+1%	210.42	151.23
	-1%	251.34	178.79
<b>For the year ended March 31, 2018</b>			
Salary escalation rate	+1%	217.28	173.07
	-1%	186.88	148.48
Discount rate	+1%	185.92	148.29
	-1%	218.67	173.55

# Notes forming part of the Consolidated Financial Statements

## NOTE 38

### Fair Values

#### 38.1 Fair value of financial assets and liabilities:

Set out below is a comparison by class of the carrying amounts and fair value of the Company's financial assets and liabilities that are recognised in the financial statements.

₹ in Lakhs

Particulars	As at March 31, 2019		As at April 1, 2018	
	Carrying Value	Fair Value	Carrying Value	Fair Value
<b>Financial Assets :</b>				
<b>Financial Assets designated at amortised cost &amp; fair value:</b>				
– Investment in Jointly Controlled Entity	1,764.14	1,764.14	1,995.16	1,995.16
– Investments in Listed Equity Instruments and Mutual Funds	211.06	461.76	211.06	430.12
– Loans	156.00	134.52	156.00	149.58
– Trade receivable	5,296.16	5,037.40	3,591.36	3,467.70
– Cash and cash equivalents	1,237.42	1,237.42	497.88	497.88
– Other financial assets	295.75	295.75	186.42	186.42
<b>Total</b>	<b>8,960.53</b>	<b>8,930.99</b>	<b>6,637.88</b>	<b>6,726.87</b>
<b>Financial Liabilities :</b>				
<b>Financial Liabilities designated at amortised cost &amp; fair value:</b>				
– Long Term and Short Term Borrowings	752.72	752.72	283.39	283.39
– Trade payable	1,215.25	1,215.25	1,114.03	1,114.03
– Other financial liabilities	843.78	843.78	669.07	669.07
<b>Total</b>	<b>2,811.75</b>	<b>2,811.75</b>	<b>2,066.49</b>	<b>2,066.49</b>

#### 38.2 Fair Valuation techniques used to determine fair value:

The Company maintains procedures to value financial assets or financial liabilities using the best and most relevant data available. The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The following methods and assumptions were used to estimate the fair values:

- Fair value of cash and cash equivalents, trade payables, borrowings and other financial assets and liabilities are approximate at their carrying amounts largely due to the short-term maturities of these instruments.
- The fair values of trade receivables and non-current loans are calculated based on expected credit loss method and discounted cash flow using a current lending rate respectively. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including credit risk. The fair values of non-current loan are approximate at their carrying amount due to interest bearing features of these instruments.
- The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.
- Fair values of quoted financial instruments are derived from quoted market prices in active markets.
- The fair value of investments in unlisted equity shares is determined using a combination of direct sales comparison and income approach.
- The fair value of the remaining financial instruments is determined using discounted cash flow analysis and/or direct sales comparison approach.
- Equity Investments in jointly controlled entities is stated at cost.

## Notes forming part of the Consolidated Financial Statements

### 38.3 Fair value hierarchy

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation techniques:

- i] **Level 1** : Quoted prices / published NAV [unadjusted] in active markets for identical assets or liabilities. It includes fair value of financial instruments traded in active markets and are based on quoted market prices at the balance sheet date and financial instruments like mutual funds for which net assets value [NAV] is published by mutual fund operators at the balance sheet date.
- ii] **Level 2** : Inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly [that is, as prices] or indirectly [that is, derived from prices]. It includes fair value of the financial instruments that are not traded in an active market [for example, over-the-counter derivatives] is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on the Company specific estimates. If all significant inputs required to fair value an instrument are observable then instrument is included in level 2.
- iii] **Level 3** : Inputs for the asset or liability that are not based on observable market data [that is, unobservable inputs]. If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

Investment in Jointly Controlled Entity, Cash and Cash Equivalents, Other Financial Assets, Long Term and Short Term Borrowings, Trade Payables and Other financial liabilities are shown at amortised cost. The following table provides hierarchy of the fair value measurement of Company's asset and liabilities, grouped into Level 1 [Quoted prices in active markets], Level 2 [Significant observable inputs] and Level 3 [Significant unobservable inputs] as described below:

₹ in Lakhs

Particulars	March 31, 2019		
	Level 1	Level 2	Level 3
<b>Financial Assets designated at fair value through profit or loss :</b>			
– Trade receivable	–	–	5,037.40
– Loans	–	–	134.52
<b>Financial Assets designated at fair value through other comprehensive income :</b>			
– Listed equity investments	256.27	–	–
– Mutual fund investments	205.49	–	–

₹ in Lakhs

Particulars	March 31, 2018		
	Level 1	Level 2	Level 3
<b>Financial Assets designated at fair value through profit or loss :</b>			
– Trade receivable	–	–	3,467.70
– Loans	–	–	149.58
<b>Financial Assets designated at fair value through other comprehensive income :</b>			
– Listed equity investments	238.76	–	–
– Mutual fund investments	191.36	–	–

There were no transfers between level 1 and level 2 during the year.

## Notes forming part of the Consolidated Financial Statements

### 38.4 Description of the inputs used in the fair value measurement:

Following table describes the valuation techniques used and key inputs to valuation for level 3 of the fair value hierarchy as at March 31, 2019 and March 31, 2018 respectively:

₹ in Lakhs

Particulars	As at March 31, 2019	Valuation Technique	Inputs used	Sensitivity
Financial Assets designated at fair value through profit or loss :				
– Trade receivable	5,037.40	General approach as per Ind AS 109	Recognition of expected credit losses	No material impact on fair valuation
– Loans	134.52	Discounted cash flow	Risk adjusted discount rate	No material impact on fair valuation

₹ in Lakhs

Particulars	As at March 31, 2018	Valuation Technique	Inputs used	Sensitivity
Financial Assets designated at fair value through profit or loss :				
– Trade receivable	3,467.70	General approach as per Ind AS 109	Recognition of expected credit losses	No material impact on fair valuation
– Loans	149.58	Discounted cash flow	Risk adjusted discount rate	No material impact on fair valuation

### 38.5 Description of the valuation processes used by the Company for fair value measurement categorised within level 3.

At each reporting date, the Company analysis the movements in the values of financial assets and liabilities which are required to be re-measured or re-assessed as per the accounting policies. For this analysis, the Company verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The Company also compares the change in the fair value of each financial asset and liability with relevant external sources to determine whether the change is reasonable. The Company also discusses of the major assumptions used in the valuations.

For the purpose of fair value disclosures, the Company has determined classes of financial assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

#### NOTE 39

##### Financial Risk Management - Objectives and Policies

The Company is exposed to market risk, credit risk and liquidity risk. Risk management is carried out by the company under policies approved by the board of directors. This Risk management plan defines how risks associated with the Company will be identified, analysed, and managed. It outlines how risk management activities will be performed, recorded, and monitored by the Company. The basic objective of risk management plan is to implement an integrated risk management approach to ensure all significant



## Notes forming part of the Consolidated Financial Statements

areas of risks are identified, understood and effectively managed, to promote a shared vision of risk management and encourage discussion on risks at all levels of the organization to provide a clear understanding of risk/benefit trade-offs, to deploy appropriate risk management methodologies and tools for use in identifying, assessing, managing and reporting on risks, and to determine the appropriate balance between cost and control of risk and deploy appropriate resources to manage/optimize key risks. Activities are developed to provide feedback to management and other interested parties [e.g. Audit committee, Board etc.]. The results of these activities ensure that risk management plan is effective in the long term.

### 39.1 Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise of three types of risk: foreign currency rate risk, interest rate risk and other price risks, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits and investments. The sensitivity analysis is given relating to the position as at March 31, 2019 and March 31, 2018. The sensitivity analysis excludes the impact of movements in market variables on the carrying value of post-employment benefit obligations, provisions and on the non-financial assets and liabilities. The sensitivity of the relevant statement of profit and loss item is the effect of the assumed changes in the respective market risks. The Company's activities expose it to a variety of financial risks, including the effects of changes in foreign currency exchange rates and interest rates. This is based on the financial assets and financial liabilities held as at March 31, 2019 and March 31, 2018.

#### [a] Foreign exchange risk and sensitivity

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities. The Company transacts business primarily in USD and Euro. The Company has foreign currency trade payables and receivables and is therefore, exposed to foreign exchange risk. The Company regularly reviews and evaluates exchange rate exposure arising from foreign currency transactions.

The carrying amount of foreign currency denominated financial assets and liabilities including derivative contracts, are as follows:

(₹ in Lakhs)					
Particulars	Currency	As at March 31, 2019		As at March 31, 2018	
		Gratuity [Funded]	Leave Encashment [Unfunded]	Gratuity [Funded]	Leave Encashment [Unfunded]
Advance to Creditors	USD	17,124.75	11.85	18,000.00	11.57
Advance to Creditors	EURO	6,742.65	5.24	16,000.00	12.37
Trade Receivable	USD	1,521,801.76	1,052.65	794,825.00	516.99
Trade Receivable	EURO	6,048.00	4.70	–	–
<b>Total</b>			1,074.44		540.93
Trade Payables	USD	–	–	10,500.00	6.80
Trade Payables	EURO	5,589.36	4.34	1,733.00	1.45
Security deposit received	USD	31,491.00	21.78	10,277.00	6.68
Advance received from customers	USD	23,354.58	16.15	17,360.00	11.29
<b>Total</b>			42.27		26.22

During the previous financial year, the Company used currency options to hedge its exposures in foreign currency arising

## Notes forming part of the Consolidated Financial Statements

from firm commitments and highly probable forecast transactions. Accordingly, Currency options that were outstanding on respective reporting dates:

Particulars	Amount in Foreign Currency Hedged	Currency	Cross Currency	Buy [Put]	Sell [Call]
As at March 31, 2019	—	—	—	—	—
As at March 31, 2018	175,000.00	USD	INR	0.3275	0.2525

### Foreign currency sensitivity:

1% increase or decrease in foreign exchange rates will have the following impact on profit before tax [PBT] :

Particulars	As at March 31, 2019		As at March 31, 2018	
	1% Increase - Increase/ [Decrease] in PBT	1% Decrease - Increase/ [Decrease] in PBT	1% Increase - Increase/ [Decrease] in PBT	1% Decrease - Increase/ [Decrease] in PBT
USD	10.27	[10.27]	4.89	[4.89]
EURO	0.06	[0.06]	0.11	[0.11]
<b>Increase / [Decrease] in profit before tax</b>	<b>10.32</b>	<b>[10.32]</b>	<b>5.00</b>	<b>[5.00]</b>

₹ in Lakhs

### [b] Interest rate risk and sensitivity:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. During the year, the company is having long term borrowings in the form of Vehicle Loans and short term borrowings in the form of Working Capital Loan & Export Packing Credit. There is a fixed rate of interest in case of export packing credit & vehicle loans and is payable at the time of repayment and hence, there is no interest rate risk associated with these borrowings.

At the reporting date the interest rate profile of the Company's interest bearing financial instruments are follows:

Particulars	Interest rates	₹ in Lakhs	
		As at March 31, 2019	As at March 31, 2018
Working capital loan / loan repayable on demand			
— Cash credit	Variable	729.78	57.78
— Packing credit	Fixed	0.04	196.88
Vehicle Loans from Banks	Fixed	22.90	28.73
<b>Total</b>		<b>752.73</b>	<b>283.39</b>

The table below illustrates the impact of a 2% increase in interest rates on interest on financial liabilities assuming that the changes occur at the reporting date and has been calculated based on risk exposure outstanding as of date. The year end balances are not necessarily representative of the average debt outstanding during the year. This analysis also assumes that all other variables, in particular foreign currency rates, remain constant.

## Notes forming part of the Consolidated Financial Statements

Particulars	2018-19		2017-18	
	1% Increase - Increase/ [Decrease] in PBT	1% Decrease - Increase/ [Decrease] in PBT	1% Increase - Increase/ [Decrease] in PBT	1% Decrease - Increase/ [Decrease] in PBT
Working capital loan / loan repayable on demand	14.60	[14.60]	1.16	[1.16]

The assumed movement in basis points for interest rate sensitivity analysis is based on the currently observable market environment.

**[c] Commodity price risk:**

The Company is exposed to the movement in price of key traded materials in domestic and international markets. The Company has entered into contracts for procurement of material. However the Company is not exposed to significant risk.

**[d] Equity price risk:**

The Company has decided to fair value its equity instruments through Other Comprehensive Income and carry investment in jointly controlled entities at Cost. Therefore neither profit or loss nor equity will be affected by the equity price risk of those instruments. Accordingly, no sensitivity analysis is required."

### 39.2 Credit risk

Credit risk is the risk that a counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities [primarily trade receivables] and from its financing activities, including deposits with banks, foreign exchange transactions and other financial instruments.

**[a] Trade Receivables:**

The Company extends credit to customers in normal course of business. The Company considers factors such as credit track record in the market and past dealings with the Company for extension of credit to customers. The Company monitors the payment track record of the customers. Outstanding customer receivables are regularly monitored. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets. The Company has also taken security deposits in certain cases from its customers, which mitigate the credit risk to some extent. The Company has adopted an Expected Credit Loss Model as per Ind AS 109 "Financial Instruments", wherein the provision is made for expected losses for non-recovery of receivables and also for loss in value of money due to delayed receipt of money. However, the Company does not expect any material risk on account of non-performance by Company's counterparties."

**[b] Financial instruments and cash deposits:**

The Company considers factors such as track record, size of the institution, market reputation and service standards to select the banks with which balances are maintained. Credit risk from balances with bank is managed by the Company's finance department. Investment of surplus funds are also managed by finance department. The Company does not maintain significant cash in hand. Excess balance of cash other than those required for its day to day operations is deposited into the bank. For other financial instruments, the finance department assesses and manage credit risk based on internal assessment. Internal assessment is performed for each class of financial instrument with different characteristics."

### 39.3 Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to, at all times, maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company relies on operating cash flows and short term borrowings in the form of Working

## Notes forming part of the Consolidated Financial Statements

Capital Loan & Export Packing Credit to meet its needs for funds. Company does not breach any covenants [where applicable] on any of its borrowing facilities. The Company has access to a sufficient variety of sources of funding as per requirement.

The table below provides undiscounted cash flows towards financial liabilities into relevant maturity based on the remaining period at the balance sheet to the contractual maturity date.

[₹ in Lakhs]

Particulars	Maturity				Total
	0 - 12 Months	1 - 2 Years	2 - 5 Years	More than 5 years	
<b>As at March 31, 2019</b>					
Long term borrowings [including current maturities of long term loans]	9.72	8.29	4.89	–	22.90
Short term borrowings	729.82	–	–	–	729.82
Trade payable	1,215.25	–	–	–	1,215.25
Other current financial liabilities [excluding current maturities of long term loans]	843.78	–	–	–	843.78
<b>Total</b>	<b>2,798.56</b>	<b>8.29</b>	<b>4.89</b>	<b>–</b>	<b>2,811.74</b>

[₹ in Lakhs]

Particulars	Maturity				Total
	0 - 12 Months	1 - 2 Years	2 - 5 Years	More than 5 years	
<b>As at March 31, 2018</b>					
Long term borrowings [including current maturities of long term loans] - Refer Note 14 and 20	17.78	8.25	2.70	–	28.73
Short term borrowings	254.66	–	–	–	254.66
Trade payable	1,114.03	–	–	–	1,114.03
Other current financial liabilities [excluding current maturities of long term loans]	669.07	–	–	–	669.07
<b>Total</b>	<b>2,055.54</b>	<b>8.25</b>	<b>2.70</b>	<b>–</b>	<b>2,066.49</b>

### 39.4 Competition and price risk

The Company faces competition from local and foreign competitors. Nevertheless, it believes that it has competitive advantage in terms of high quality products and by continuously upgrading its expertise and range of products to meet the needs of its customers.

### NOTE 40

#### Capital Management

For the purpose of Company's capital management, capital includes issued capital, all other equity reserves and debts. The primary objective of the Company's capital management is to maximise shareholders value. The Company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of the financial covenants.

## Notes forming part of the Consolidated Financial Statements

The Company monitors capital using gearing ratio, which is net debt divided by total capital [equity plus net debt]. Net debt are non-current and current debts as reduced by cash and cash equivalents, other bank balances and current investments. Equity comprises all components including other comprehensive income.

[₹ in Lakhs]		
Particulars	As at March 31, 2019	As at April 1, 2018
<b>Total Debt</b>	752.72	283.39
Less:- Cash and cash equivalent	1,237.42	497.88
<b>Net Debt</b>	—	—
<b>Total Equity [Equity Share Capital plus Other Equity]</b>	<b>13,380.16</b>	<b>12,988.26</b>
<b>Total Capital [Total Equity plus net debt]</b>	<b>13,380.16</b>	<b>12,988.26</b>
<b>Gearing ratio</b>	0.00%	0.00%

### NOTE 41

Reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities as required under Ind AS 7, 'Statement of cash flows'

[₹ in Lakhs]					
Particulars	As at April 1, 2018	Cash Flows [Net]	Non Cash Changes		As at April 1, 2019
			Foreign exchange movements	Fair Value changes	
Long Term Borrowings	10.95	2.24	—	—	13.18
Other Financial Liabilities - Current Maturities of Long Term Borrowings	17.78	[8.06]			9.72
Short Term Borrowings	254.66	475.16	—	—	729.82
Total Liabilities from Financing Activities	283.39	469.34	—	—	752.72

[₹ in Lakhs]					
Particulars	As at April 1, 2017	Cash Flows [Net]	Non Cash Changes		As at April 1, 2018
			Foreign exchange movements	Fair Value changes	
Long Term Borrowings	14.29	[3.34]	—	—	10.95
Other Financial Liabilities - Current Maturities of Long Term Borrowings	11.08	6.70			17.78
Short Term Borrowings	132.69	121.97	—	—	254.66
Total Liabilities from Financing Activities	158.06	125.33	—	—	283.39

# Notes forming part of the Consolidated Financial Statements

## NOTE 42

Additional Information, as required under Schedule III to the Companies Act, 2013, of entity consolidated as Jointly Controlled Entity.

Sr No	Particulars	For F. Y. 2018-19					
		₹ in Lakhs	As a % of consolidated profit or loss	₹ in Lakhs	As a % of consolidated other comprehensive income	₹ in Lakhs	As a % of consolidated other comprehensive income
1	<b>Parent</b>						
	Haldyn Glass Limited	1,213.12	218.69	29.20	92.45	1,242.32	211.89
2	<b>Jointly Controlled Entity</b>						
	Haldyn Heinz Fine Glass Private Limited	[658.41]	[118.69]	2.39	7.55	[656.03]	[111.89]
	<b>Total</b>	<b>554.71</b>	<b>100.00</b>	<b>31.59</b>	<b>100.00</b>	<b>586.30</b>	<b>100.00</b>

Sr No	Particulars	For F. Y. 2017-18					
		₹ in Lakhs	As a % of consolidated profit or loss	₹ in Lakhs	As a % of consolidated other comprehensive income	₹ in Lakhs	As a % of consolidated other comprehensive income
1	<b>Parent</b>						
	Haldyn Glass Limited	647.22	1,310.90	23.02	100.00	670.24	[2,543.11]
2	<b>Jointly Controlled Entity</b>						
	Haldyn Heinz Fine Glass Private Limited	[696.59]	[1,410.90]	–	–	[696.59]	2,643.11
	<b>Total</b>	<b>[49.37]</b>	<b>100.00</b>	<b>23.02</b>	<b>100.00</b>	<b>[26.35]</b>	<b>100.00</b>

## NOTE 43

### Other Disclosures:

- 43.1** During the previous financial year 2016-17, by virtue of order of Hon'ble Additional Chief Magistrate, the Company has received certain valuables and amounts as interim custody. The valuables amounting to ₹ 61.97 Lakhs (P.Y. ₹ 61.97 Lakhs) has been shown under Other Current Assets in Note 11. The amounts received by the Company which were earlier invested in Fixed Deposit with Banks amounting to ₹ 156.50 lakhs [including ₹ 42 Lakhs received in earlier years] which were shown in Note 9 in the past has been withdrawn during the previous year and the maturity amount [including interest of ₹ 29.90 lakhs] has been reinvested in Mutual Funds, which has been reflected at fair value under Note No. 4 "Investments". The corresponding liability has been shown in Note 20 "Other Financial Liabilities".
- 43.2** In the opinion of the management, Current Assets, Loans and Advances are of the value stated, if realised in the ordinary course of business.
- 43.3** The figures for previous year's have been regrouped, reclassified and rearranged wherever necessary to make them comparable with that of current year's figures.

Signature to notes on accounts

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

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

Place : Mumbai  
Date : May 30, 2019

For and on behalf of the Board

**N. D. Shetty**  
Executive Chairman  
DIN: 00025868

**G. P. Chaturvedi**  
Chief Financial Officer

**T. N. Shetty**  
Managing Director  
DIN: 00587108

**A. A. Lambay**  
Company Secretary  
FCS No. 8569

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# Quality Policy

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

To achieve this, we shall

Provide  
reliable products  
at cost efficient prices

Deliver  
Goods on time

Manufacture  
products to laid down  
specifications

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