

SWISS
GLASCOAT
EQUIPMENTS LIMITED

ANNUAL REPORT
2016 - 2017

www.glascoat.com

**Corporate Identity Number (CIN)**

L26100GJ1991PLC016173

Board of Directors

Mr. Himanshu Patel	Additional Director [Chairperson and Managing Director] (Appointed w.e.f. 31 st December, 2016)
Mr. Aalap Patel	Additional Director [Executive Director (Technical)] (Appointed w.e.f. 31 st December, 2016)
Mr. Sudarshan Amin	Non-Executive Director (Re-designated w.e.f. 31 st December, 2016)
Mr. Nilesh Patel	Additional (Non-Executive) Director (Appointed w.e.f. 31 st December, 2016)
Mr. Harsh Patel	Additional (Non-Executive) Director (Appointed w.e.f. 31 st December, 2016)
Mr. Jagrut Bhatt	Independent Director (Resigned w.e.f. 30 th May, 2017)
Mr. Kaushik Shah	Independent Director (Resigned w.e.f. 12 th September, 2016)
Mr. Bharat Patel	Independent Director (Resigned w.e.f. 30 th May, 2017)
Mr. Dharmesh Patel	Independent Director (Resigned w.e.f. 30 th May, 2017)
Mr. Janardan Shukla	Independent Director
Ms. Vijayanti Punjabi	Additional (Independent) Director (Appointed w.e.f. 31 st December, 2016)
Mr. Mahesh Kabutarwala	Additional (Independent) Director (Appointed w.e.f. 29 th May, 2017)
Mr. Yatish Parekh	Additional (Independent) Director (Appointed w.e.f. 29 th May, 2017)
Mr. Sandeep Randery	Additional (Independent) Director (Appointed w.e.f. 29 th May, 2017)

Company Secretary & Compliance Officer

Ms. Dhvani Shah

Chief Financial Officer

Mr. Bipin Thakkar

Secretarial AuditorD. G. Bhimani & Associates
Anand**Statutory Auditors**M/s. Darji and Associates
V. V. Nagar**Internal Auditor**M/s Kiran Patel & Co.
Anand**Bankers**

State Bank of India

Registered OfficeH – 106, Phase – IV, G.I.D.C. Estate,
Vitthal Udyognagar – 388121.
Dist. Anand, Gujarat**Registrar & Share Transfer Agent**Link Intime India Pvt Limited
B-102 & 103, Shangrila Complex, First Floor,
Opp. HDFC Bank, Nr. Radhakrishna Char Rasta,
Akota, Vadodara - 390 020



CHAIRPERSON'S STATEMENT

Dear Shareholders,

It is my privilege to present before you the 26th Annual Report of your Company. The Company has completed twenty-six successful years. As the new Chairperson and Managing Director of Swiss Glascoat Equipments Limited, I take this opportunity to share my thoughts and vision about the shaping the future at Swiss Glascoat.

You are aware that the new promoters have taken over the control of the Company during 2016-17. The new Management comprises of technically capable individuals and brings an aggregate engineering and management experience of over 75 years for utilising at Swiss Glascoat. I am confident that the new management possesses the capability and acumen required to take the Company to newer heights in the coming years.

On 25th October, 2016, Swiss Glascoat, the selling promoters and the Acquirers comprising of HLE Engineers Private Limited along with Mr. Himanshu Patel, Mr. Nilesh Patel, Mr. Harsh Patel and Mr. Aalap Patel entered into a Share Purchase and Share Subscription Agreement (SPSA) for:

- (a) transfer of the equity shares of the Company held by the outgoing promoters in favour of the Acquirers; and
- (b) issue and allotment of 15,00,000 Warrants convertible into equal number of Equity Shares of the Company to HLE Engineers Private Limited, which triggered the Open Offer under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. The Open Offer process was duly completed in March, 2017. Further, as per the terms of issue of Warrants, on exercise of the option to convert the Warrants into an equal number of Equity Shares, the Company allotted 15,00,000 Equity Shares to HLE Engineers Private Limited on 31st March, 2017. Presently, the new Promoters hold 50.25% stake of the Company.

The one characteristic that has defined the economy over the last year is "uncertainty". Uncertainty has brought along its own share of challenges and opportunities for the industry. The year 2016-17 had its share of uncertainty, which affected the performance of the Company.

The key event, that left its mark on each and every sector of the domestic economy was "demonetisation". Coming at a time when the economy was just beginning to look up, the Government's decision to demonetise currency notes of Rs. 500 and Rs. 1000, which accounted for 86% of the currency in circulation, caused severe cash/ liquidity crunch in the domestic economy for several months, leading to an adverse impact on the consumption demand and business activity during the second half of the financial year.

Stressed loans continue to plague the banking sector and the stretched corporate balance sheets continued to be a hurdle for new capital investments, which have remained much below the trends over the past few years. The gradually falling inflation and an accommodative monetary policy, though, provided support in an otherwise difficult growth environment.

The overall economy is now seeing strong signs of recovery as Reserve Bank of India has been able to control inflation and has also initiated interest rates reduction. The industry is expecting further reduction in interest rates as a measure to propel economic growth. It is anticipated that the engineering and capital goods sector will soon experience the impetus from reformative measures being taken by the Government.

The new financial year has started on an encouraging note with active steps by the Government to implement the Goods and Services Tax (GST) from 1st July, 2017. GST is the single biggest indirect tax reform and is poised to push India's economic growth forward by creating a single national market and enhancing the efficiency of inter-state movement of goods and services. However, given the enormity of the coverage and scale of implementation, it is likely to cause some disruptions in the initial period and the Company will have to overcome this short term hurdle as it adapts to the new GST regime.

During the year 2016-17, your Company achieved a sales turnover of Rs. 81.47 crores (previous year Rs. 92.42 crores) and earned a profit after tax of Rs. 3.06 crores (previous year Rs. 4.15 crores). The Management is confident that during the current financial year 2017-18, the Company will register better operational and financial performance. This confidence is based on certain inherent strengths like strong brand recognition, encouraging order book, strong financial position and the new management's renewed focus on growth and operational efficiency.

I would also take this opportunity to place on record my sincere thanks and gratitude to Mr. Sudarshan Amin, who guided and spearheaded the Company's operations over the last 26 years and built Swiss Glascoat to its current position of strength. I would also like to place on record my gratitude to all our valued stakeholders for the trust and confidence reposed in the Company and look forward to their continued support in this journey. I also sincerely appreciate each member of the Swiss Glascoat team and recognize the contributions made by each and every one of our employees.

Best Regards,

Mr. Himanshu Patel

Chairperson and Managing Director



NOTICE

NOTICE is hereby given that the 26th Annual General Meeting of SWISS GLASCOAT EQUIPMENTS LIMITED will be held on Monday, 28th August, 2017 at 2.30 p.m. at the Registered Office of the Company situated at H-106, G.I.D.C. Estate, Vitthal Udyognagar – 388 121 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2017 and the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Reports of the Auditors and the Board thereon.
2. To declare Dividend on Equity Shares of the Company for the year 2016-17.
3. To appoint Director in place of Mr. Sudarshan Amin (DIN 01828862), Director, who retires by rotation and being eligible, has offered himself for reappointment.
4. To appoint Statutory Auditors and authorise the Board of Directors to fix their remuneration.

"RESOLVED THAT-

- (i) M/s. M. M. Nissim & Co., Chartered Accountants (Firm Registration No. 107122W) be and are hereby appointed as the Statutory Auditors of the Company in place of M/s. Darji & Associates, Chartered Accountants (Firm Registration No. 116519W) in accordance with provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory enactment or modification thereof);
- (ii) M/s. M. M. Nissim & Co., Chartered Accountants (Firm Registration No. 107122W) shall hold office for a period of five years from the conclusion of this 26th Annual General Meeting to the conclusion of 31st Annual General Meeting of the Company subject to ratification by members at every Annual General Meeting and the Board of Directors is hereby authorized to discuss and decide the remuneration payable to M/s. M. M. Nissim & Co., Chartered Accountants (Firm Registration No. 107122W) in consultation with them;
- (iii) the Directors of the Company are hereby authorized to do all acts, deeds and things and to take all necessary steps and give such directions as may be necessary to give effect to the above resolution."

SPECIAL BUSINESS:

5. Appointment of Mr. Himanshu Patel (DIN 00202312) as the Director of the Company:

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

"RESOLVED THAT pursuant to Sections 152, 160 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Himanshu Patel (DIN 00202312) who was appointed as an Additional Director on 31st December, 2016 and who holds office up to this Annual General Meeting and who is eligible for appointment as the Director of the Company under the relevant provisions of the Companies Act, 2013, and in respect of whom a notice has been received proposing his candidature as a Director of the Company, be and is hereby appointed as a Director of the Company not liable to retire by rotation."

6. Appointment of Mr. Himanshu Patel (DIN 00202312) as the Managing Director:

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

"RESOLVED THAT

- (i) pursuant to the provisions of Sections 188, 196, 197 and 198 and other applicable provisions, if any, read with Schedule V to the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and subject to such other approvals as may be necessary, the Company hereby approves the appointment of Mr. Himanshu Patel (DIN 00202312) ("Appointee") as the Managing Director of the Company for a period of three years with effect from 31st December, 2016 upon the terms and conditions as set out in the draft Agreement recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, including remuneration details as specified hereunder:

"2. REMUNERATION AND BENEFITS:

The Appointee shall be entitled to receive remuneration and benefits, as stipulated in the applicable provisions of the Companies Act, 2013, read with Schedule V thereto, mentioned herein below:

(a) SALARY:

The Appointee shall be entitled to a monthly salary, including allowances, of Rs. 3,32,750/- (Rupees Three Lakhs Thirty Two Thousand Seven Hundred and Fifty only).

(b) PERQUISITES:

In addition to the above, the Appointee shall be entitled to the following perquisites during the period of his appointment as the Managing Director of the Company:

- (i) Reimbursement of phone expenses.
- (ii) Reimbursement of all medical expenses of the Appointee and his family.



- (iii) Company's car for official as well as for personal use.
- (iv) Leave travel concession for self and family, for touring within and outside India, once in a year or one month salary, whichever is higher.
- (v) Entitlement for Bonus as per the Company's Rules.
- (vi) Gratuity as per the Company's Rules.
- (vii) Provident Fund as per Company's Rules.

"Family" for the aforesaid purpose means spouse, dependent children and dependent parents of the Appointee.

(c) COMMISSION:

The Appointee shall also be eligible for commission on profits @ 1 % for each year and which shall be in addition to salary and perquisites and shall be payable on conclusion and finalization of the Company's Accounts.

For the aforesaid purpose, profits shall be computed in the manner set out in Sections 197 and 198 of the Companies Act, 2013.

(d) ANNUAL INCREMENT

The aforementioned remuneration shall be increased annually @ 10% or as may be decided by the Nomination and Remuneration Committee, subject to approval of the Board.

(e) REMUNERATION IN CASE OF NO PROFITS OR INADEQUACY OF PROFITS:

In event of no profit or inadequate profits in any financial year during the currency of his tenure as the Managing Director, the remuneration- salary and perquisites shall be subject to the overall maximum limits as prescribed under Clause (A) of Section II of Part II of Schedule V of the Companies Act, 2013.

For the purpose of computation of the aforesaid remuneration, Gratuity as per the Company's rules shall not be included.

(f) SITTING FEES:

The Appointee shall not be paid any sitting fees for attending the meeting of the Board of Directors or any committee thereof during the currency of his tenure as the Managing Director.

The total remuneration of the Appointee shall be within the limits specified in Sections 196 to 198 and Schedule V of the Companies Act, 2013.";

- (ii) the Nomination and Remuneration Committee, subject to the approval of the Board, is authorized to revise, increase, vary, modify or amend the terms and conditions including payment of remuneration and providing of perquisites by the Company to the Appointee in accordance with and within the limits prescribed under relevant Sections and provisions of the Companies Act, 2013 and Schedule V thereto or any amendments thereto, without any further reference to the Company in the general meeting;
- (iii) the Board of Directors is authorised take such steps and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution."

7. Appointment of Mr. Aalap Patel (DIN 06858672) as the Director of the Company:

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

"RESOLVED THAT pursuant to Sections 152, 160 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Aalap Patel (DIN 06858672) who was appointed as an Additional Director of the Company on 31st December, 2016 and who holds office up to this Annual General Meeting and who is eligible for appointment as a Director of the Company under the relevant provisions of the Companies Act, 2013, and in respect of whom a notice has been received proposing his candidature as a Director of the Company, be and is hereby appointed as a Director of the Company not liable to retire by rotation."

8. Appointment of Mr. Aalap Patel (DIN 06858672) as the Executive Director (Technical):

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

"RESOLVED THAT

- (i) pursuant to provisions of Sections 188, 196, 197 and 198 and other applicable provisions, if any, read with Schedule V to the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and subject to such other approvals as may be necessary, the Company hereby approves the appointment of Mr. Aalap Patel (DIN 06858672) ("Appointee") as the Executive Director (Technical) of the Company for a period of three years with effect from 31st December, 2016 upon the terms and conditions as set out in the draft Agreement recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, including remuneration details as specified here under:

"2. REMUNERATION AND BENEFITS:

The Appointee shall be entitled to receive remuneration and benefits, as stipulated in the applicable provisions of the Companies Act, 2013, read with Schedule V thereto, mentioned herein below:



(a) SALARY:

The Appointee shall be entitled to a monthly salary, including allowances, of Rs. 2,00,000/- (Rupees Two Lakhs only).

(b) PERQUISITES:

In addition to the above, the Appointee shall be entitled to the following perquisites during the period of his appointment as the Executive Director (Technical) of the Company:

- (i) Reimbursement of phone expenses.
- (ii) Reimbursement of all medical expenses of the Appointee and his family.
- (iii) Company's car for official as well as for personal use.
- (iv) Leave travel concession for self and family, for touring within and outside India, once in a year or one month salary, whichever is higher.
- (v) Entitlement for Bonus as per the Company's Rules.
- (vi) Gratuity as per the Company's Rules.
- (vii) Provident Fund as per Company's Rules.

"Family" for the aforesaid purpose means spouse, dependent children and dependent parents of the Appointee.

(c) ANNUAL INCREMENT

The aforementioned remuneration shall be increased annually @ 10% or as may be decided by the Nomination and Remuneration Committee, subject to approval of the Board.

(d) REMUNERATION IN CASE OF NO PROFITS OR INADEQUACY OF PROFITS:

In event of no profit or inadequate profits in any financial year during the currency of his tenure as the Executive Director (Technical), the remuneration- salary, and perquisites shall be subject to the overall maximum limits as prescribed under Clause (A) of Section II of Part II of Schedule V of the Companies Act, 2013.

For the purpose of computation of aforesaid remuneration, Gratuity as per the Company's rules shall not be included.

(e) SITTING FEES:

The Appointee shall not be paid any sitting fees for attending the meeting of the Board of Directors or any committee thereof during the currency of his tenure as the Executive Director (Technical).

The total remuneration of the Appointee shall be within the limits specified in Sections 196 to 198 and Schedule V of the Companies Act, 2013."

- (ii) the Nomination and Remuneration Committee, subject to the approval of the Board, is authorized to revise, increase, vary, modify or amend the terms and conditions including payment of remuneration and providing of perquisites by the Company to the Appointee in accordance with and within the limits prescribed under relevant Sections and provisions of the Companies Act, 2013 and Schedule V thereto or any amendments thereto, without any further reference to the Company in the general meeting;
- (iii) the Board of Directors is authorised take such steps and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution."

9. Appointment of Mr. Nilesh Patel (DIN 0141873) as the Director of the Company:

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

"RESOLVED THAT pursuant to Sections 152, 160 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Nilesh Patel (DIN 0141873), who was appointed as an Additional Director of the Company on 31st December, 2016 and who holds office up to this Annual General Meeting and who is eligible for appointment as a Director of the Company under the relevant provisions of the Companies Act, 2013, and in respect of whom a notice has been received proposing his candidature as a Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation."

10. Appointment of Mr. Harsh Patel (DIN 0141863) as the Director of the Company:

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

"RESOLVED THAT pursuant to Sections 152, 160 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Harsh Patel (DIN 0141863) who was appointed as an Additional Director of the Company on 31st December, 2016 and who holds office up to this Annual General Meeting and who is eligible for appointment as a Director of the Company under the relevant provisions of the Companies Act, 2013, and in respect of whom a notice has been received proposing his candidature as a Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation."



11. Appointment of Ms. Vijayanti Punjabi (DIN 07651296) as the Independent Director of the Company:

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

"RESOLVED THAT

- (i) pursuant to the provisions of Sections 149, 152, 160 and any other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, and Regulations 17 and 25 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Ms. Vijayanti Punjabi (DIN 07651296) who was appointed as an Additional Director (Independent) of the Company on 31st December, 2016 pursuant to Section 161 of the Companies Act, 2013 and who holds office up to this Annual General Meeting and in respect of whom a notice has been received proposing her candidature as the Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, and to hold the office for a term upto five consecutive years commencing from 31st December, 2016;
- (ii) the Board of Directors is authorised take such steps and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution."

12. Appointment of Mr. Mahesh Kabutarwala (DIN 00110317) as the Independent Director of the Company:

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

"RESOLVED THAT

- (i) pursuant to the provisions of Sections 149, 152, 160 and any other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, and Regulations 17 and 25 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Mahesh Kabutarwala (DIN 00110317), who was appointed as an Additional Director (Independent) of the Company on 29th May, 2017 pursuant to Section 161 of the Companies Act, 2013 and who holds office up to this Annual General Meeting and who is eligible for appointment under the relevant provisions of the Companies Act, 2013 and in respect of whom a notice has been received proposing his candidature as the Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, and to hold the office for a term upto five consecutive years commencing from 29th May, 2017;
- (ii) the Board of Directors is authorised take such steps and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution."

13. Appointment of Mr. Yatish Parekh (DIN 00168488) as the Independent Director of the Company:

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

"RESOLVED THAT

- (i) pursuant to the provisions of Sections 149, 152, 160 and any other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, and Regulations 17 and 25 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Yatish Parekh (DIN 00168488), who was appointed as an Additional Director (Independent) of the Company on 29th May, 2017 pursuant to Section 161 of the Companies Act, 2013 and who holds office up to this Annual General Meeting and who is eligible for appointment under the relevant provisions of the Companies Act, 2013 and in respect of whom a notice has been received proposing his candidature as the Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, and to hold the office for a term upto five consecutive years commencing from 29th May, 2017;
- (ii) the Board of Directors is authorised take such steps and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution."

14. Appointment of Mr. Sandeep Randery (DIN 07663581) as the Independent Director of the Company:

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

"RESOLVED THAT

- (i) pursuant to the provisions of Sections 149, 152, 160 and any other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, and Regulations 17 and 25 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Sandeep Randery (DIN 07663581), who was appointed as an Additional Director (Independent) of the Company on 29th May, 2017 pursuant to Section 161 of the Companies Act, 2013 and who holds office up to this Annual General Meeting and in respect of whom a notice has been received proposing his candidature as the Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, and to hold the office for a term upto five consecutive years commencing from 29th May, 2017;
- (ii) the Board of Directors is authorised take such steps and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution."



15. Re-classification of Promoter and Promoter Group:

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

“RESOLVED THAT

- (i) in accordance with Regulation 31A(5) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other provisions, if any, and subject to necessary approvals from Stock Exchange(s) and other appropriate statutory authorities, as may be necessary, the consent of the Members of the Company is hereby accorded to re-classify the following persons/ entities from the Promoter & Promoter Group Category to Public Category (hereinafter individually and jointly referred to as the ‘Outgoing Promoters and Promoter Group’ :

1. Sudarshan Amin
2. Nita Amin
3. Phagun Sudarshan Amin
4. Chandni Sudharshan Amin
5. Paresh S. Shah
6. Paresh S. Shah HUF
7. Ambalal Prabhudas Patel
8. Urmilaben Ambalal Patel
9. Tanmay Patel
10. Vipul Kashibhai Patel
11. Palak Tanmay Patel
12. Kalpanaben Sharadchandra Amin

- (ii) pursuant to the Regulation 31A(5) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and relevant provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended from time to time (“SEBI (SAST) Regulations 2011”), the following persons shall replace the Outgoing Promoters and Promoter Group and shall be listed as the Promoters and Promoter Group in the shareholding pattern of the Company:

1. HLE Engineers Private Limited
2. Himanshu Khushalbhai Patel
3. Nilesh Khushalbhai Patel
4. Harsh Himanshu Patel
5. Aalap Nilesh Patel

- (iii) Mr. Himanshu Patel, Chairperson and Managing Director and/ or Mr. Aalap Patel, Executive Director (Technical) are hereby severally authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to submit the application for the above re-classification to the Stock Exchange(s), wherein the securities of the Company are listed or Securities and Exchange Board of India and any other regulatory body, as may be required, to settle any questions, difficulties or doubts that may arise in this regard and to make such representation and to take such steps as may be expedient or desirable to give effect to this resolution.”

16. Acceptance of Deposits from Members under Section 73 of the Companies Act, 2013:

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

RESOLVED THAT

- (i) pursuant to the provisions of Section 73 of the Companies Act, 2013 read with the provisions of the Companies (Acceptance of Deposits) Rules, 2014, and other applicable provisions, if any, and subject to such conditions and approval and permissions as may be necessary, consent of the Members of the Company is accorded to invite /accept /renew /receive money by way of unsecured/ secured or in any other form deposits from the Members of the Company, through circular, advertisement or any other permissible mode, up to the permissible limits prescribed under the applicable provisions of law and on the terms and conditions as the Board of Directors may in its sole discretion deem fit and necessary;
- (ii) for the purpose of giving effect to this Resolution, Mr. Himanshu Patel, Chairperson and Managing Director and/ or Mr. Aalap Patel, Executive Director (Technical) are hereby severally authorized to do all such acts, deeds and things, as may be deemed fit and necessary for proper and expedient fulfilment of the said Resolution.”

17. Amendment of Memorandum of Association in accordance with the Companies Act, 2013

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

“RESOLVED THAT-

- (i) pursuant to the provisions of Sections 4, 6 and 13 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder including any statutory modification(s) or re-enactment thereof, for the time being in force, and subject to necessary statutory approvals and modifications, if any, consent of the Members of the Company be and is hereby accorded to adopt the revised Memorandum of Association and accordingly to amend/ alter the following regulations in the existing Memorandum of Association of the Company:



1. The sub-heading III(B) "THE OBJECTS INCIDENTAL OR ANCILLARY TO THE MAIN OBJECTS" be substituted by the new sub-heading "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A)", with existing objects appearing under sub clauses 1 to 58 thereof;
2. Sub-clause 59 be added as follows under the sub-heading III (B) "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A)":

"59. To indemnify members, officers, directors, agents and employees of the Company against proceedings, cost, damages, claims and demands in respect of anything done or ordered to be done by them for and in the interest of the Company or any loss, damage or misfortune whatsoever which shall happen in the execution of the duties of their offices or in relation thereto.";
3. The sub-heading III(C) i.e. "OTHER OBJECTS" along with the sub-clauses appearing thereunder be deleted;
4. The existing Clause IV be and is hereby substituted by the following new Clause IV:

"The liability of members is limited and this liability is limited to the amount unpaid, if any, on shares held by them."

- (ii) the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary proper or expedient including but not limited to substitution of new sections of the erstwhile Companies Act, 1956 with the relevant sections of the Companies Act, 2013, making necessary corrections to spelling errors, grammatical errors, typographical errors as may be required in the Memorandum of Association of the Company, to give effect to this resolution."

18. Adoption of new set of Articles of Association in accordance with the Companies Act, 2013

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

"RESOLVED THAT

- (i) pursuant to the provisions of Sections 5, 6 and 14 and all other applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, for the time being in force, and rules made there-under and subject to necessary statutory approvals and modifications, if any, consent of the Members of the Company be and is hereby accorded to alter the regulations contained in the existing Articles of Association by incorporating the new regulations in line with the applicable provisions of Companies Act, 2013, and the rules made thereunder and accordingly to adopt the new regulations in the Articles of Association (Table F of Schedule I of the Act) in place of and to the entire exclusion and substitution of the existing Articles of Association of the Company;
- (ii) the Board of Directors of the Company is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**By the Order of the Board of
Swiss Glascoat Equipments Limited**

Sd/-

Ms. Dhvani Shah

Company Secretary

Date: 29th May, 2017

Place: V. U. Nagar

NOTES:

- (A) The respective Explanatory Statements, pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item Nos. 5 to 18 of the accompanying Notice are annexed hereto.
- (B) **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE ON HIS BEHALF AND THE PROXY NEED NOT BE A MEMBER.** A person can act as proxy on behalf of Members not exceeding Fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other Member.
- (C) **AN INSTRUMENT OF PROXY TO BE EFFECTIVE, MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF THE MEETING. THE BLANK PROXY FORM IS ANNEXED HERETO.**
- (D) Corporate/ Society Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the Board Resolution/ Authority letters together with specimen signature of their representative(s), who are authorized to attend and vote on their behalf at the Meeting.
- (E) Members, Proxies and Authorized Representatives are requested to bring to the Meeting, the attendance slips enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID/ Folio No.
- (F) In case of joint holders attending the meeting, only that joint-holder who is highest in the order of names shall be entitled to vote.
- (G) Members desirous of any relevant information or clarifications on accounts at the Annual General Meeting are requested to write to the Company at least ten days before the date of the Annual General Meeting so as to enable the Management to keep the information ready at the Meeting.

Relevance of question and order of speakers at the Meeting shall be decided by the Chairperson.

- (H) The Register of Members and Share Transfer Books of the Company will remain closed from 23rd August, 2017 to 25th August, 2017 (both days inclusive) for the purpose of the payment of Dividend, subject to the approval by the shareholders at the ensuing Annual General Meeting.



- (I) Dividend on equity shares, as recommended by the Board of Directors, if declared at the Annual General Meeting, will be payable to those Members, 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 on 22nd August, 2017, to their registered addresses and the respective Beneficial Owners as per the list provided by the National Securities Depository Ltd and the Central Depository Services (India) Ltd after the close of business hours on 22nd August, 2017
- (J) Shareholders are advised to encash their dividend warrants for the proposed Dividend for FY 2016-17, if declared within the validity period. Thereafter, the Shareholders will have to request the Company for issuing fresh/ revalidated dividend warrants by writing to the Company.
- (K) Pursuant to provisions of Section 124 and 125 of the Companies Act, 2013, dividends which remain unpaid or unclaimed for a period of 7 years, will be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. Shareholders who have not encashed the dividend warrant(s) so far for the financial year ended 31st March, 2010 or any subsequent financial years, are requested to make their claims to the Company at its Registered Office. It may be noted that once the unclaimed dividend is transferred, on the expiry of seven years, to the Investor Education and Protection Fund, as stated herein, no claim with the Company shall lie in respect thereof. The due date for closure of the unpaid dividend account for FY 2009-10 and transfer of all the unclaimed amount lying therein is 25th October, 2017.
- (L) In accordance with the Investor Education and Protection Fund (Uploading of Information regarding Unpaid and Unclaimed Amounts lying with the Companies) Rules, 2012, the Company has uploaded the information, in respect of Unclaimed Dividends related to FY 2008-09 to 2014-15 as on the date of the 25th Annual General Meeting of the Company i.e. 25th July, 2016, on the Company's website: www.glascoat.com/Investors Guide/Unpaid Dividend Details and IEPF website: www.iepf.gov.in
A separate reminder was also sent to those Shareholders having unclaimed dividends related to FY 2008-09 to 2014-15.
- (M) Members holding shares in their single name are advised to make a nomination in respect of their shareholding in the Company. Nomination facility is available to -
- (a) Members holding shares in physical form by filing Form SH-13 with the Company's Registrar and Share Transfer Agent. Form SH-13 is available on the Company's website and shall also be provided on request.
- (b) Members holding shares in dematerialized form by lodging their request with their DPs.
- (N) In order to avoid any loss/ interception in postal transit and also to get prompt credit of dividend through Electronic Clearing Service (ECS), Members are requested to provide their ECS details viz bank name and account no., branch name and code, account type, MICR no., etc. quoting their folio nos. along with a cancelled blank cheque and self-attested PAN card copy to Link Intime India Pvt. Ltd., Baroda, Registrar and Share Transfer Agent of the Company. (Form for availing ECS facility is available on the Company's website: www.glascoat.com/Investors Guide/Investors Information)
- (O) Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in electronic form for any change in bank particulars or bank mandates. Such changes are to be advised only to the Depository Participants of the Members.
- (P) Members are requested to notify immediately any change/ correction of address quoting their Folio Number/ DP ID to ensure prompt and safe receipt of dividend warrants:
- (i) to their Depository Participants (DPs) in respect of their shares held in electronic form, and
- (ii) to Link Intime India Pvt. Ltd., the Registrar and Share Transfer Agent of the Company, in respect of their physical shares.
- (Q) Members are requested to note that the Securities and Exchange Board of India (SEBI) has mandated to furnish Permanent Account Number (PAN) by every participant dealing in securities market. Members holding shares in electronic form are, accordingly, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
- (R) Shareholders holding shares in more than one folios are requested to write to the Registrar and Share Transfer Agent of the Company, enclosing their Share Certificates, for consolidation of their folios.
- (S) Members are requested:-
- (i) to bring their copies of Annual Report, Notice and Attendance Slip duly filled in at the time of the Meeting.
- (ii) to quote their Folio Nos./ DP ID Nos. in all correspondence.
- (T) Non-resident members are requested to inform their Depository Participants/ Link Intime India Pvt. Ltd., immediately of-
- (i) change in their residential status to India for permanent settlement;
- (ii) particulars of their bank account(s) maintained in India with complete name, branch, account type, account number and address of bank, with Pin code number.
- (U) Members who have not registered their e-mail addresses so far are requested to register the same with the Company or Link Intime India Pvt. Ltd. for receiving all communication electronically from the Company. (Form for registering e-mail IDs is available on the Company's website: www.glascoat.com/Investors Guide/Investors Information)



- (V) Electronic copy of the Annual Report 2016-17 is being sent to all the Members who have registered their e-mail ids with the Company/ Depository Participants except to those who have specifically requested hard copy of the same. For the Members who haven't registered their e-mail ids, physical copy of the Annual Report 2016-17 is being sent in permitted mode.

The 26th Annual Report for FY 2016-17 of the Company is also available on the Company's website: www.glascoat.com/Investors Guide/ Financial Information/Yearly Reports and on the BSE website: www.bseindia.com

(W) Voting through electronic means

- (1) In accordance with Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended to date) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering Remote E-voting facility as an alternate, to all the Members of the Company, to cast their votes electronically on all resolutions set forth in the Notice herein.
- (2) For this purpose, the Central Depository Services (India) Ltd. (CDSL) shall provide facility for Remote E-voting to enable the Members to cast their votes electronically. **Remote E-voting is optional.**
- (3) Facility of voting through ballot paper shall be made available at the AGM to those Members who have not used Remote E-voting facility to cast their votes.
- (4) The Members who have cast their votes electronically prior to the AGM may attend the AGM but shall not be entitled to cast their vote again.
- (5) Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the Member(s) on the cut-off date. Votes once cast shall not be allowed to change subsequently.

(6) The instructions and other information relating to Remote E-voting are as under:

- i. The remote e-voting period commences on 25th August, 2017 (9:00 a.m. IST) and ends on 27th August, 2017 (5:00 p.m. IST). During this period, Members, holding shares either in physical form or dematerialised form, as on cut-off date 22nd August, 2017, may cast their vote electronically. Thereafter, the Remote E-voting module shall be disabled by CDSL at 5.00 p.m. IST on the last day i.e. 27th August, 2017.
- ii. The Shareholders should log on to the e-voting website www.evotingindia.com.
- iii. Click on Shareholders.
- iv. Then Members should enter their User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If Members are holding shares in demat form and have logged on to www.evotingindia.com and voted on an earlier voting of any company, then their existing password should be used.
- vii. If Members are a first-time users, follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed in Attendance Slip
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in their demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id/ folio number in the Dividend Bank details field as mentioned in instruction (iv).

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share their password with any other person and take utmost care to keep their password confidential.



- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - xi. Click on the **EVSN 170717012** for **SWISS GLASCOAT EQUIPMENTS LIMITED**.
 - xii. On the voting page, Members 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 Members assent to the Resolution and option NO implies that you dissent to the Resolution.
 - xiii. Click on the "RESOLUTIONS FILE LINK" if Member wish to view the entire Resolution details.
 - xiv. After selecting the resolution Members have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If Members wish to confirm their vote, click on "OK", else to change their vote, click on "CANCEL" and accordingly modify their vote.
 - xv. Once Members "CONFIRM" their vote on the resolution, they will not be allowed to modify their vote.
 - xvi. Members can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 - xvii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
 - xviii. Members can also use Mobile app - "m-Voting" for e voting. m-Voting app is available on IOS, Android and Windows based Mobile. Members may log in to m-Voting using their e voting credentials to vote for the company resolution(s).
 - xix. Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - xx. In case Members have any queries or issues regarding e-voting, Members may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
 - xxi. Please Note-
 - Once Members have confirmed their vote on any of the resolutions, Members will not be allowed to modify their vote. During the voting period, Members can login any number of times till they have voted on the resolution(s).
 - Voting has to be done for each item of the Notice separately. In case Members do not desire to cast their vote on any specific resolution, it will be treated as abstained.
 - Members holding multiple folios/ demat accounts shall choose voting process separately for each of folios/ demat accounts.
 - xxii. Mr. D. G. Bhimani, a Practicing Company Secretary and Proprietor of D. G. Bhimani & Associates, is appointed as the Scrutinizer to scrutinise the remote e-voting process and voting at AGM in a fair and transparent manner.
 - xxiii. The Chairperson of the AGM, after the end of the discussions on the resolutions on which voting is to be held, with the assistance of the Scrutinizer shall allow the voting by use of ballot paper to those Members attending the AGM and who have not cast their votes through remote e-voting.
 - xxiv. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count votes cast in the AGM and then unlock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company. Thereafter, he shall make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and within a period not exceeding two (2) working days from the conclusion of the AGM, forthwith to the Chairperson or any person authorised by him in writing, who shall countersign the same.
- (X) All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company between 2.00 p.m. to 5.00 p.m. on all working days (except Saturdays, Sundays and Public Holidays) up to the date of the 26th Annual General Meeting of the Company.
- (Y) Transfer of share certificates to the Company's Unclaimed Suspense Demat A/c and IEPF Suspense Demat A/c:
- In accordance with the provisions of Regulation 39 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has transferred the unclaimed physical share certificates lying with it to the Demat A/c namely- "Swiss Glascoat Equipments Limited - Unclaimed Suspense Account" after sending three reminders at regular intervals at the last available address of the concerned Shareholders as available in the records of the Company/ Depository database.



Kindly note that the said Suspense A/c is maintained by the Company purely on behalf of those Shareholders whose share certificates have been transferred to the said Demat a/c and the concerned Shareholders are entitled to approach the Company for possession of the shares entitled to them. After due legal formalities, the Company shall transfer the entitled shares to the respective Shareholder applicant.

Further, pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the Rules") notified by the Ministry of Corporate Affairs effective from 7th September, 2016 and amended from time to time, the Company has communicated individually and a notice was published in the newspapers in English and the local language to the concerned Shareholders whose shares are liable to be transferred to IEPF Suspense Account under the said Rules for taking appropriate actions(s).

The Company has also uploaded full details of such Shareholders and shares due to transfer to IEPF Suspense Account on its website. Shareholders are requested to refer to the website www.glascoat.com/Investors Guide/Unpaid and Unclaimed Dividend Details to verify the details of unencashed dividends and the shares liable to be transferred to IEPF Suspense Account.

In case where the Company has not or does not receive any communication from the concerned Shareholders by such date as may be notified by the Ministry of Corporate Affairs IEPF Authority, the Company shall, with a view to complying with the requirements set out in the Rules, transfer the shares to the IEPF Suspense Account within the specified time period from the notified due date as per the procedure stipulated in the Rules.

**By the Order of the Board of
Swiss Glascoat Equipments Limited**

Sd/-
Ms. Dhvani Shah
Company Secretary

Date: 29th May, 2017
Place: V. U. Nagar

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

Item Nos. 5 and 6

The erstwhile Promoters, the Company and HLE Engineers Private Limited along with Mr. Himanshu Patel, Mr. Nilesh Patel, Mr. Harsh Patel and Mr. Aalap Patel had entered into Share Purchase and Share Subscription Agreement (SPSA) on 25th October, 2016 for:

- (a) transfer of 17,85,953 equity shares of the Company by the erstwhile Promoters of the Company in favour of HLE Engineers Private Limited along with Mr. Himanshu Patel, Mr. Nilesh Patel, Mr. Harsh Patel and Mr. Aalap Patel ("Acquirers"); and
- (b) issue and allotment of 15,00,000 Warrants convertible into equal number of Equity Shares of the Company to HLE Engineers Private Limited.

Pursuant to the said SPSA, HLE Engineers Private Limited along with the other Acquirers acquired on 26th December, 2016, 17,65,953 equity shares of the Company from the erstwhile Promoters through open market purchase.

Pursuant to the aforesaid transactions and as contemplated in the SPSA, the Board of the Company has been re-constituted on 31st December, 2016, Mr. Himanshu Patel was appointed as an Additional Director and designated as the Chairperson and Managing Director of the Company on 31st December, 2016 and he shall hold office upto the date of the forthcoming Annual General Meeting and is eligible for appointment.

Hence, the Board now recommends the appointment of Mr. Himanshu Patel as the Director and the Managing Director of the Company for a period of three years with effect from 31st December, 2016.

Details as required under Schedule V of the Companies Act, 2013 are provided below:

I. General Information

- Nature of Industry: Glass-line Industry
- Date of commencement of commercial production: 5th March, 1992
- In case of new companies, expected date of commencement of activities as per project approved by the financial institution appearing in the prospectus: N.A.
- Financial performance based on given indicators: N.A.
- Foreign investments or collaborations, if any: N.A.

II. Information about the Appointee:

Particulars	Mr. Himanshu Patel
Background Details	Mr. Himanshu Patel has completed his B.E. (Electrical) from the University of Bombay in the year 1976. He is having more than 35 years of experience in the business of chemicals and engineering. He is a promoter/ director in the following companies: <ol style="list-style-type: none"> 1. HLE Engineers Private Limited 2. Maroli Udhyanagar Land Development and Management Company Private Limited



	3. Newpar Aromatics Private Limited 4. HN Indigos Private Limited 5. Yashashvi Rasayan Private Limited
Past Remuneration	Mr. Himanshu Patel is being appointed for the first time as the Director and Managing Director of Swiss Glascoat Equipments Limited
Recognition and Awards	N.A.
Job Profile and his suitability	He has overall control over the management and business strategy of the Company in line with his qualification and experience in the business.
Remuneration proposed	Mr. Himanshu Patel shall be paid remuneration as decided by the Nomination and Remuneration Committee, details of which are as under: Salary : Monthly salary of Rs. 3,32,750. Perquisites : Perquisites as specified in the draft agreement. Commission : At the rate of 1% on the net profit of the Company. Annual Increment : The monthly salary will be increased at the rate of 10% on annual basis or as may be decided by the Board.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration payable to Mr. Himanshu Patel is in line with that payable in the industry and the companies of similar size and nature.
Pecuniary Relations with the Company	Except for receipt of remuneration as per the Agreement entered into with the Company, Mr. Himanshu Patel has the following pecuniary relations: Yashashvi Rasayan Private Limited, in which he is a Director, is an existing customer of the Company before the date of his appointment as the Additional Director of the Company.

III. Reasons for Loss or Inadequate Profit and Steps taken for improvement, expected increase in productivity and profits in measurable terms:

The economic condition in FY 2016-17 was subdued. However, Company is sharpening its focus on operational efficiency and sustainable marketing efforts for robust increase in its productivity and profits in the coming years.

Other Details as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as follows:

Date of Birth	18 th August, 1952
Date of Appointment on the Board	31 st December, 2016
Directorships held in other public companies	None
No. of shares held in the Company	10,000
Relations with Other Directors	He is father of Mr. Harsh Patel, Brother of Mr. Nilesh Patel and Uncle of Mr. Aalap Patel. All are appointed as Additional Directors of the Company w.e.f. 31 st December, 2016

The appointment is made subject to the terms and conditions including remuneration contained in the draft agreement which is available for inspection at the Registered Office of the Company between 2.00 p.m. to 5.00 p.m. on all working days (except Saturdays, Sundays and Public Holidays) up to the date of the Annual General Meeting.

The Board of Directors recommends the resolutions for your approval as ordinary resolution and special resolution, as the case may be. None of the Directors, except Mr. Himanshu Patel, Mr. Nilesh Patel, Mr. Harsh Patel and Mr. Aalap Patel, or the Key Managerial Persons or their relatives are in any way interested or concerned, either financially or otherwise, in the resolution.

The Explanatory Statement is and should be treated as an abstract as per applicable provisions of the Companies Act, 2013, as amended.

Item Nos. 7 and 8

The erstwhile Promoters, the Company and HLE Engineers Private Limited along with Mr. Himanshu Patel, Mr. Nilesh Patel, Mr. Harsh Patel and Mr. Aalap Patel had entered into Share Purchase and Share Subscription Agreement (SPSA) on 25th October, 2016 for:

- transfer of 17,85,953 equity shares of the Company by the erstwhile Promoters of the Company in favour of HLE Engineers Private Limited along with Mr. Himanshu Patel, Mr. Nilesh Patel, Mr. Harsh Patel and Mr. Aalap Patel; and
- issue and allotment of 15,00,000 Warrants convertible into equal number of Equity Shares of the Company to HLE Engineers Private Limited.

Pursuant to the said SPSA, HLE Engineers Private Limited along with the other Acquirers acquired on 26th December, 2016, 17, 65, 953 equity shares of the Company from the erstwhile Promoters through open market purchase.



Pursuant to the aforesaid transactions and as contemplated in the SPSA, the Board of the Company has been re-constituted on 31st December, 2016. Mr. Aalap Patel was appointed as an Additional Director and designated as the Executive Director (Technical) of the Company on 31st December, 2016 and he shall hold office upto the date of the forthcoming Annual General Meeting and is eligible for appointment.

Hence, the Board now recommends the appointment of Mr. Aalap Patel as the Director and Executive Director (Technical) of the Company for a period of three years with effect from 31st December, 2016.

Details as required under Schedule V of the Companies Act, 2013 are provided below:

I. General Information

- Nature of Industry: Glass-line Industry
- Date of commencement of commercial production: 5th March, 1992
- In case of new companies, expected date of commencement of activities as per project approved by the financial institution appearing in the prospectus: N.A.
- Financial performance based on given indicators: N.A.
- Foreign investments or collaborations, if any: N.A.

II. Information about the Appointee:

Particulars	Mr. Aalap Patel
Background Details	Mr. Aalap Patel has completed his B.E. (Mechanical) from the University of Pune in the year 2009 and MBA in Global Management from the Thunderbird School of Global Management in the year 2013. He is having more than 5 years of experience in the business of engineering and sea food processing. Mr. Aalap Patel is a promoter/ director in the following companies:
	1. HN Indigos Private Limited
	2. Yashashvi Agrochemical Private Limited
Past Remuneration	Mr. Aalap Patel is being appointed for the first time as the Director and Executive Director (Technical) in Swiss Glascoat Equipments Limited
Recognition and Awards	N.A.
Job Profile and his suitability	He has control over the management in the technical areas of the Company's business in line with his qualification and experience in the business.
Remuneration proposed	Mr. Aalap Patel shall be paid remuneration as decided by the Nomination and Remuneration Committee, details of which are as under: Salary : Monthly salary of Rs. 2,00,000 Perquisites : Perquisites as specified in the draft agreement. Annual Increment : The monthly salary will be increased at the rate of 10% on annual basis or as may be decided by the Board.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and Person	The remuneration payable to Mr. Aalap Patel is in line with that payable in the industry and the companies of similar size and nature.
Pecuniary Relations with the Company	Except for receipt of remuneration as per the agreement entered into with the Company, Mr. Aalap Patel has the following pecuniary relations: His father Mr. Nilesh Patel is the Director of Yashashvi Rasayan Private Limited - an existing customer of the Company before the date of his appointment as the Additional Director of the Company.

III. Reasons for Loss or Inadequate Profit and Steps taken for improvement, expected increase in productivity and profits in measurable terms:

The economic condition in FY 2016-17 was subdued. However, the Company is sharpening its focus on operational efficiency and sustainable marketing efforts for robust increase in its productivity and profits in the coming years.

Other Details as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as follows:

Date of Birth	17 th October, 1987
Date of Appointment on the Board	31 st December, 2016
Directorships held in other public companies	None
No. of shares held in the Company	10,000
Relations with Other Directors.	He is the son of Mr. Nilesh Patel, Nephew of Mr. Himanshu Patel and First Cousin of Mr. Harsh Patel. All are appointed as Additional Directors of the Company w.e.f. 31 st December, 2016.



The appointment is made subject to the terms and conditions including remuneration contained in the draft agreement which is available for inspection at the Registered Office of the Company between 2.00 p.m. to 5.00 p.m. on all working days (except Saturdays, Sundays and Public Holidays) up to the date of the Annual General Meeting.

The Board of Directors recommends the resolution for your approval as ordinary resolution and special resolution, as the case may be. None of the Directors, except Mr. Himanshu Patel, Mr. Nilesh Patel, Mr. Harsh Patel and Mr. Aalap Patel, or the Key Managerial Persons or their relatives is in any way interested or concerned, either financially or otherwise, in the resolution.

The Explanatory Statement is and should be treated as an abstract as per applicable provisions of the Companies Act, 2013, as amended.

Item Nos. 9 and 10

The erstwhile Promoters, the Company and HLE Engineers Private Limited along with Mr. Himanshu Patel, Mr. Nilesh Patel, Mr. Harsh Patel and Mr. Aalap Patel had entered into Share Purchase and Share Subscription Agreement (SPSA) on 25th October, 2016 for:

- (a) transfer of 17,85,953 equity shares of the Company by the erstwhile Promoters of the Company in favour of HLE Engineers Private Limited along with Mr. Himanshu Patel, Mr. Nilesh Patel, Mr. Harsh Patel and Mr. Aalap Patel; and
- (b) issue and allotment of 15,00,000 Warrants convertible into equal number of Equity Shares of the Company to HLE Engineers Private Limited,

Pursuant to the said SPSA, HLE Engineers Private Limited along with the other Acquirers acquired on 26th December, 2016, 17,65,953 equity shares of the Company from the erstwhile Promoters through open market purchase.

Pursuant to the aforesaid transactions and as contemplated in the SPSA, the Board of the Company has been re-constituted on 31st December, 2016. Mr. Nilesh Patel and Mr. Harsh Patel were appointed as Additional Directors and designated as the Non-executive Directors of the Company on 31st December, 2016 and they shall hold office upto the date of the forthcoming Annual General Meeting and are eligible for re-appointment.

Hence, the Board now recommends the appointment of Mr. Nilesh Patel and Mr. Harsh Patel as the Non-Executive Directors liable to retire by rotation. Further details regarding Mr. Nilesh Patel and Mr. Harsh Patel are shown in the Annexure hereto, which forms part of the Explanatory Statement.

The Board of Directors recommends the resolution for your approval as ordinary resolution. None of the Directors, except Mr. Himanshu Patel, Mr. Nilesh Patel, Mr. Harsh Patel and Mr. Aalap Patel, or the Key Managerial Persons or their relatives is in any way interested or concerned, either financially or otherwise, in the resolution.

The Explanatory Statement is and should be treated as an abstract as per applicable provisions of the Companies Act, 2013, as amended.

Item No. 11

The Board of Directors of the Company had appointed Ms. Vijayanti Punjabi as an Additional Director (Independent) of the Company with effect from 31st December, 2016. In accordance with the provisions of Section 161 of Companies Act, 2013, Ms. Vijayanti Punjabi shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five years. The Company has received notice under Section 160 of the Companies Act, 2013 for Ms. Vijayanti Punjabi signifying her candidature as an Independent Director of the Company. A brief profile of Ms. Vijayanti Punjabi, including nature of her expertise, is provided in the Annexure hereto, which forms part of the Explanatory Statement. The Company has received a declaration of independence from Ms. Vijayanti Punjabi. In the opinion of the Board, Ms. Vijayanti Punjabi fulfils the conditions specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, for appointment as Independent Director of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company between 2.00 p.m. to 5.00 p.m. on all working days (except Saturdays, Sundays and Public Holidays) up to the date of the 26th Annual General Meeting of the Company and is also available on the website of the Company www.glascoat.com/Investors Guide/Terms and Conditions of Appointment of the Independent Directors.

None of the Directors or Key Managerial Personnel and their relatives, except Ms. Vijayanti Punjabi, are concerned or interested, either financially or otherwise, in this Resolution. The Board recommends the Ordinary Resolution set out at Item no. 11 for approval of the Members.

Item No. 12

The Board of Directors of the Company had appointed Mr. Mahesh Kabutarwala as an Additional Director (Independent) of the Company with effect from 29th May, 2017. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Mahesh Kabutarwala shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five years. The Company has received notice under Section 160 of the Companies Act, 2013 for Mr. Mahesh Kabutarwala signifying his candidature as an Independent Director of the Company. A brief profile of Mr. Mahesh Kabutarwala, including nature of his expertise, is provided in the Annexure hereto, which forms part of this Explanatory Statement. The Company has received a declaration of independence from Mr. Mahesh Kabutarwala. In the opinion of the Board, Mr. Mahesh Kabutarwala fulfils the conditions specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, for appointment as Independent Director of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company between 2.00 p.m. to 5.00 p.m. on all working days (except Saturdays, Sundays and Public Holidays) up to the date of the 26th Annual General Meeting of the Company and is also available on the website of the Company www.glascoat.com/Investors Guide/Terms and Conditions of Appointment of the Independent Directors.



None of the Directors or Key Managerial Personnel and their relatives, except Mr. Mahesh Kabutarwala, are concerned or interested, either financially or otherwise, in this Resolution. The Board recommends the Ordinary Resolution set out at Item no. 12 for approval of the Members.

Item No. 13

The Board of Directors of the Company had appointed Mr. Yatish Parekh as an Additional Director (Independent) of the Company with effect from 29th May, 2017. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Yatish Parekh shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five years. The Company has received notice under Section 160 of the Companies Act, 2013 for Mr. Yatish Parekh signifying his candidature as an Independent Director of the Company. A brief profile of Mr. Yatish Parekh, including nature of his expertise, is provided in the Annexure hereto which forms part of this Explanatory Statement. The Company has received a declaration of independence from Mr. Yatish Parekh. In the opinion of the Board, Mr. Yatish Parekh fulfils the conditions specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, for appointment as Independent Director of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company between 2.00 p.m. to 5.00 p.m. on all working days (except Saturdays, Sundays and Public Holidays) up to the date of the 26th Annual General Meeting of the Company and is also available on the website of the Company www.glascoat.com/Investors Guide/Terms and Conditions of Appointment of the Independent Directors.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Yatish Parekh, are concerned or interested, either financially or otherwise, in this Resolution. The Board recommends the Ordinary Resolution set out at Item no. 13 for approval of the Members.

Item No. 14

The Board of Directors of the Company had appointed Mr. Sandeep Randery as an Additional Director (Independent) of the Company with effect from 29th May, 2017. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Sandeep Randery shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five years. The Company has received notice under Section 160 of the Companies Act, 2013 for Mr. Sandeep Randery signifying his candidature as an Independent Director of the Company. A brief profile of Mr. Sandeep Randery, including nature of his expertise, is provided in the Annexure hereto which forms part of this Explanatory Statement. The Company has received a declaration of independence from Mr. Sandeep Randery. In the opinion of the Board, Mr. Sandeep Randery fulfils the conditions specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, for appointment as Independent Director of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company between 2.00 p.m. to 5.00 p.m. on all working days (except Saturdays, Sundays and Public Holidays) up to the date of the 26th Annual General Meeting of the Company and is also available on the website of the Company www.glascoat.com/Investors Guide/Terms and Conditions of Appointment of the Independent Directors.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Sandeep Randery, are concerned or interested, either financially or otherwise, in this Resolution. The Board recommends the Ordinary Resolution set out at Item no. 14 for approval of the Members.

Item No. 15

As the Members are aware, HLE Engineers Private Limited along with Mr. Himanshu Khushalbhai Patel, Mr. Nilesh Khushalbhai Patel, Mr. Harsh Himanshu Patel and Mr. Aalap Nilesh Patel, the Company and the erstwhile Promoters had entered into a Share Purchase and Share Subscription Agreement [SPSA] on 25th October, 2016 for:

- (a) transfer of 17,85,953 equity shares of the Company held by the erstwhile Promoters of the Company in favour of HLE Engineers Private Limited along with the other Acquirers; and
- (b) issue and allotment of 15,00,000 Warrants convertible into equal number of Equity Shares of the Company to HLE Engineers Private Limited, which had triggered the Open Offer to be made to the public shareholders of the Company. The Open Offer concluded in the month of March, 2017.

In accordance with Regulation 31A(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other provisions, and subject to approvals from Stock Exchange(s), Securities and Exchange Board of India and other appropriate statutory authorities, if any, it is necessary to re-classify the persons/ entities from the outgoing Promoter and Promoter Group Category to Public Category (hereinafter individually and jointly referred to as the 'Outgoing Promoters and Promoter Group') which requires the consent of the Members by way of Special Resolution.



Further the Outgoing Promoters and Promoter Group seeking re-classification shall not

- a. Have any special rights though formal or informal agreements.
- b. Hold more than 10% of the paid-up equity capital of the Company.
- c. Act as Key Managerial Personnel for a period of more than 3 years from the date of Shareholders' approval

The Directors recommend the resolution as set out in Item No. 15 for your approval as Special Resolution. None of the Directors, Key Managerial personnel and or relatives of the Company except Mr. Sudarshan Amin, Mr. Himanshu Patel, Mr. Nilesh Patel, Mr. Harsh Patel and Mr. Aalap Patel are interested or concerned, either financially or otherwise, in the said resolution.

Item No. 16

The Company had accepted deposits from the directors and the shareholders in accordance with the terms and conditions as specified in the of circular in form of an advertisement as approved in the 23rd Annual General Meeting of the Company held on 11th September, 2014, which was published in the newspapers and circulated amongst the Shareholders in compliance with Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014, for a tenure of 3 years with effect from 1st April, 2015. The term of said deposits is due to end on 31st March, 2018. Accordingly, a resolution in the general meeting is required to be passed by the Company to enable the Company for inviting/ accepting/ renewing deposits from the Members of the Company. The Board therefore, recommends the resolution for your consideration.

None of the Directors or the Key Managerial Persons and their relatives is in any way interested or concerned, either financially or otherwise, in the resolution except to the extent of their deposit holding/ shareholding in the Company, if any.

Item No. 17

Existing Memorandum of Association (MOA) needs to be altered to bring it in line with the requirements of the Companies Act, 2013.

According to the Companies Act, 2013, the companies are now required to have only Main Business and Ancillary and Incidental Businesses to the attainment of Main Business. Therefore, it is mandatory to alter and adopt the revised Memorandum of Association in compliance with the Companies Act, 2013. The Board confirms that there is no alteration of the Main Objects Clause or any other clauses of the existing MOA of the Company, except to the extent of requirement for of adoption of the revised set of MOA of the Company in line with the applicable provisions of the Companies Act, 2013.

A copy of the proposed set of the altered MOA of the Company is available for inspection at the Registered Office of the Company during the business hours on any working day up to the date of the forthcoming Annual General Meeting.

The Board recommends the resolution set forth in Item no. 17 for the approval of Members as Special Resolution.

None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution.

Item No. 18

The existing Articles of Associations (AOA) are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the new Companies Act, 2013.

With the coming into force of the Companies Act, 2013, several regulations of the existing AOA of the Company require alteration or deletion. Accordingly, it is proposed to replace the entire existing AOA by a set of new Articles.

The new AOA to be substituted in place of the existing AOA is based on Table-F of the Companies Act, 2013 which sets out the model Articles of Association for a Company limited by shares.

A copy of the proposed set of new Articles of Association of the Company is available for inspection at the Registered Office of the Company during the business hours on any working day up to the date of the forthcoming Annual General Meeting.

The Board recommends the resolution set forth in Item no. 18 for the approval of Members as Special Resolution.

None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution.


Annexure to the Explanatory Statement

Details of personnel seeking appointment at the 26th Annual General Meeting as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as follows:

Particulars	Mr. Nilesh Patel	Mr. Harsh Patel
Date of Birth	24 th July, 1961	9 th September, 1977
Date of Appointment on the Board	31 st December, 2016	31 st December, 2016
Qualifications	B.Sc. (Chemistry)	B. E. (Chemical Engineering)
Expertise	He is having more than 25 years of experience in the business of chemicals, engineering and sea food processing.	He is having more than 12 years of experience in the business of chemicals and engineering.
Directorships held in other public companies	None	None
No. of shares held in the Company	10,000	10,000
Relations with Other Directors	He is the father of Mr. Aalap Patel, Brother of Mr. Himanshu Patel and Uncle of Mr. Harsh Patel. All are appointed as Additional Directors of the Company w.e.f. 31 st December, 2016.	He is son of Mr. Himanshu Patel, First Cousin of Mr. Aalap Patel and Nephew of Mr. Nilesh Patel, All are appointed as Additional Directors of the Company w.e.f. 31 st December, 2016.
Pecuniary Relations with the Company	Yashashvi Rasayan Private Limited, in which he is a Director, is an existing customer of the Company before the date of his appointment as the Additional Director of the Company.	Yashashvi Rasayan Private Limited, in which he is a Director, is an existing customer of the Company before the date of his appointment as the Additional Director of the Company.

Particulars	Ms. Vijayanti Punjabi	Mr. Mahesh Kabutarwala
Date of Birth	12 th March, 1962	16 th November, 1965
Date of Appointment on the Board	31 st December, 2016	29 th May, 2017
Qualifications	PGD (HRM)	B.Sc.(Chemistry)
Expertise	She is a qualified Human Resources Consultant with an overall work experience of over 30 years.	Chemical Industry
Directorships held in other public companies	Nil	1
No. of shares held in the Company	Nil	Nil
Relations with Other Directors	None	None
Pecuniary Relations with the Company	None	None

Particulars	Mr. Yatish Parekh	Mr. Sandeep Randery
Date of Birth	30 th November, 1951	1 st January, 1975
Date of Appointment on the Board	29 th May, 2017	29 th May, 2017
Qualifications	B.Com., F.C.A.	M.B.A., M.S. (Chemical Engineering)
Expertise	Auditing, Taxation	Financial Services, Process Simulation and Design
Directorships held in other public companies	1	Nil
No. of shares held in the Company	Nil	Nil
Relations with Other Directors	None	None
Pecuniary Relations with the Company	None	None



BOARD REPORT

Dear Members,

Your Directors are pleased to present the 26th Annual Report together with the Audited Standalone Financial Statements for the Financial Year ended on 31st March, 2017.

➤ FINANCIAL HIGHLIGHTS*

(Amount in Rs.)

PARTICULARS	2016-17	2015-16
Turnover	81,47,22,891	92,42,36,052
Profit Before Depreciation and Tax	7,18,70,436	8,52,17,562
Profit Before Tax	4,64,09,991	6,26,39,414
Profit After Tax	3,06,30,817	4,15,38,317
Earnings Per Share (EPS)	6.12	8.31

* The figures are regrouped, rearranged and recast, wherever considered necessary.

➤ PERFORMANCE AND OPERATIONS

The economic conditions in FY 2016-17 were subdued. The Company achieved a sales turnover of Rs. 81,47,22,891 as against Rs. 92,42,36,052 during the previous year and earned a Net Profit After Tax of Rs. 3,06,30,817 as against Rs. 4,15,38,317 during the previous year. The Company could not achieve the desired turnover and profitability due to several factors beyond its control viz, overall economic slowdown for several months post demonetization, higher interest rates during the beginning of the year, banks wary of lending due to high NPA levels in the banking industry, which led to overall slowdown in the capex programs of various pharmaceutical and agro-chemical industries, which are the key target customers of the Company. The situation has improved over the last few months with the Government and the Reserve Bank of India taking active steps like bringing inflation under control, reduction of repo and reverse repo rate leading to moderate reduction of interest rates, bringing pharmaceutical sector under 100% Automatic FDI route, which will provide the required impetus for growth in the pharmaceutical sector. The Company has got a robust order book, which provides clear visibility of the revenues in the first few months of FY 2017-18. The Management is also taking active steps to reduce the operating costs and improve operational efficiency. The Management is confident to achieve a much better performance in the current year with improved revenues and profits.

➤ OPEN OFFER AND CHANGE IN PROMOTERS AND MANAGEMENT

As the Members are aware, there has been a change in the control and management of the Company during the year under review pursuant to the Share Purchase and Share Subscription Agreement (SPSA) executed between the Company, selling promoters (outgoing promoters) and the Acquirers (HLE Engineers Private Limited along with Mr. Himanshu Patel, Mr. Nileshe Patel, Mr. Harsh Patel and Mr. Aalap Patel), which triggered the Open Offer under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. The Open Offer process was duly completed in March, 2017. Pursuant to the said SPSA, the Acquirers had acquired 17,65,953 shares from the selling promoters. Pursuant to the said SPSA, one of the Acquirers, HLE Engineers Private Limited was allotted 15,00,000 Warrants convertible into an equal number of Equity Shares and HLE Engineers Private Limited have exercised the option to convert the Warrants into Equity Shares and consequently it has been allotted 15,00,000 Equity Shares of the Company on 31st March, 2017. The Company has received the listing as well as trading approval from the BSE Limited for these 15,00,000 Equity Shares allotted to HLE Engineers Private Limited. In the forthcoming Annual General Meeting, the Company is seeking the Members' approval to re-classify the outgoing/ erstwhile promoters to public category in line with the requirements of Regulation 31A(5) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable provisions.

Pursuant to the aforesaid transactions and as contemplated in the SPSA, the Board of the Company has been re-constituted on 31st December, 2016.

➤ DIVIDEND

Your Directors are pleased to recommend a Dividend of INR 2.00 (@ 20%) per share for the year 2016-17 (15,00,000 Equity Shares allotted consequent to exercise of the option of conversion of Warrants on 31st March, 2017 shall be entitled to dividend on pro-rata basis @ Rs. 0.005 per Equity Share), subject to the approval of the Members in the ensuing Annual General Meeting. The Dividend, if approved by the Members, will result in cash outflow of INR 1,20,44,792, including dividend distribution tax.



➤ **TRANSFER TO RESERVES**

The Company has transferred Rs. 1,00,00,000 to General Reserve during the year.

➤ **SHARE CAPITAL**

The Company's paid-up Equity Share Capital as on 31st March, 2017 is Rs. 6.50 crore, comprising of 65,00,000 Equity Shares of Rs. 10 each, fully paid up as compared to Rs. 5 crore comprising of 50,00,000 Equity Shares of Rs. 10 each, fully paid up at the end of the previous year. The increase in the paid-up share capital is on account of issue of 15,00,000 Warrants convertible into an equal number of Equity shares during the year on 3rd December, 2016, which were converted into 15,00,000 Equity Shares upon exercise of conversion rights by the Warrant holder on 31st March, 2017.

The Company has neither issued shares with differential rights as to dividend, voting or otherwise nor issued shares (including sweat equity shares) to the employees or Directors of the Company, under any Scheme.

No disclosure is required under Section 67(3)(c) of the Act, in respect of the voting rights not exercised directly by the employees of the Company as the provisions of the said Section are not applicable.

➤ **CREDIT RATING**

The Company enjoys a good reputation for its sound financial management and the ability to meet its financial obligations. ICRA, a reputed Rating Agency, has rated the banking facilities enjoyed by the Company from its Bankers as "BBB+" for the long term and fund based limits and A3+ for the non-fund based limits.

➤ **DEPOSITS**

The Company had accepted deposits from the Shareholders in compliance with Section 73 of the Companies Act, 2013 and the rules made there under. The details are as under:

Deposits accepted during FY 2016-17: Rs. 1,75,40,000

Deposits remaining unpaid or unclaimed as at 31st March, 2017: Rs. Nil

The Company has not made any default during FY 2016-17 in repayment of deposits or payment of any interest thereon. All payments and repayments related to the deposits have been duly made to the concerned deposit-holders upon their request, if any.

➤ **TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND**

Pursuant to the provisions of Section 125 of the Companies Act, 2013, dividend of Rs. 2,68,121 pertaining to the FY 2008-09, which remained unclaimed and unpaid for a period of seven years from the date of its transfer to the Unpaid Dividend Account, has been transferred to the Investor Education and Protection Fund established by the Central Government.

➤ **RELATED PARTY TRANSACTIONS**

The Company has implemented a policy related to Related Party Transactions as framed by the Audit Committee. An extract of the said Policy is available on the Company's website: [www.glascoat.com/Investors Guide /Company Policies](http://www.glascoat.com/Investors%20Guide/Company%20Policies).

During FY 2016-17, the Company has entered into related party transactions on an arm's length basis in accordance with Section 188 of the Companies Act, 2013 and the Rules thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The details of the same are provided in Form AOC-2 annexed hereto, which forms part of this Report.

➤ **PARTICULARS RELATING TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

The aforesaid information as required under Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 is annexed hereto and forms part of this Report.

➤ **PARTICULARS OF EMPLOYEES AND REMUNERATION**

The details of top 10 employees of the Company in terms of remuneration drawn as required under Section 134 of the Companies Act, 2013 and Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed hereto and forms part of this Report.

There is no employee drawing remuneration of Rs. 1,02,00,000 or more per annum or Rs. 8,50,000 or more per month or for any part of the year and hence the particulars required to be disclosed under Section 134 of the Companies Act, 2013 read with Rule 5(2) the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not furnished.

➤ **ANNUAL RETURN**

An extract of the Annual Return in Form MGT-9 pursuant to the provisions of Section 92 of the Companies Act, 2013 read with Rule 2 of the Companies (Management and Administration) Rules, 2014 as required under Section 134 of the Companies Act, 2013 is annexed hereto and forms part of this Report.



➤ **CORPORATE SOCIAL RESPONSIBILITY**

The Board has constituted a Corporate Social Responsibility (CSR) Committee as per the provisions of Section 135 of the Companies Act, 2013 for framing and implementing CSR activities with an objective to achieve a positive impact on society as a whole.

Further, during FY 2016-17, the Company has continued to support the following program as its CSR activities in the field of "preventive health care":

- "Vatsala Matrusambhal" program (undertaken jointly with Charusat Healthcare and Research Foundation (CHRF), a Trust established and working in this field since January, 2012.

The details related to the CSR activities of the Company during FY 2016-17 are annexed hereto and form part of this Report. The said details are also available on the Company's website: [www.glascoat.com/Corporate Social Responsibility](http://www.glascoat.com/Corporate%20Social%20Responsibility). The annual return on CSR activities undertaken by the Company during the year is annexed and forms part of this Report.

➤ **CORPORATE GOVERNANCE REPORT AND MANAGEMENT DISCUSSION ANALYSIS REPORT**

The Reports on Corporate Governance and Compliance Certificate thereon and Management Discussion and Analysis as required under Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are annexed hereto and form part of this Report.

➤ **RISK MANAGEMENT BY THE COMPANY**

The Company recognizes the importance of managing risk in the business to sustain growth. Hence, the Company has adopted a Risk Management Policy and the Audit Committee has been entrusted with the responsibility of implementing and monitoring of the Risk Management Policy.

➤ **INDIAN ACCOUNTING STANDARDS (IND AS) – IFRS CONVERGED STANDARDS**

Pursuant to the notification, issued by the Ministry of Corporate Affairs dated February 16, 2015 relating to the Companies (Indian Accounting Standard) Rules, 2015, the Company will adopt "IND AS" with effect from 1st April, 2017 with the comparatives for the periods commencing from 1st April, 2016. The implementation of IND AS is a major change process for which the Company had established a project team and had dedicated considerable resources. The impact of the change on adoption of IND AS has been assessed and the Company is considered ready to adopt IND AS.

➤ **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirement under Section 134(3)(c) read with 134(5) of the Companies Act, 2013, your Directors confirm that:

- (a) the applicable accounting standards had been followed along with proper explanation relating to material departures, if any, in the preparation of the annual accounts;
- (b) appropriate accounting policies have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- (c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the annual accounts have been prepared on a going concern basis;
- (e) proper internal financial controls have been laid down and followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) proper systems to ensure compliance with the provisions of all the applicable laws have been devised and that such systems were adequate and are working effectively.

➤ **DIRECTORS AND KEY MANAGERIAL PERSONS**

As stated above, during the year under review there has been a change in the control and management of the Company. The profiles of the newly appointed Directors have been provided in the explanatory statement to the Notice in this Annual Report.

The Directors of the Company are well experienced with expertise in the respective fields of manufacture, strategic and operational management and administration.

The day-to-day operations of the Company are managed by its Key Managerial Persons (KMP) i.e., the Managing Director, Executive Director (Technical), the Chief Financial Officer and the Company Secretary.

Mr. Sudarshan Amin, Non-Executive Director, is retiring by rotation and being eligible, has offered himself for re-appointment at the ensuing Annual General Meeting. Details of Mr. Sudarshan Amin have been provided in the Corporate Governance Report annexed hereto and forming part of this Report.



During the year under review, Mr. Kaushik Shah, Independent Director has resigned as the Director with effect from 12th September, 2016 and Mr. Kanubhai Patel, Non-Executive Director and Chairperson of the Company has resigned as the Director with effect from 1st October, 2016. The Board places on record its sincere appreciation for their services and expert inputs provided during their tenure as Directors.

The Nomination and Remuneration Committee has formulated the policy relating to the appointment and remuneration of the Directors of the Company laying down criteria for determining attributes, independence, etc. The Company policies governing the appointment and remuneration of the Directors are annexed hereto and form part of this Report.

The Independent Directors have affirmed to the Board regarding compliance with all the requirements as prescribed by Section 149(6) of the Companies Act, 2013 and Schedule IV thereto. A statement by the Managing Director regarding the said affirmation by the Independent Directors is annexed to this Report and forms part of this Report.

The details related to the remuneration of managerial personnel as required under the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed hereto, which forms part of this Report.

➤ **PERFORMANCE EVALUATION OF THE DIRECTORS AND KMPs OF THE COMPANY**

During the FY 2016-17, the Board of Directors of the Company has carried out an Annual Performance Evaluation of the Board/ Committees and all the individual Directors as per the Company's Policy for Performance Evaluation of Directors. The Independent Directors in their separate meeting held on 6th February, 2017 carried out the performance evaluation of the non-Independent Directors, with special attention to leadership criteria for the Managing Director and the Executive Directors for the period from 1st January, 2016 to 31st December, 2016.

The Board in its meeting held on 6th February, 2017, performed the evaluation task of the Board/ Committees collectively and the Independent Directors individually for the period from 1st January 2016 to 31st December, 2016.

Performance evaluation sheets were already distributed before the meeting dates. The outcome of the above exercise of performance evaluation of all the Directors collectively and individually and the Board/ Committees was announced in the meetings, which was satisfactory and everybody appreciated and acknowledged the others' contribution towards the growth and progress of the Company.

➤ **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

Your Company has strong integrated systems for internal controls commensurate with the size and nature of the business.

Investment decisions involving capital expenditure are subject to formal detailed appraisal and review by appropriate levels of authority. Capital and revenue expenditure are monitored and controlled with reference to pre-approved budgets and forecasts.

The Company has established effective internal control systems to ensure accurate, reliable and timely compilation of financial statements, to safeguard assets of the Company, and to detect and mitigate irregularities and frauds. The Company's management has adequate internal control procedures over financial reporting.

In accordance with the requirements of Section 143(3)(i) of the Companies Act, 2013, the Statutory Auditors have confirmed the adequacy and operating effectiveness of the internal financial control systems over financial reporting.

➤ **PARTICULARS OF LOANS AND GUARANTEES**

The particulars of loans given, guarantees issued, securities provided and investments made have been disclosed in the notes to the financial statements.

➤ **WHISTLE BLOWER MECHANISM**

The Board, pursuant to the provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers), 2014, has formulated and implemented a Whistle Blower Policy for Directors and employees incorporating the Vigil Mechanism with a view to provide a mechanism which ensures adequate safeguards from any victimization on raising of concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc.

The Policy covers malpractices and/ or events related to all issues that could have grave impact on the operations and performance of the business of the Company. The concerned matters are to be reported to the Compliance Officer and/ or the Chairperson of the Audit Committee. The Audit Committee monitors the Vigil Mechanism of the Company.

During FY 2016-17, no employee has been denied access to the Compliance Officer/ the Chairperson of the Audit Committee. Also, no employee has availed the Vigil Mechanism during FY 2016-17.

An extract of the Whistle Blower Policy incorporating the Vigil Mechanism and the contact details of the Whistle Officers are available on the Company's website: [www.glascoat.com/Investors Guide Whistle Blower Mechanism](http://www.glascoat.com/Investors%20Guide%20Whistle%20Blower%20Mechanism).



➤ PREVENTION OF SEXUAL HARASSMENT AT THE WORKPLACE

The Company has a policy against sexual harassment and a formal process for dealing with complaints of harassment or discrimination. The said Policy is in line with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder. The Company through the Policy ensures that all such complaints are resolved within defined timelines. During the year, no case was reported.

➤ MATERIAL CHANGES AND COMMITMENT AFFECTING THE FINANCIAL POSITION OF THE COMPANY

Except as disclosed elsewhere in the Annual Report, there have been no material changes and commitments, affecting the financial position of the Company which have occurred during the period between the end of the financial year to which the financial statements relate and the date of this Report.

➤ STATUTORY AUDITORS' AND INDEPENDENT AUDITORS' REPORT

The Shareholders in the 23rd AGM of the Company had appointed M/s. Darji & Associates, Chartered Accountants (Firm Registration No. 116519W), as the Statutory Auditors for a tenure of 3 years from conclusion of the Annual General Meeting held on 11th September, 2014. Their appointment has been ratified by the Shareholders every year. Their tenure as the Statutory Auditors is ending on the conclusion of the 26th AGM to be convened on 28th August, 2017 and in terms of the requirements of Section 139 of the Companies Act, 2013, they are not eligible to get re-appointed as the Statutory Auditors of the Company. The Company has approached M/s. M. M. Nissim & Co., Chartered Accountants (Firm Registration No. 107122W) to appoint them as Statutory Auditors of the Company. They have informed the Company that they are eligible and willing to act as Statutory Auditors of the Company if appointed by the Shareholders at the forthcoming Annual General Meeting.

The remarks/ comments referred to in the Auditors' Report for FY 2016-17 are self-explanatory and do not call for any clarifications or comments by the Board of Directors.

➤ SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT

The Company has appointed M/s. D. G. Bhimani and Associates, Practising Company Secretaries (Membership No. FCS 8064) as the Secretarial Auditors of the Company for the FY 2017-18 in accordance with Section 204 of the Companies Act, 2013. The Company has received consent from M/s. D. G. Bhimani and Associates for their appointment.

The remarks/ comments referred to in the Secretarial Audit Report for FY 2016-17 are self-explanatory and do not call for any further comments.

➤ INTERNAL AUDITORS

The Company has appointed CNK & Associates LLP, Chartered Accountants (Firm Registration No. 101961W), for conducting internal audit of the Company for the financial year 2017-18. The Company has received consent from M/s. CNK & Associates LLP for their appointment.

➤ COST RECORDS AND AUDIT

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Record and Audit) Rules, 2014, the Company has duly maintained the cost records as prescribed. Presently, audit of the Cost Records is not prescribed or mandatory.

➤ GENERAL

- During the year under review, there were no material or serious instances of fraud falling within the purview of Section 143 (12) of the Companies Act, 2013 and the rules made thereunder.
- During the year under review, there were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in future;

➤ ACKNOWLEDGEMENTS

Your Directors and Management take this opportunity to thank the Company's customers, vendors, investors, business associates, bankers and other stakeholders for their continued support. Your Directors also take this opportunity to applaud the contributions made by all the employees of the Company to the operations of the Company for its continued and success.

**By the Order of the Board of
Swiss Glascoat Equipments Limited**

Sd/-

**Mr. Himanshu Patel
Chairperson and Managing Director**

Date : 29th May, 2017
Place: Vitthal Udyognagar



ANNEXURE TO THE BOARD REPORT

STATEMENT ON DECLARATION BY THE INDEPENDENT DIRECTORS UNDER SECTION 134 OF THE COMPANIES ACT, 2013

In accordance with Section 134 of the Companies Act, 2013, I hereby confirm that the Independent Directors of the Company have affirmed their compliance with the criteria of independence as stipulated in Section 149 of the Companies Act, 2013 and Schedule IV - Code of Independence to the said Act.

For **Swiss Glascoat Equipments Limited**

Sd/-

Mr. Himanshu Patel

Chairperson and Managing Director

Date : 29th May, 2017

CERTIFICATION BY THE CEO AND CFO AS REQUIRED UNDER REGULATIONS 17(8) AND 33(2)(a) OF THE SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The Board of Directors,
Swiss Glascoat Equipments Limited,
H-106, GIDC Estate,
Viththal Udyognagar - 388121
Dist. Anand, Gujarat.

Dear Sir(s),

We, Mr. Himanshu Patel, Managing Director of the Company and Mr. Bipin Thakkar, Chief Financial Officer of the Company, certify to the Board that -

- A. We have reviewed the Standalone Audited Financial Statements for the year ended on 31st March, 2017 and the cash flow statement for the year and to the best of our knowledge and belief:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee -
- (1) any significant changes in internal control over financial reporting during the year, if any;
 - (2) all significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements; and
 - (3) any instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For **Swiss Glascoat Equipments Ltd**

Sd/-

Managing Director

Date: 29th May, 2017

For **Swiss Glascoat Equipments Ltd**

Sd/-

Chief Financial Officer:



ANNEXURE TO THE BOARD REPORT

INFORMATION AS PER SECTION 134(3)(m) OF THE COMPANIES ACT, 2013 READ WITH RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014 AND FORMING PART OF THE BOARD REPORT FOR THE YEAR ENDED 31ST MARCH, 2017

(A) Conservation of Energy

The Company is continuously making efforts to improve Energy Management by way of monitoring energy related parameters on a regular basis. The Company is committed to transform energy conservation into a strategic business goal fully along with the technological sustainable development of Energy Management Systems. It is making best endeavours to reduce energy consumption in all its operations and activities.

(i) To achieve the above objectives the following steps are being undertaken by the Company:

- I. Continuously monitoring the energy parameters such as maximum demand, power factor, load factor, TOD tariff utilization on regular basis.
- II. Continuously replacing the inefficient equipment with latest energy efficient technology and upgradation of equipment continually.
- III. Increasing the awareness of energy saving within the organization to avoid wastage of energy.
- IV. To enhance utilization of Renewable Energy Resources.
- V. Achieving the power factor near to unity in the Plant by effective reactive energy management.
- VI. To reduce the Green House Emission by improving energy efficiency at the Plant.

(ii) Steps taken by the Company for utilising alternate sources of energy:

As a measure to encourage Green Energy, the Company has installed a Windmill with an installed capacity of 1.25 MW at Baradiya in Jamnagar in FY 2009-10 and it has generated 18 lacs units (net generation) in FY 2016-17.

(iii) Details of electricity consumption and cost during FY 2016-17:

(i) **Total Electricity Consumption**

A. Purchased from MGVC

Total Units	:	1,24,53,519
Total Cost (Rs.)	:	10,28,53,338
Rate per unit (Rs.)	:	8.26

B. Own Generation through Windmill

Units set-off by GEB	:	18,13,249
Total Cost* (Rs.)*cost excludes borrowing cost	:	31,91,963
Rate per unit (Rs.)	:	1.76

C. Purchased through Open Access

Units set-off by GEB	:	20,112
Total Cost (Rs.)	:	5,30,413
Rate per unit (Rs.)	:	26.37

(ii) **Total Fuel Consumption of Oil Gas and Lubricants (Rs.) :** 35,66,964

(B) Technology Absorption, Adaption and Innovation

(i) Research and Development

On-going study in the following areas to reduce cost of conservation and improve the quality.

- I. Evaluation of the alternative materials to reduce the cost of raw material
- II. To modify the process parameters to improve the quality
- III. Expenditure on Research and Development: Not significant during the year

The Company believes in steady growth with technology and it executes this belief by installing various technological advancements at regular intervals such as auto-welding robots, that lead to product improvement, product development, cost reduction and faster delivery.

(C) Foreign exchange earnings and Outgo

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows are as under:

1. **Total foreign exchange used**

Import of goods [CIF Value]	Rs. 68,94,358
Traveling	Rs. 2,91,931

2. **Total foreign exchange earned**

Exports [FOB Value]	Rs. 3,96,95,849
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**By the Order of the Board of
Swiss Glascoat Equipments Ltd**

Sd/-
Mr. Himanshu Patel
Chairperson and Managing Director

Date : 29th May, 2017
Place : Vitthal Udyognagar



ANNEXURE TO THE BOARD REPORT

**Form No. MGT-9
EXTRACT OF ANNUAL RETURN
for the Financial year ended on 31st March, 2017**

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i)	CIN	L26100GJ1991PLC016173
ii)	Registration Date	26 th August, 1991
iii)	Name of the Company	Swiss Glascoat Equipments Limited
iv)	Category / Sub-Category of the Company	Public Company/ Limited by Shares
v)	Address of the Registered office and contact details	H-106, GIDC Estate, V. U. Nagar - 388121 Dist. Anand, Gujarat Ph. No.: (02692) 236842 to 236845 e-mail id: share@glascoat.com
vi)	Whether listed company Yes / No	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Pvt Limited B-102 & 103, Shangrila Complex, First Floor, Opp. HDFC Bank, Nr. Radhakrishna Char Rasta, Akota, Baroda - 390020 C. No.: 0265-2356573 e-mail id: vadodara@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the Company shall be stated:

Sr. No.	Name and Description of main products	NIC Code of the Product*	% to total turnover of the company
1	Glass-lined Equipment	2929- Manufacture of other Special Purpose Machinery	100.00

* As per National Industrial Classification 2004 (NIC 2004)- Ministry of Statistics & Programme Implementation

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

The Company doesn't have any holding, subsidiary or associate company.

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
i) Category-wise Share Holding

	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year*
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	17,85,953	-	17,85,953	35.72	40,000	-	40,000	0.62	-35.10
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	32,25,953	-	32,25,953	49.63	49.63
e) Banks / FI	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	17,85,953	-	17,85,953	35.72	32,65,953	-	32,65,953	50.25	14.53
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-
Total share-holding of Promoter (A) = (A)(1)+(A)(2)	17,85,953	-	17,85,953	35.72	32,65,953	-	32,65,953	50.25	14.53



	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year*
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	11,401	-	11,401	0.23	7,580	-	7,580	0.12	-0.11
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
Sub-total (B)(1)	11,401	-	11,401	0.23	7,580	-	7,580	0.12	-0.11
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	2,09,660	700	2,10,360	4.21	3,75,104	700	3,75,804	5.78	1.57
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakhs	9,91,989	5,87,100	15,79,089	31.58	9,39,344	5,67,600	15,06,944	23.18	-8.40
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakhs	7,37,241	-	7,37,241	14.74	7,20,440	-	7,20,440	11.08	-3.66
c) Others									
i) HUFs	39,917	-	39,917	0.80	52,255	-	52,255	0.80	0.01
ii) NRIs	1,11,639	27,000	1,38,639	2.77	45,224	26,800	72,024	1.11	-1.66
iii) OCB	-	4,97,400	4,97,400	9.95	-	4,97,400	4,97,400	7.65	-2.30
iv) Clearing Members	13,074	-	13,074	0.26	56,681	-	56,681	0.87	0.61
v) Unclaimed Shares	-	-	-	-	1,600	-	1,600	0.02	0.02
Sub-total (B)(2)	20,90,446	11,12,200	32,02,646	64.05	21,33,967	10,92,500	32,26,467	49.64	-14.41
Total Public Shareholding (B)=(B)(1)+(B)(2)	21,01,847	11,12,200	32,14,047	64.28	21,41,547	10,92,500	32,34,047	49.75	-14.53
C. Shares held by Custodian for GDRs & ADRs									
	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	38,87,800	11,12,200	50,00,000	100.00	54,07,500	10,92,500	65,00,000	100.00	0.00

* During FY 2016-17, the authorised capital of the Company has been increased from Rs 5 crores to Rs 10 crores in compliance with the applicable provisions of the Companies Act, 2013 and the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time).

Further, pursuant to the Share Purchase and Share Subscription Agreement executed on 25th October, 2016 for:

- Transfer of 17,85,953 Equity Shares of the Company by the erstwhile Promoters of the Company in favour of HLE Engineers Private Limited and other Acquirers; and
- Issue and allotment of 15,00,000 Warrants convertible into equal number of Equity Shares of the Company to HLE Engineers Private Limited; the Company had allotted 15,00,000 Warrants convertible into an equal number of Equity Shares of the Company to HLE Engineers Private Limited on 3rd December, 2016; and on exercise of the option (as per the terms of issue of Warrants) of conversion by HLE Engineers Private Limited, the 15,00,000 Warrants were converted and an equal number of Equity Shares were allotted to HLE Engineers Private Limited in the Board Meeting of the Company held on 31st March, 2017.

Consequently, in the aforesaid shareholding pattern, the change values related to the shareholding of the promoter and public for the year ended on 31st March, 2017 have been provided after taking into account the increase in the paid up share capital due to allotment of 15,00,000 Equity Shares as aforesaid.


(ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year*
		No. of Shares	% of total Shares of company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of company	% of Shares Pledged / encumbered to total shares	
1	Amin Sudarshan-Amin Nitaben	3,06,600	6.13	-	-	-	-	-6.13
2	Sudarshan Purshottamdas Amin	2,65,200	5.30	-	-	-	-	-5.30
3	Amin Nitaben-Amin Sudarshan	2,46,700	4.93	-	-	-	-	-4.93
4	Amin Phagun Sudarshan-Sudarshan Amin	2,28,202	4.56	-	-	-	-	-4.56
5	Amin Chandni Sudarshan -Sudarshan Amin	2,28,202	4.56	-	-	-	-	-4.56
6	Paresh S Shah	2,03,975	4.08	-	-	-	-	-4.08
7	Paresh S Shah HUF	90,600	1.81	-	-	-	-	-1.81
8	Ambalal Prabhudas Patel	61,300	1.23	-	-	-	-	-1.23
9	Nita Amin	57,900	1.16	-	-	-	-	-1.16
10	Urmilaben Ambalal Patel	41,400	0.83	-	-	-	-	-0.83
11	Tanmay Patel	47,374	0.95	-	-	-	-	-0.95
12	Vipul Kashibhai Patel	4,000	0.08	-	-	-	-	-0.08
13	Palak Tanmay Patel	3,300	0.07	-	-	-	-	-0.07
14	Kalpanaben Sharadchandra Amin	1,200	0.02	-	-	-	-	-0.02
15	HLE Engineers Pvt Ltd	-	-	-	32,25,953	49.63	-	49.63
16	Himanshu Patel	-	-	-	10,000	0.15	-	0.15
17	Nilesh Patel	-	-	-	10,000	0.15	-	0.15
18	Harsh Patel	-	-	-	10,000	0.15	-	0.15
19	Aalap Patel	-	-	-	10,000	0.15	-	0.15
	Total	17,85,953	35.72	-	32,65,953	50.25	-	14.53

* During FY 2016-17, the authorised capital of the Company has been increased from Rs 5 crores to Rs 10 crores in compliance with the applicable provisions of the Companies Act, 2013 and the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time).

Further, pursuant to the Share Purchase and Share Subscription Agreement executed on 25th October, 2016 for:

- Transfer of 17,85,953 Equity Shares of the Company by the erstwhile Promoters of the Company in favour of HLE Engineers Private Limited and other Acquirers; and
- Issue and allotment of 15,00,000 Warrants convertible into equal number of Equity Shares of the Company to HLE Engineers Private Limited; the Company had allotted 15,00,000 Warrants convertible into an equal number of Equity Shares of the Company to HLE Engineers Private Limited on 3rd December, 2016; and on exercise of the option (as per the terms of issue of Warrants) of conversion by HLE Engineers Private Limited, the 15,00,000 Warrants were converted and an equal number of Equity Shares were allotted to HLE Engineers Private Limited in the Board Meeting of the Company held on 31st March, 2017.

Consequently, in the aforesaid shareholding pattern, the change values related to the shareholding of the promoter and promoter group for the year ended on 31st March, 2017 have been provided after taking into account the increase in the paid up share capital due to allotment of 15,00,000 Equity Shares as aforesaid.

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.		Shareholding of Promoter Group at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of co.	No. of Shares	% of total Shares of co.
	At the beginning of the year (% calculated on share capital in the beginning of the year)	17,85,953	35.72%	17,85,953	35.72%
Less	Disposal of equity stake of the erstwhile Promoter and Promoter group on 26 th December, 2016 as per the Share Purchase and Share Subscription Agreement dated 25 th October, 2016 (% calculated on share capital in the during the year)	-17,85,953	0.00%	0	0.00%
Add	Acquisition of equity stake of erstwhile Promoter and Promoter group by the new Promoter and Promoter group on 26 th December, 2016 as per the Share Purchase and Share Subscription Agreement dated 25 th October, 2016 (% calculated on share capital during the year)	17,65,953	32.32%	17,65,953	32.32%
Add	Conversion of Warrants and allotment of equal number of Equity Shares in the Board Meeting held on 31 st March, 2017 (% calculated on share capital at the end of the year)	15,00,000	23.08%	32,65,953	50.25%
	At the end of the year (% calculated on share capital at the end of the year)	-	-	32,65,953	50.25%


(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Name	Shareholding at the beginning of the year		Date	Increase/ (Decrease) in shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of co.				No. of Shares	% of total Shares of co. (on diluted capital)
1	Overseas Pearl Limited	4,97,400	9.95			No movement during the year	4,97,400	7.65
2	Patel Shashikant Purshottam Das	3,53,100	7.06			No movement during the year	3,53,100	5.43
3	Banco Products India Limited	1,32,700	2.65			No movement during the year	1,32,700	2.04
4	Chander Mohan Bhatia	-	-	20.01.17	1,693	Purchase through open market	1,693	
				03.02.17	13,090		14,783	
				10.02.17	12,443		27,226	
				17.02.17	31,700		58,926	
				24.02.17	2,867		61,793	
				03.03.17	16,466		78,259	
				10.03.17	22,900		1,01,159	
				17.03.17	10,830		1,11,989	
				24.03.17	70		1,12,059	
				31.03.17	340		1,12,399	1.73
5	Hasumati Kanubhai Patel	74,000	1.48			Sale through open market	74,000	
				03.03.17	-3,000		71,000	1.09
6	LSC Securities Limited	-	-	20.01.17	650	Purchase/ (Sale) through open market	-	
				27.02.17	3,614		650	
				03.02.17	13,349		4,264	
				10.02.17	14,147		17,613	
				17.02.17	39,854		31,760	
				24.02.17	-15,209		71,614	
				03.03.17	-4,488		56,405	
				10.03.17	9,848		51,917	
				17.03.17	3,271		61,765	
				24.03.17	510		65,036	
				31.03.17	3,759		65,546	
							69,305	1.07
7	Neepa K. Shah	-	-	31.03.17	44,341	Purchase through open market	44,341	0.68
8	Patel Harshikaben Shantilal	36,900	0.74			No movement during the year	36,900	0.57
9	Banco Aluminium Limited	35,000	0.70			No movement during the year	35,000	0.54
10	Lincoln Coelho	30,000	0.60			No movement during the year	30,000	0.46


(v) Shareholding of Directors and Key Managerial Personnel (KMP):

Sr. No.	Name	Shareholding of Promoter Group at the beginning of the year 01.04.2016		Changes in Shareholding		Reason	Cumulative Shareholding during FY till 31.03.2017	
		No. of Shares	% of total Shares of co.	Date	Increase/ (Decrease) in shareholding		No. of Shares	% of total Shares of co. (on diluted capital)
1	Himanshu Patel (appointed as Director w.e.f. 31 st December, 2016)	-	-	26.12.16	10,000	Purchase through open market pursuant to the SPSA dated 25 th October, 2016	10,000	0.15
2	Aalap Patel (appointed as Director w.e.f. 31 st December, 2016)	-	-	26.12.16	10,000	Purchase through open market pursuant to the SPSA dated 25 th October, 2016	10,000	0.15
3	Nilesh Patel (appointed as Director w.e.f. 31 st December, 2016)	-	-	26.12.16	10,000	Purchase through open market pursuant to the SPSA dated 25 th October, 2016	10,000	0.15
4	Harsh Patel (appointed as Director w.e.f. 31 st December, 2016)	-	-	26.12.16	10,000	Purchase through open market pursuant to the SPSA dated 25 th October, 2016	10,000	0.15
5	Sudarshan Amin*	5,71,800	11.44	26.12.16	-5,71,800	Sale through open market pursuant to the SPSA dated 25 th October, 2016	-	-
6	Jagrat Bhatt	-	-			No movement during the year	-	-
7	Bharat Patel	-	-			No movement during the year	-	-
8	Dharmesh Patel	-	-			No movement during the year	-	-
9	Janardan Shukla	-	-			No movement during the year	-	-
10	Vijyanti Punjabi (appointed as Director w.e.f. 31 st December, 2016)	-	-			No movement during the year	-	-
11	Kanubhai Patel (resigned as Director w.e.f. 1 st October, 2016)	19,500	0.39	03.03.17	-19,500	Sale through open market	-	-
12	Kaushik Shah (resigned as Director w.e.f. 12 th September, 2016)	-	-			No movement during the year	-	-
13	Tanmay Patel (resigned as Director w.e.f. 31 st December, 2016)	47,374	0.95	26.12.16	-47,374	Sale through open market pursuant to SPSA dated 25 th October, 2016	-	-
14	Paresh Shah (resigned as Director w.e.f. 31 st December, 2016)	2,03,975	4.08	26.12.16	-2,03,975	Sale through open market pursuant to SPSA dated 25 th October, 2016	-	-
15	Phagun Amin (resigned as Director w.e.f. 31 st December, 2016)	2,28,202	4.56	26.12.16	-2,28,202	Sale through open market pursuant to SPSA dated 25 th October, 2016	-	-
16	Dhwani Shah, Company Secretary	-	-	17.11.16	10	Purchase through open market	10	0.0002
17	Bipin Thakkar, Chief Financial Officer	10	0.0002			No movement during the year	10	0.0002

***3,06,600 shares were jointly held by Mr. Sudarshan Amin with Mrs. Nita Amin**

* During FY 2016-17, the authorised capital of the Company has been increased from Rs 5 crores to Rs 10 crores in compliance with the applicable provisions of the Companies Act, 2013 and the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time).

Further, pursuant to the Share Purchase and Share Subscription Agreement executed on 25th October, 2016 for:

- Transfer of 17,85,953 Equity Shares of the Company by the erstwhile Promoters of the Company in favour of HLE Engineers Private Limited and other Acquirers; and
- Issue and allotment of 15,00,000 Warrants convertible into equal number of Equity Shares of the Company to HLE Engineers Private Limited; the Company had allotted 15,00,000 Warrants convertible into an equal number of Equity Shares of the Company to HLE Engineers Private Limited on 3rd December, 2016; and on exercise of the option (as per the terms of issue of Warrants) of conversion by HLE Engineers Private Limited, the 15,00,000 Warrants were converted and an equal number of Equity Shares were allotted to HLE Engineers Private Limited in the Board Meeting of the Company held on 31st March, 2017.

Consequently, in the aforesaid shareholding pattern, the change values related to the shareholding of the Directors and KMPs for the year ended on 31st March, 2017 have been provided after taking into account the increase in the paid up share capital due to allotment of 15,00,000 Equity Shares as aforesaid.


V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/ accrued, but not due for payment

(Amount in Rs.)

Particulars	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the FY				
i) Principal Amount	15,61,35,512	-	3,15,40,000	18,76,75,512
ii) Interest due but not paid	4,39,110	-	-	4,39,110
iii) Interest accrued but not due	14,657	-	-	14,657
Total (i + ii + iii)	15,65,89,279	-	3,15,40,000	18,81,29,279
Change in Indebtedness during the FY				
Addition	-	-	-	-
Reduction	-6,50,76,655	-	-66,40,000	-7,17,16,655
Net Change	-6,50,76,655	-	-66,40,000	-7,17,16,655
Indebtedness at the end of the FY				
i) Principal Amount	9,15,12,624	-	2,49,00,000	11,64,12,624
ii) Interest due but not over due	3,51,964	-	-	3,51,964
iii) Interest accrued but not due	-	-	-	-
Total (i + ii + iii)	9,18,64,588	-	2,49,00,000	11,67,64,588

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director (MD) and Whole-time Director (WTD):

(Amount in Rs)

Sr. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager				Total
		Sudarshan Amin (MD) (01.04.16 to 31.12.16)	Tanmay Patel (WTD) (01.04.16 to 31.12.16)	Himanshu Patel (MD) (01.01.17 to 31.03.17)	Aalap Patel (WTD) (01.01.17 to 31.03.17)	
1.	Gross salary					
	a. Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	31,46,000	11,44,000	13,31,000	8,00,000	64,21,000
	b. Value of perquisites under Section 17(2) of the Income-tax Act, 1961	21,600	1,38,880	-	-	1,60,480
	c. (c) Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	-	-	-	-	-
2.	Stock Options	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-
4.	Commission as % of profit	-	-	-	-	-
5.	Others - Bonus	8,250	8,250	2,750	2,750	22,000
	Total (A)	31,75,850	12,91,130	13,33,750	8,02,750	66,03,480
	Ceiling as per the Act					53,01,347*

* The Remuneration to the Managing Director(s) and the Whole time Director(s) has been paid in accordance with the provisions of Section 198 of the Companies Act, 2013 read with Schedule V to the Act and the Rules made there under.

B. Remuneration to Non-Executive and Independent Directors

The Non-Executive Directors do not receive any remuneration except sitting fees of Rs. 15000 per Board Meeting of the Company attended by them. The details of the sitting fees paid to the Non-Executive Directors for attending the Board Meetings have been disclosed in this Report. The sitting fees paid to the Non-Executive Directors for attending the Board Meetings are within the limits specified by the Companies Act, 2013. Except the above, the Non-Executive Directors do not have any other pecuniary relationship with the Company. (Amount in Rs)

Sr. no.	Particulars of Remuneration	Name of Directors				Total
1.	Independent Directors	Jagrut Bhatt	Kaushik Shah	Bharat Patel	Dharmesh Patel	
	Fee for attending board/ committee meetings	1,50,000	45,000	1,50,000	1,35,000	
	Independent Directors	Janardan Shukla	Vijayanti Punjabi			
	Fee for attending board/ committee meetings	90,000	15,000			5,85,000
2.	Other Non - Executive Directors	Kanubhai Patel	Paresh Shah	Phagun Amin	Sudarshan Amin	
	Fee for attending board/ committee meetings	15,000	1,05,000	60,000	30,000	
	Other Non - Executive Directors	Nilesh Patel	Harsh Patel			
	Fee for attending board/ committee meetings	30,000	30,000			2,70,000
	Total (B) = (1+2)					8,55,000


C. Remuneration to Key Managerial Personnel Other Than Manager/ WTD
(Amount in Rs.)

Sr. no.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Company Secretary	CFO	
1.	Gross salary (a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites under Section 17(2) of the Income-tax Act, 1961 (c) Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	5,28,000 - -	9,34,269 21,600 -	14,62,269 2,1600 -
2.	Stock Options	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
5.	Bonus	11,000	11,000	22,000
	Total	5,39,000	9,66,869	15,05,869

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act, 2013	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made,if any
A. COMPANY					
Penalty	-- NONE --				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	-- NONE --				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	-- NONE --				
Punishment					
Compounding					

**By the Order of the Board of
Swiss Glascoat Equipments Ltd**

**Sd/-
Mr. Himanshu Patel
Chairperson and Managing Director**

**Date : 29th May, 2017
Place : Vitthal Udyognagar**



ANNEXURE TO THE BOARD 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 arm's length transactions under third proviso thereto

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

During the year, the Company hasn't entered into any contracts/ arrangements with any of the related party which are not on arm's length basis.

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

(I) Availing of Services	
(a) Name(s) of the related party and nature of relationship	: Shree Hari Manpower Agency Mr. Bipin Thakkar-Chief Financial Officer is the brother of the proprietor of the said service provider
(b) Nature of contracts/arrangements/transactions	: Availing of Services
(c) Duration of the contracts/ arrangements/ transactions	: 12 months
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	: <u>Period of Transactions</u> : 01.07.16 to 30.06.17 <u>Scope of work</u> : As per Agreement <u>Monthly consideration</u> : As per Agreement The Contractor is independent of the Company and is responsible for payment of all statutory liabilities arising out of employment of contract laborers as the principal employer.
(e) Date(s) of approval by the Board, if any	: 26.05.2016
(f) Amount paid as advances, if any:	: None
(II) Purchase of Goods & Services	
(a) Name(s) of the related party and nature of relationship	: Ceracoats Mr. Tanmay Patel, the erstwhile Executive Director (Technical) is the son of Mr. Ambalal Patel, partner of Ceracoats
(b) Nature of contracts/arrangements/transactions	: Purchase of Goods
(c) Duration of the contracts/ arrangements/ transactions	: 6 months
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	: Period of Agreement : 01.07.2016 to 31.12.2016 The total value of components is within the limits as permissible and approved by the Board and the Audit Committee.
(e) Date(s) of approval by the Board, if any	: 26.05.2016
(f) Amount paid as advances, if any:	: None
(III) Availing of Services	
(a) Name(s) of the related party and nature of relationship	: Chemfilt Mr. Sudarshan Amin, the erstwhile Managing Director and the present Non-Executive Director, and the father of Ms. Phagun Amin, the erstwhile Director, is a partner.
(b) Nature of contracts/arrangements/transactions	: Availing of Services
(c) Duration of the contracts/ arrangements/ transactions	: 12 months
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	: Period of Transactions: 01.08.2016 to 31.07.2017 The maximum value of job work of components is within the limits as permissible and approved by the Board and the Audit Committee. Omnibus approval given as the frequency of outsourcing of job work depends on the workload of orders received by the Company from its customers.
(e) Date(s) of approval by the Board, if any	: 25.07.2016
(f) Amount paid as advances, if any:	: None
(IV) Appointment of related party to office of place of profit	
(a) Name(s) of the related party and nature of relationship	: Mr. Ambalal Patel the erstwhile Executive Director (Technical) is the son of Mr. Ambalal Patel
(b) Nature of contracts/arrangements/transactions	: Appointment as the Technical Consultant of the Company
(c) Duration of the contracts/ arrangements/ transactions	: 12 months
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	: Period of Contract: 01.08.2016 to 31.07.2017 The total consultancy charges to be paid is within the limits as permissible and approved by the Board and the Audit Committee



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

B. Details of material contracts or arrangement or transactions at arm's length basis (Contd...)

(e)	Date(s) of approval by the Board, if any	:	25.07.2016
(f)	Amount paid as advances, if any:	:	None
(g)	Remarks	:	Supplemental agreement dated 7 th February, 2017 (consequent to the approval of the Audit Committee and the Board of Directors in their respective meeting held on 6 th February, 2017) has been executed to modify/ amend the consultancy charges payable for the remaining period of the agreement.
(V) Purchase of Goods			
(a)	Name(s) of the related party and nature of relationship	:	AEP Industries Pvt Ltd Mr. Bharat Patel, Director is a Director in that company.
(b)	Nature of contracts/arrangements/transactions	:	Purchase of Goods
(c)	Duration of the contracts/ arrangements/ transactions	:	12 months
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	:	<u>Period of Transactions:</u> 01.08.2016 to 31.07.2017 The maximum value of purchase of components is within the limits as permissible & approved by the Board and the Audit Committee. Omnibus approval given as the frequency of purchases depends on the orders received by the Company from its customers.
(e)	Date(s) of approval by the Board, if any	:	25.07.2016
(f)	Amount paid as advances, if any:	:	None
(VI) Purchase of Goods			
(a)	Name(s) of the related party and nature of relationship	:	AEP Company Mr. Bharat Patel-Director is a partner
(b)	Nature of contracts/arrangements/transactions	:	Purchase of Goods
(c)	Duration of the contracts/ arrangements/ transactions	:	12 months
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	:	<u>Period of Transactions:</u> 01.09.2016 to 31.08.2017 The maximum value of purchase of components is within the limits as permissible and approved by the Board and the Audit Committee. Omnibus approval given as the frequency of purchases depends on the orders received by the Company from its customers.
(e)	Date(s) of approval by the Board, if any	:	25.07.2016
(f)	Amount paid as advances, if any:	:	None
(VII) Purchase of Intangible Goods			
(a)	Name(s) of the related party and nature of relationship	:	Mr. Sudarshan Amin Mr. Sudarshan Amin, the erstwhile Managing Director and the present Non-Executive Director of the Company and the father of Ms. Phagun Amin, the erstwhile Director.
(b)	Nature of contracts/arrangements/transactions	:	Agreement dated 12.08.2016 for purchase of patent application no. 201621001288 related to his invention Agitator Drive Assembly.
(c)	Duration of the contracts/ arrangements/ transactions	:	Not Applicable
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	:	The consideration to be paid is within the limits as permissible and approved by the Audit Committee and the Board.
(e)	Date(s) of approval by the Board, if any	:	25.07.2016
(f)	Amount paid as advances, if any:	:	None


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

B. Details of material contracts or arrangement or transactions at arm's length basis (Contd...)

(VIII)	Purchase of Goods	
(a)	Name(s) of the related party and nature of relationship	: Ceracoats Mr. Tanmay Patel, the erstwhile Executive Director (Technical) is the son of Mr. Ambalal Patel, partner of Ceracoats.
(b)	Nature of contracts/arrangements/transactions	: Renewal letter dated 31.12.2016 extending the contract dated 01.07.2017 for a further period of 6 months
(c)	Duration of the contracts/ arrangements/ transactions	: 6 months
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	: <u>Period of Transactions:</u> 01.01.2017 to 30.06.2017 The total value of components proposed to be purchased and job work charges to be paid is within the limits as permissible and approved by the Board and the Audit Committee.
(e)	Date(s) of approval by the Board, if any	: 31.12.2016
(f)	Amount paid as advances, if any:	: None
(IX)	Purchase of Goods and Services	
(a)	Name(s) of the related party and nature of relationship	: Ceracoats Mr. Tanmay Patel, the erstwhile Director is the son of Mr. Ambalal Patel, partner of Ceracoats.
(b)	Nature of contracts/arrangements/transactions	: Contract dated 07.02.17 substituting agreement dated 01.07.16 and its renewal letter dated 31.12.2016
(c)	Duration of the contracts/ arrangements/ transactions	: 6 months
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	: <u>Period of Transactions:</u> 01.01.2017 to 30.06.2017 The total value of components proposed to be purchased and job work charges to be paid is within the limits as permissible and approved by the Board and the Audit Committee.
(e)	Date(s) of approval by the Board, if any	: 06.02.2017
(f)	Amount paid as advances, if any:	: None

**By the Order of the Board of
Swiss Glascoat Equipments Ltd**

Sd/-
Mr. Himanshu Patel
Chairperson and Managing Director

Date : 29th May, 2017
Place : Vitthal Udyognagar



ANNEXURE TO THE BOARD REPORT

Statement of Disclosure of Remuneration in accordance with Section 197(12) of the Companies Act, 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Directors and KMPs	% Increase in remuneration in 2016-17	Ratio of Remuneration to MRE ^ for FY 2016-17	
		Excl. KMP	Incl. KMP
Managing Director*	0.36	17.30	16.71
Executive Director (Technical)#	35.02	8.03	7.76
Company Secretary	7.71	-	-
Chief Financial Officer	10.70	-	-

Median remuneration of employee	% Increase in median remuneration in 2016-17
Excl. Remuneration of KMPs	6.10
Incl. Remuneration of KMPs	9.09

* Mr. Sudarshan Amin has resigned as the Managing Director w.e.f. 31st December, 2016 and Mr. Himanshu Patel has been appointed as the Managing Director w.e.f. 1st January, 2017. Hence, the total percentage increase in the remuneration of the Managing Director in FY 2016-17 has been stated accordingly and individual change value has not been provided.

Mr. Tanmay Patel has resigned as the Executive Director (Technical) w.e.f. 31st December, 2016 and Mr. Aalap Patel has been appointed as the Executive Director (Technical) w.e.f. 1st January, 2017. Hence, the percentage increase in the remuneration of the Executive Director (Technical) in FY 2016-17 has been stated accordingly and individual change value has not been provided.

^ Median Remuneration of Employees

Notes:

The aforesaid ratios and % change figures are rounded off to two decimals.

The aforesaid remuneration of KMPs and employees is based on the annualised cost to the Company.

The Non-Executive and Independent Directors do not receive remuneration except sitting fees for attending the Board Meetings.

During FY 2016-17, no employee received remuneration in excess of the highest paid directors.

The Company pays remuneration to the Executive Directors, Key Managerial Personnel and other employees in accordance with its Remuneration Policy.

Other Disclosures

Total no. of Permanent Employees on Company's roll	31.03.2017
Excl. KMPs	82
Incl. KMPs	86

Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Particulars	average percentile increase in salary in FY 2016-17
Average Salary of the employees (excl KMP)	4.59%
Average Salary of KMPs	-31.23%

**By the Order of the Board of
Swiss Glascoat Equipments Ltd**

Sd/-
Mr. Himanshu Patel
Chairperson and Managing Director

Date : 29th May, 2017
Place : Vitthal Udyognagar



ANNEXURE TO THE BOARD REPORT

Details of the top 10 employees (apart from Key Managerial Personnel) of the Company in terms of remuneration drawn as required under with Section 134 of the Companies Act, 2013 and Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Sr. No.	Names of Employees	Designation	Remuneration (Rs.)	Nature of Employment Contractual or otherwise	Qualifications & Experience	Date of Commencement of employment	Age (Yrs.)	Last employment before joining the Company	% of shares held in the Company	Relationship with any Director or manager of the Company
1	ASHLEY P. LEMOS	AGM (Marketing)	1508600	Permanent	BE Mechanical	8 th January, 2008	47	Jofflow Centrifuges Pvt Ltd	0.00	None
2	BHARAT DHANAK	GM (Marketing)	1447598		B.com , PG (IT)	5 th October, 2011	40	Standard Radiator Pvt Ltd	0.00	
3	AMIT A. SINHA	GM (Works)	1388600		BE Mechanical	11 th February, 2013	41	Standard Radiator Pvt Ltd	0.00	
4	SUDESH BANIK	Senior Manager (Lining)	1112600		B.Sc	9 th August, 1995	66	BRB Cable	0.00	
5	DIVYESH CHAPLA	Manager (Design)	776600		Diploma Civil	1 st March, 1994	44	N.A.	0.01077	
6	RIJO MATHEW	Assistant Manager	593000		ME E-Business	1 st July, 2010	32	N.A.	0.00	
7	NIKUL THAKER	Head (P&P)	530600		ITI, Fitter	15 th July, 2010	50	N.A.	0.0015	
8	CHETAN PATEL	Head (P&P)	500600		Diploma Mechanical	1 st October, 2010	44	N.A.	0.0015	
9	DHARMENDRA PAREKH	Manager (Quality)	473000		Diploma Mechanical	22 nd October, 2007	49	H.S.E Engineers Pvt Ltd	0.00	
10	SEJAL M. PATEL	Executive (Purchase)	462200		ITI, Mechanist, BA	3 rd December, 1994	40	Yogiraj Enterprise	0.00003	

**By the Order of the Board of
Swiss Glascoat Equipments Ltd**

Sd/-
Mr. Himanshu Patel
Chairperson and Managing Director

Date : 29th May, 2017
Place : Vitthal Udyognagar



ANNEXURE TO THE BOARD REPORT

DETAILS RELATED TO CORPORATE SOCIAL RESPONSIBILITY [CSR] OF THE COMPANY FOR THE FINANCIAL YEAR 2016-17

- The Company believes in enriching the Society and the surrounding environment and it has accordingly formulated a policy related to CSR and an extract of the CSR Policy is available on the Company's website: www.glascoat.com/Corporate Social Responsibility. The website also provides details related to the Composition of the CSR Committee and the CSR activity.
- The Board has re-constituted the CSR Committee twice during the Financial Year 2016-17 in its Board Meetings respectively held on 25th October, 2016 and 31st December, 2016 and the composition of the CSR Committee during FY 2016-17 was as under:

Sr. No.	Name of Committee Member	Designation
1.	Mr. Jagrut Bhatt	Chairperson
2.	Mr. Janardan Shukla	Member
3.	Mr. Aalap Patel	Member

- Average Net Profit for last 3 FYs Rs. 5,89,99,412.67
- Prescribed CSR amount to be spent for the FY 2016-17
(2% of average net profit) Rs. 11,79,988.25
- Details of CSR spent during FY 2015-16:
 - Total amount to be spent during FY 2016-17 Rs. 29,89,668.31
 - Amount unspent, if any: Rs. 24,83,328.31
 - Manner in which amount spent during the financial year is detail below

Sr. No	Particulars	Details related to CSR Project	
		CSR PROJECT I	CSR PROJECT II
1	CSR project or activity identified	Vatsala Matrusambhaal Programme	Sparsh Nidaan Campaign
2	Sector in which the Project is covered	As per Schedule VII (i): "promoting preventive health care"	As per Schedule VII (i): "promoting preventive health care"
3	Projects or Programs	1. Local area 2. Dist :- Anand, State :- Gujarat	1. Local area 2. Dist :- Anand, State :- Gujarat
4	Amount outlay(budget) project (FY 2014-15 to FY 2016-17)	Rs. 7,20,000	On actual basis
5	Amount spent on the Projects in FY 2016-17	Rs. 5,06,340	Rs. Nil
6	Cumulative expenditure up to the reporting period	Rs. 7,33,420	Rs. 1,47,175.94
7	Amount spent though implementing agency	Charusat Healthcare and Research Foundation (CHRF)	Charutar Arogya Mandal (CAM)

- Reasons of not expending allocated CSR fund for FY 2016-17 in full:
During FY 2016-17, the Company had initiated following programs under its CSR initiatives:
"Vatsala - Matrusambhaal" Program undertaken jointly with Charusat Healthcare and Research Foundation (CHRF), a Trust established and working in this field since January, 2012; and
Sparsh - Nidaan" Program undertaken jointly with Charutar Arogya Mandal (CAM), a NGO established in 1972 and working in this field since then;
The amount committed to be spent for the Vatsala Matrusambhaal Program has been fully utilised; while CAM had not undertaken any campaigns under Sparsh - Nidaan Program upto 31st March, 2017.
The Company is in process of selecting effective CSR activities and has decided that the allocated CSR fund (including the amount unspent) in the financial year FY 2016-17 shall be spent in the financial year 2017-18 and more such CSR activities shall be evaluated and executed.
- The implementation and monitoring of the CSR Policy is in compliance with the CSR Objectives of the Company.

For Swiss Glascoat Equipments Limited

Date : 29th May, 2017
Place : Vitthal Udyognagar

Sd/-
Mr. Jagrut Bhatt
**Chairperson -
CSR Committee**

Sd/-
Mr. Himanshu Patel
**Chairperson and
Managing Director**



ANNEXURE TO THE BOARD REPORT

POLICY GOVERNING APPOINTMENT OF THE DIRECTORS

A. OBJECTIVE:

The operations of the Company are managed under the direction of the Board and within the framework set by the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with Stock Exchanges and the Articles of Association of the Company. The Directors are also governed by Internal codes / procedures prescribed within the Company from time to time.

This Policy lays down the framework (formulated in accordance with the applicable laws of land) which acts as a guide for the appointing authority for appointment of the Directors on the Board.

This Policy shall be framed and implemented by the Nomination & Remuneration Committee, subject to approval by the Board

B. GUIDING PRINCIPLES FOR APPOINTMENT OF THE DIRECTORS:

The Nomination & Remuneration Committee (NRC) has been constituted by the Board so as to fulfill the aforesaid purpose. One of the main role of the said Committee as stated in its Charter, is to identify the persons who are qualified to become Directors in accordance with the criteria laid down herein and recommend their appointment to the Board.

The Company's Board shall comprise of Directors possessing diverse background and experience in business, government, academics, technology and in areas that are relevant for the Company's operations.

The Committee shall select those persons as the Directors of the Company who have willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively. They must have the aptitude to critically evaluate management's working as part of a team in an environment of collegiality and trust.

A Director shall possess the highest personal and professional ethics, integrity and values. They shall be able to balance the legitimate interests and concerns of all the Company's stakeholders in arriving at decisions, rather than advancing the interests of a particular constituency.

C. APPOINTMENT OF DIRECTORS:

At any point of time, the Board Composition of the Company shall be in accordance with the Charter of the Board of Directors formulated as per the provisions of the Companies Act, 2013 and rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 executed with the BSE Ltd.

The person appointed/ to be appointed as a Director shall perform his duties in accordance with that stated in the Charter of the Board of Directors and shall act within the framework of that Charter, the Act and other applicable laws.

In accordance with the current requirements of the Companies Act, 2013 & Rules made there under and other applicable provisions, at any point of time, the Company shall have atleast one woman director and at least one Director who has stayed in India for a total period of not less than one hundred and eighty-two days in the previous calendar year.

1. Criteria for Appointment of Directors:

A Director should possess few Basic Qualities stated as follows:

- | | |
|-------------------------|-----------------------------------|
| i) Emotional Balance | iv) Representational Qualities |
| ii) Business Judgement | v) Problem Solving and Innovation |
| iii) Business Awareness | |

A person to be appointed as a Director shall not possess any Disqualifications as stipulated in Section 164 of the Companies Act, 2013, which states that:

- (1) A person shall not be eligible for appointment as a director of a company, if
 - (a) he is of unsound mind and stands so declared by a competent court;
 - (b) he is an undischarged insolvent;
 - (c) he has applied to be adjudicated as an insolvent and his application is pending;
 - (d) he has been convicted by a court of any offence, whether involving moral turpitude or otherwise, and sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence:
Provided that if a person has been convicted of any offence and sentenced in respect thereof to imprisonment for a period of seven years or more, he shall not be eligible to be appointed as a director in any company;
 - (e) an order disqualifying him for appointment as a director has been passed by a court or Tribunal and the order is in force;
 - (f) he has not paid any calls in respect of any shares of the company held by him, whether alone or jointly with others, and six months have elapsed from the last day fixed for the payment of the call;
 - (g) he has been convicted of the offence dealing with related party transactions under section 188 at any time during the last preceding five years; or
 - (h) he has not complied with sub-section (3) of section 152.
- (2) No person who is or has been a director of a company which—
 - (a) has not filed financial statements or annual returns for any continuous period of three financial years; or
 - (b) has failed to repay the deposits accepted by it or pay interest thereon or to redeem any debentures on the due date or pay interest due thereon or pay any dividend declared and such failure to pay or redeem continues for one year or more, shall be eligible to be re-appointed as a director of that company or appointed in other company for a period of five years from the date on which the said company fails to do so.



2. Manner of Appointment/ Re-appointment/ Resignation/ Removal of Directors:

The Committee shall appoint/ re-appoint the Director on the Board in accordance with the provisions of Sections 152 to 169 and other applicable provisions of the Companies Act, 2013 and the Rules made there under.

The Board, through the Nomination and Remuneration Committee, shall appoint any additional, alternate director or a director in casual vacancy in accordance with Section 161 of the Companies Act, 2013.

Further, a person can resign as a Director or be removed by the Board or the Shareholders in accordance with the provisions of Sections 168 & 169 of the Companies Act, 2013. Section 167 of the aforesaid Act stipulates the circumstances wherein the office of a director becomes vacant.

The Director resigning from the Company and the Company shall inform the Registrar of Companies along with detailed reasons for resignation.

D. **APPOINTMENT OF EXECUTIVE (MANAGING/ WHOLE-TIME) DIRECTORS**

1. Criteria for Appointment of Executive Directors:

Section 2(54) of the Companies Act, 2013 lays down the definition of the Managing Director as follows: “**managing director**” means a director who, by virtue of the articles of a company or an agreement with the company or a resolution passed in its general meeting, or by its Board of Directors, is entrusted with substantial powers of management of the affairs of the company and includes a director occupying the position of managing director, by whatever name called.

Explanation.—For the purposes of this clause, the power to do administrative acts of a routine nature when so authorised by the Board such as the power to affix the common seal of the company to any document or to draw and endorse any cheque on the account of the company in any bank or to draw and endorse any negotiable instrument or to sign any certificate of share or to direct registration of transfer of any share, shall not be deemed to be included within the substantial powers of management;

Whole-time Director includes a director in the whole-time employment of the company (Section 2(94) of the Companies Act, 2013)

Further, Managing Director works with other top-tier executives to oversee the operations of companies and organizations across a variety of industries, such as banking, healthcare, marketing, advertising, information technology, and government. A Managing Director, assisted by top management, has to develop strategic marketing and sales plans to boost profits and efficiency. He also has to coordinate the efforts of various departments, such as legal, finance, marketing, and sales, to meet company goals. Executive Directors oversee other managers or department heads, and they often report to the Boards of Directors.

In addition to the qualities of a Director stated above, the person appointed or to be appointed as the Managing Director/ Executive Director shall have experience in a senior leadership role for an organisation. A tertiary qualification in business administration, commerce or law, or a qualification relevant to the organisation's area of business is also useful.

➤ **Personal requirements**

- Managing Director/ Executive Directors need to be:
- able to multitask and delegate
- skilled at planning and organising
- skilled at problem-solving and decision-making
- good at communicating
- able to analyze information
- positive and adaptable
- able to work well under pressure
- have a sense of responsibility and accountability of his powers and duties to the Board and stakeholders
- results oriented and creative in addition to having strong business-development skills and the ability to interact with clients, staff and senior management.
- effective communicators with excellent leadership skills, management experience and the ability to motivate employees.

➤ **Useful experience**

- Useful experience for Managing Director/ Executive Directors includes:
- using leadership skills in challenging situations
- possessing thorough knowledge and experience of field of operations of the company.

2. Manner of Appointment of the Executive Directors:

Section 196 of the Companies Act, 2013 along with Part I of the Schedule V thereto govern the provisions relating to the appointment of the Executive Directors. In line with the provisions of sections 196 to 200 and Schedule V, a managing director, whole-time director or manager shall be appointed and the terms and conditions of such appointment and remuneration payable be approved by the Board of Directors at a meeting which shall be subject to approval by a resolution at the next general meeting of the company and by the Central Government in case such appointment is at variance to the conditions specified in that Schedule.

E. **APPOINTMENT OF INDEPENDENT DIRECTORS**

1. Criteria for Appointment of Independent Directors:

Section 149(6) of the Companies Act, 2013 and rules made there under lay down additional criteria, besides that laid down for Directors, for appointment of any person as an Independent Director:

An independent director in relation to a company, means a director other than a managing director or a whole-time director or a nominee director,—

- (a) who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
- (b) (i) who is or was not a promoter of the company or its holding, subsidiary or associate company;
- (ii) who is not related to promoters or directors in the company, its holding, subsidiary or associate company;



- (c) who has or had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- (d) none of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent. or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is more, during the two immediately preceding financial years or during the current financial year;
- (e) who, neither himself nor any of his relatives—
 - (i) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
 - (ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of—
 - (A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
 - (B) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent. or more of the gross turnover of such firm;
 - (iii) holds together with his relatives two per cent. or more of the total voting power of the company;
 - (iv) is a Chief Executive or director, by whatever name called, of any nonprofit organisation that receives twenty-five per cent. or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent. or more of the total voting power of the company; or
- (f) who possesses such other qualifications as may be prescribed.

An independent director shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the company's business.

Schedule IV to the Companies Act, 2013-Code for Independent Directors provides that-

An independent director shall:

- (1) uphold ethical standards of integrity and probity;
- (2) act objectively and constructively while exercising his duties;
- (3) exercise his responsibilities in a *bona fide* manner in the interest of the company;
- (4) devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- (4) devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- (5) not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- (6) not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- (7) refrain from any action that would lead to loss of his independence;
- (8) where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
- (9) assist the company in implementing the best corporate governance practices.

2. Manner of Appointment/ Re-appointment/ Resignation/ Removal of the Independent Directors:

Sub-sections (10) to (13) of Section 149 of the Companies Act, 2013, Schedule IV thereto applicable Rules framed there under govern the manner of appointment of the Independent Directors.

In accordance with the aforesaid provisions, an Independent Director shall not hold office for more than two consecutive terms of a period of 5 consecutive years. However, such independent director shall be eligible for appointment after the expiration of three years of ceasing to become an independent director; provided he has not, during the said period of three years, been appointed in or been associated with the company in any other capacity, either directly or indirectly.

Extract of Schedule IV to the Companies Act, 2013:

IV. Manner of appointment:

- (1) Appointment process of independent directors shall be independent of the company management; while selecting independent directors the Board shall ensure that there is appropriate balance of skills, experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.
- (2) The appointment of independent director(s) of the company shall be approved at the meeting of the shareholders.
- (3) The explanatory statement attached to the notice of the meeting for approving the appointment of independent director shall include a statement that in the opinion of the Board, the independent director proposed to be appointed fulfils the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management.
- (4) The appointment of independent directors shall be formalised through a letter of appointment, which shall set out :
 - (a) the term of appointment;
 - (b) the expectation of the Board from the appointed director; the Board-level committee(s) in which the director is expected to serve and its tasks;



- (c) the fiduciary duties that come with such an appointment along with accompanying liabilities;
 - (d) provision for Directors and Officers (D and O) insurance, if any;
 - (e) the Code of Business Ethics that the company expects its directors and employees to follow;
 - (f) the list of actions that a director should not do while functioning as such in the company; and
 - (g) the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.
- (5) The terms and conditions of appointment of independent directors shall be open for inspection at the registered office of the company by any member during normal business hours.
- (6) The Letter of appointment along with detailed profile of the independent directors shall also be disclosed on the company's website and the Stock Exchange not later than one working day from date of appointment.

V. Re-appointment:

The re-appointment of independent director shall be on the basis of report of performance evaluation.

VI. Resignation or removal:

- (1) The resignation or removal of an independent director shall be in the same manner as is provided in sections 168 and 169 of the Act.
- (2) An independent director who resigns or is removed from the Board of the company shall be replaced by a new independent director within a period of not more than one hundred and eighty days from the date of such resignation or removal, as the case may be.
- (3) Where the company fulfils the requirement of independent directors in its Board even without filling the vacancy created by such resignation or removal, as the case may be, the requirement of replacement by a new independent director shall not apply.

In general, the Managing Director/ Executive Directors and Independent Directors are appointed vide agreement designed within the aforesaid framework between the individual and the Company. Further, such Directors cannot be appointed for more than 5 consecutive years at a time.

F. DISCLOSURES

The Company shall provide following information to shareholders:

1. Appointment of a new director or re-appointment of a director:

- a. A brief resume of the director;
- b. Nature of his expertise in specific functional areas;
- c. Names of companies in which the person also holds the directorship and the membership of Committees of the Board; and

Non-executive directors shall be required to disclose their shareholding (both own or held by / for other persons on a beneficial basis) in the listed company in which they are proposed to be appointed as directors, prior to their appointment. These details should be disclosed in the notice to the general meeting called for appointment of such director

2. Disclosure of resignation of directors

- a. The company shall disclose the letter of resignation along with the detailed reasons of resignation provided by the director of the company on its website not later than one working day from the date of receipt of the letter of resignation.
- b. The company shall also forward a copy of the letter of resignation along with the detailed reasons of resignation to the stock exchanges not later than one working day from the date of receipt of resignation for dissemination through its website.

G. AMENDMENT

The Nomination & Remuneration Committee reserves its right to amend or modify this Policy in whole or in part, subject to approval by the Board, at any time consequent upon any amendment to applicable laws of land.

REMUNERATION POLICY FOR THE BOARD OF DIRECTORS

OBJECTIVE

The object of this Remuneration Policy is to make Swiss Glascoat Equipments Limited a desirable workplace for competent employees and thereby secure the Company's competitiveness, future development and acceptable profitability.

The Remuneration Policy for the Board Members reflects the interests of the shareholders and the company, taking into consideration any specific matters, including the level in comparable companies, the assignments and the responsibility undertaken, Board Members' required competencies, effort and the scope of the board work, including the number of meetings the remuneration of other employees of the Company and thereby aim to secure coordinated and fair Remuneration Policy for the Company.

This Policy shall be framed and implemented by Nomination & Remuneration Committee, subject to approval by the Board.

The policy is built on the following principles:

Transparent – the policy and its execution are clear and practical

Alignment – the remuneration policy is aligned with the policy for other employees of the Companies

Long-term – the incentives focus on long-term value creation

Compliant – the standards of good corporate governance has been adopted

Simple – the policy and its execution are as simple as possible and easily understandable to all stakeholders

The Committee takes cognizance of market norms and practices, as well as the additional responsibilities placed on Board members by new legislation and corporate governance principles.

This Policy delineating the structure of Remuneration package including the basic salary, allowances, bonus and perquisites to the Directors and the Board shall be in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the BSE Ltd as amended from time to time.



GUIDELINES FOR REMUNERATION TO THE DIRECTORS:

In line with Section 197 of the Companies Act, 2013, the total managerial remuneration payable by Swiss Glascoat Equipments Limited to its directors, including managing director and whole-time director, in respect of any financial year shall not exceed eleven per cent. of the net profits of that company for that financial year computed in the manner laid down in section 198 except that the remuneration of the directors shall not be deducted from the gross profits

However, the company in general meeting may, with the approval of the Central Government, authorise the payment of remuneration exceeding eleven per cent. of the net profits of the company, subject to the provisions of Schedule V to the Act.

Further, if in any financial year, a company has no profits or its profits are inadequate, the company shall not pay to its directors, including any managing or whole-time director or manager, by way of remuneration any sum exclusive of any fees payable to directors under sub-section (5) hereunder except in accordance with the provisions of Schedule V and if it is not able to comply with such provisions, with the previous approval of the Central Government.

The net profits for the purposes of this section shall be computed in the manner referred to in section 198 of the Act

REMUNERATION TO THE EXECUTIVE DIRECTORS:

The Executive Management of the Company includes the Executive Directors- Managing & Whole-time Directors who are employed under executive service contracts as set by the Board of Directors.

The Nomination & Compensation Committee submits proposals concerning the remuneration of the Senior Management Executives and ensures that the remuneration is in line with the conditions in comparable companies. The proposals are submitted for approval in a Board meeting.

1. Remuneration to Managing Director/ Whole-time Directors:

In line with the provisions of sections 196 to 200 and Schedule V, a managing director, whole-time director or manager shall be appointed and the terms and conditions of such appointment and remuneration payable be approved by the Board of Directors at a meeting which shall be subject to approval by a resolution at the next general meeting of the company and by the Central Government in case such appointment is at variance to the conditions specified in that Schedule

Executive directors are subject to the company's standard terms and conditions of employment. A written employment contract shall be prepared between the Company and the Managing Director/ Whole-time Directors, containing details of his main duties and responsibilities. The amount of basic salary and other remuneration shall take into account his education, working experience and previous employment. Other details of his remuneration, such as bonus, allowances and perquisites, terms of notice and all payments due to the Managing Director/ Whole-time Directors upon termination of the contract, etc., shall be mentioned in the employment contract.

The basic salary of the Managing Director/ Whole-time Directors may be revised annually considering their performance, the development of salaries for similar positions in comparable and the general performance and operations of the Company. The Nomination & Remuneration Committee recommends any revision in remuneration to the Board.

The remuneration payable to any one Managing Director; or Whole-time director or manager shall not exceed five per cent. of the net profits of the company and if there is more than one such director remuneration shall not exceed ten per cent. of the net profits to all such directors and manager taken together;

The Executive Directors may be paid remuneration either by way of a monthly payment or at a specified percentage of the net profits of the company or partly by one way and partly by the other.

2. Bonuses and Incentives

The Executive Directors may be paid cash bonuses or incentives directly related to the working performance of the individual employees, their status and responsibility, the economical performance of the Company, the achievements of certain operational goals, including reaching certain budget targets. Such bonuses or incentives can only be offered to employees who are still working for the Company at the time when the bonuses are due for payment. Bonus payments are always subject to the applicable laws of land.

Where any insurance is taken by a company on behalf of its Executive Directors for indemnifying any of them against any liability in respect of any negligence, default, misfeasance, breach of duty or breach of trust for which they may be guilty in relation to the company, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. However, if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

3. Personal benefits

Executive Directors have access to a number of work-related benefits, including company car, free telephony, broadband at home, and work-related newspapers and magazines. The extent of individual benefits is negotiated with each individual member of the Executive Management.

REMUNERATION TO THE NON-EXECUTIVE DIRECTORS

The company's policy on remuneration for non-executive directors is that, as a general guideline, shall:

- be performance-related and market-related (having regard to number of meetings attended by non-executive directors of companies of similar size and structure to the company and operating in similar sectors); and
- not linked to Company's share price or the company's performance.

All fees /compensation, if any paid to Non-Executive Directors, including Independent Directors, shall be fixed by the Board of Directors within the limits stipulated by law

The company pays for all travel and accommodation expenses incurred by directors on official visits for company purpose.

No severance fees is paid to the Non-Executive Directors on consequent to retirement or resignation or any other circumstances.

1. Remuneration to Non-Executive Directors other than Independent Directors:

The remuneration payable to directors who are neither managing directors nor whole-time directors shall not exceed,—

- one per cent. of the net profits of the company, if there is a managing or whole-time director or manager;
- three per cent. of the net profits in any other case.

The percentages aforesaid shall be exclusive of sitting fees payable to directors.



2. Remuneration to the Independent Directors:

The Companies Act, 2013 expressly disallows independent directors from obtaining stock options and remuneration other than sitting fees and reimbursement of travel expenses for attending the board and other meetings.

However, the Company may pay to them any Profit-related Commission, subject to the approval of the shareholders. The reason behind it to prevent personal financial nexus with the company and to safeguard their independence.

APPROVAL OF THE REMUNERATION

The remuneration payable to the directors of a company, including any managing or whole-time director or manager, shall be determined, in accordance with and subject to the provisions of this section, either by the articles of the company, or by a resolution or, if the articles so require, by a special resolution, passed by the company in general meeting and the remuneration payable to a director determined aforesaid shall be inclusive of the remuneration payable to him for the services rendered by him in any other capacity as stipulated in the Companies Act, 2013.

The remuneration payable to the Senior Management Executives shall be approved by the Board of Directors, on recommendation of the Nomination & Remuneration Committee.

COMPENSATION FOR LOSS OF OFFICE

In line with the Companies Act, 2013, a company may make payment to a managing or whole-time director or manager, but not to any other director, by way of compensation for loss of office, or as consideration for loss of office or for retirement from office or in connection with such loss or retirement.

No Senior Management Executive shall be paid by the company either by way of compensation for loss of office, or as consideration for loss of office or for retirement from office or in connection with such loss or retirement.

RECOVERY OF REMUNERATION IN CERTAIN CASES

Without prejudice to any liability incurred under the provisions of the Companies Act, 2013 or any other law for the time being in force, where a company is required to re-state its financial in certain cases, statements due to fraud or non-compliance with any requirement under this Act and the rules made there under, the company shall recover from any past or present managing director or whole-time director or manager or Chief Executive Officer (by whatever name called) who, during the period for which the financial statements are required to be re-stated, received the remuneration (including stock option) in excess of what would have been payable to him as per restatement of financial statements.

DISCLOSURES

A notice convening Board or general meeting for considering the appointment of the Directors & Key Managerial Persons shall include the terms and conditions of such appointment, remuneration payable and such other matters including interest, of a director or directors in such appointments, if any.

- The company shall disclose in the Board's report:
- the ratio of the remuneration of each director to the median employee's remuneration and such other details as may be prescribed.
- All pecuniary relationship or transactions of the non-executive directors vis-à-vis the company shall be disclosed in the Annual Report.
- All pecuniary relationship or transactions of the non-executive directors vis-à-vis the company shall be disclosed in the Annual Report.
- In addition to the disclosures required under the Companies Act, 2013, the following disclosures on the remuneration of directors shall be made in the section on the corporate governance of the Annual Report:
 - a. All elements of remuneration package of individual directors summarized under major groups, such as salary, benefits, bonuses, stock options, pension etc.
 - b. Details of fixed component and performance linked incentives, along with the performance criteria.
 - c. Service contracts, notice period, severance fees.
 - d. Stock option details, if any - and whether issued at a discount as well as the period over which accrued and over which exercisable.
- The company shall publish its criteria of making payments to non-executive directors in its annual report. Alternatively, this may be put up on the company's website and reference drawn thereto in the annual report.
- The company shall disclose the number of shares and convertible instruments held by non-executive directors in the annual report.
- The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report

NOTES

The terms- Directors has same meaning as that defined in the Companies Act, 2013 & other applicable provisions.

AMENDMENT

The Nomination & Remuneration Committee reserves its right to amend or modify this Policy in whole or in part, subject to approval by the Board, at any time consequent upon any amendment to applicable laws of land.



ANNEXURE TO THE BOARD REPORT

CORPORATE GOVERNANCE REPORT

Forming part of the Board Report

COMPANY PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

At Swiss Glascoat Equipments Limited (the "Company"), Corporate Governance is viewed as ethics and moral duty. We believe that the corporate governance is a system of structuring, operating and controlling a Company with a view to achieve long term strategic goals and ensuring interest of all the stakeholders. The Company firmly believes in core ethical values based on transparency, integrity, professionalism and accountability. The Company adheres to these ethical values by ensuring transparency in all its operations, making timely disclosures and enhancing stakeholders' value. Your Company believes that the good governance process has a positive impact on the Company's reputation, employees, customers and stakeholders at large.

The Company has adopted best of corporate governance practices and is based on following principles:

- Strong, professional, independent Board with vast knowledge and varied experience.
- Accountability for functioning and transparency in conduct.
- Compliance with applicable laws and regulations.
- Independent verification of financial reporting.
- Value creation and wealth maximization for stakeholders

The Report on Corporate Governance, as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given as under:

BOARD OF DIRECTORS AND BOARD MEETINGS

Details of the Directors, including their positions and performance by way of attendance in the Board Meetings held during the year 2016-17, are as under:

Name of Directors	Category of Directorship	Inter-se relation with other Directors	Attendance in Board Meetings	Sitting Fees paid (Rs)	Whether Attended Last AGM	Other Public Companies		
						Directorships held	Members in Committee	Chair-person in Committee
Himanshu Patel (appointed w.e.f. 31 st December, 2016)	Additional Director (Chairperson and Managing Director)	Father of Harsh Patel Brother of Nilesh Patel Uncle of Aalap Patel	2	-	-	-	-	-
Aalap Patel (appointed w.e.f. 31 st December, 2016)	Additional Director [Executive Director (Technical)]	Son of Nilesh Patel Nephew of Himanshu Patel First cousin of Harsh Patel	2	-	-	-	-	-
Nilesh Patel (appointed w.e.f. 31 st December, 2016)	Additional (Non-Executive) Director	Father of Aalap Patel Brother of Himanshu Patel Uncle of Harsh Patel	2	30,000	-	-	-	-
Harsh Patel (appointed w.e.f. 31 st December, 2016)	Additional (Non-Executive) Director	Son of Himanshu Patel Nephew of Nilesh Patel First cousin of Aalap Patel	2	30,000	-	-	-	-
Sudarshan Amin	Managing Director (re-designated as the Non-Executive Director w.e.f. 31.12.2016)	Father of Phagun Amin	10	30,000	Yes	-	-	-
Jagrut Bhatt	Independent Director	None	10	1,50,000	Yes	-	-	-
Bharat Patel	Independent Director	None	10	1,50,000	Yes	-	-	-
Dharmesh Patel	Independent Director	None	9	1,35,000	Yes	-	-	-
Janardan Shukla	Independent Director	None	6	90,000	No	-	-	-
Vijayanti Punjabi (appointed w.e.f. 31 st December, 2016)	Additional (Independent) Director	None	1	15,000	-	-	-	-
Tanmay Patel (resigned w.e.f. 31 st December, 2016)	Executive Director (Technical)	None	6	-	Yes	-	-	-
Paresh Shah (resigned w.e.f. 31 st December, 2016)	Non-Executive Director	None	7	1,05,000	Yes	-	-	-
Phagun Amin (resigned w.e.f. 31 st December, 2016)	Non-Executive Director	Daughter of Sudarshan Amin	4	60,000	No	-	-	-
Kanubhai Patel (waived his sitting fees w.e.f. 25 th July, 2016) (resigned w.e.f. 1 st October, 2016)	Non-Executive Director	None	2	15,000	Yes	-	-	-
Kaushik Shah (resigned w.e.f. 12 th September, 2016)	Independent Director	None	3	45,000	No	-	-	-

The Board of Directors met 10 (ten) times during the year on the following dates:

17th May, 2016, 26th May, 2016, 21st June, 2016, 25th July, 2016, 25th October, 2016, 21st November, 2016, 3rd December, 2016, 31st December, 2016, 6th February, 2017 and 31st March, 2017.


EQUITY SHAREHOLDING OF THE NON-EXECUTIVE DIRECTORS IN THE COMPANY AS ON 31st MARCH, 2017 IS AS UNDER:

Sr. No.	Name of the Non-Executive/ Independent Director	Number of shares held
1	Mr. Nilesh Patel	10,000
2	Mr. Harsh Patel	10,000
3	Mr. Jagrut Bhatt	Nil
4	Mr. Sudarshan Amin (re-designated as the Non-Executive Director w.e.f. 31 st December, 2016)	Nil
5	Mr. Bharat Patel	Nil
6	Mr. Dharmesh Patel	Nil
7	Mr. Janardan Shukla	Nil
8	Ms. Vijayanti Punjabi	Nil

DETAILS OF FAMILIARISATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS

The Company had conducted a structured program for orientation of Independent Directors detailing the business, operations and working of the Company as a whole. The Board is continuously updated about significant changes that may affect the Company, so that the Board can take informed decision and contribute significantly.

A Directors' kit containing information about the Company's business and operations is handed over to the new Independent Directors to familiarize them with the Company. The details of which are available on our website: [www.glascoat.com/Investors Guide/ Familiarisation Programmes for Independent Directors](http://www.glascoat.com/Investors%20Guide/Familiarisation%20Programmes%20for%20Independent%20Directors)

INDEPENDENT DIRECTORS MEETING

The Independent Directors Meeting was held on 6th February, 2017 to consider the performance of Executive, Non-Executive Directors and Board as a whole. The meeting also reviewed the performance of the Chairperson and assessed the quality, quantity and timeliness of flow of information between the Company Management, Board and its members that is necessary for the Board to effectively and reasonably perform their duties.

Mr. Jagrut Bhatt was the Chairperson of the meeting of Independent Directors.

Attendance of Independent Directors in Independent Directors Meeting:

Independent Directors	No. of Meeting held	Meetings attended
Mr. Jagrut Bhatt*	1	1
Mr. Bharat Patel*	1	1
Mr. Dharmesh Patel*	1	1
Mr. Janardan Shukla	1	1
Ms. Vijayanti Punjabi	1	1
Mr. Kaushik Shah (resigned as Director w.e.f. 12 th September, 2016)	-	-

*Resigned as Directors w.e.f. 30th May, 2017.

As directed by the Company, the Company Secretary acted as the secretary to the meeting.

COMMITTEES AND COMMITTEE MEETINGS
Audit Committee

The Audit Committee of the Company comprises of two Independent and one Non-Executive Directors. The Company Secretary acts as the Secretary of the Audit Committee.

The Committee acts as a link between the management, external and internal auditors and the Board of Directors of the Company. The terms of reference of the Audit Committee complies with the requirements of the Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013, and those as may be referred by the Board of Directors. The brief terms of reference of the Audit Committee includes following:

- To oversee the financial reporting process and disclosure of its financial information,
- To review the quarterly, half-yearly and annual financial results of the Company before submission to the Board;
- Review the adequacy of internal control systems in the Company, including the scope and performance of the internal audit function;
- Review of related party transactions;
- Reviewing with management performance of internal and statutory auditors and fixing their remuneration;
- Holding discussions with Statutory Auditors on the nature and scope of audit, ensure compliance with all the applicable Accounting Standards;
- Compliance with the listing and other legal/ statutory requirements and the Company's financial and risk management policies;
- Review the functioning of the Whistle Blower/ Vigil mechanism;
- Review and suggest changes in the Risk Management Policy and also to oversee the functioning of the Risk Management Policy;
- Investigate into any matters referred to by the Board.

The minutes of the audit committee meetings forms part of the agenda papers circulated for the Board Meeting.



During the FY, the Audit Committee has been re-constituted as under and it has met 6 (Six) times during the year on 26th May, 2016, 21st June, 2016, 25th July, 2016, 25th October, 2016, 31st December, 2016 and 6th February, 2017 and the attendance of the Members at the Meetings was as follows:

Name of Member	Category	Designation	Attendance
Bharat Patel*	Independent Director	Chairperson	6
Aalap Patel (appointed as Director w.e.f. 31 st December, 2016)	Executive Director (Technical)	Member	1
Janardan Shukla (appointed w.e.f. 31 st December, 2016)	Independent Director	Member	1
Dharmesh Patel* (26 th May, 2016 to 31 st December, 2016)	Independent Director	Member	4
Kaushik Shah (resigned as Director w.e.f. 12 th September, 2016)	Independent Director	Ex-Chairperson	2
Paresh Shah (resigned as Director w.e.f. 31 st December, 2016)	Non-Executive Director	Member	4

*Resigned as Directors w.e.f. 30th May, 2017 and the Committee has thereafter been reconstituted.

Stakeholders Relationship Committee

Stakeholders' Relationship Committee is entrusted with responsibilities to resolve grievances of the stakeholders including but not limited to the suppliers, customers, shareholders or any party dealing with the Company,

During the financial year, the Stakeholders Relationship Committee has been re-constituted as under and it has met 4 (Four) times during the year on 26th May, 2016, 25th July, 2016, 25th October, 2016 and 6th February, 2017 and the attendance of the Members at the Meetings was as follows:

Name of Member	Category	Designation	Attendance
Bharat Patel*	Independent Director	Chairperson	4
Dharmesh Patel*	Independent Director	Member	4
Janardan Shukla (appointed w.e.f. 25 th October, 2016)	Independent Director	Member	1
Kaushik Shah (resigned as Director w.e.f. 12 th September, 2016)	Independent Director	Member	1

*Resigned as Directors w.e.f. 30th May, 2017 and the Committee has thereafter been reconstituted.

The Company Secretary of the Company has been entrusted with the role of Compliance Officer to look after day-to-day requests and the grievances of the shareholders. The Stakeholders Relationship Committee regularly oversees the functions of the Compliance Officer and systems and manner of investor grievance handling and solving the same as expeditiously as possible.

The Company as on 31st March, 2017 had 5,211 members. The status of the complaints received by the Company during the year under review is as under:

As on 1st April, 2016: Nil

Received during the year: 1

Resolved during the year: 1

Outstanding as on 31st March, 2017: Nil

During financial year 2016-17, the Company has satisfactorily responded and resolved the various requests of the shareholders.

Nomination and Remuneration Committee

The terms of reference of the Nomination and Remuneration Committee is in compliance with the requirements of Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178 of the Companies Act, 2013, and those as may be referred by the Board of Directors. Brief terms of reference of Nomination and Remuneration Committee are as under:

- To formulate criteria for determining qualifications, positive attributes and independence of directors;
- Lay down the policy and criteria for identifying the persons who can be appointed as Directors and Senior Management;
- To carry out evaluation of every Director's performance;
- To lay down policy for diversity of the Board;
- To recommend to the Board the appointment and removal of Directors and Senior Management; and
- Devise policy relating to remuneration to Directors, Key Managerial Personnel and Senior Management and ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

During the financial year, the Nomination and Remuneration Committee has been re-constituted as under and it has met 3 (three) times during the year on 21st June, 2016, 31st December, 2016 and 6th February, 2017 and the attendance of the Members at the Meetings was as follows:

Name of Member	Category	Designation	Attendance
Jagrut Bhatt*	Independent Director	Chairperson	3
Bharat Patel*	Independent Director	Member	3
Janardan Shukla (appointed w.e.f. 25 th October, 2016)	Independent Director	Member	2
Kaushik Shah (resigned as Director w.e.f. 12 th September, 2016)	Independent Director	Member	1

*Resigned as Directors w.e.f. 30th May, 2017 and the Committee has thereafter been reconstituted.

A. Remuneration of Directors

- The Non-Executive Directors do not receive any remuneration except sitting fees of Rs. 15,000 per Board meeting of the Company attended by them. The details of the sitting fees paid to the Non-Executive Directors for attending the Board Meetings have been disclosed in this Report. The sitting fees paid to the Non-Executive Directors for attending the Board Meetings are within the limits specified by the Companies Act, 2013. Except the above, the Non-Executive Directors do not have any other pecuniary relationship of the Company. The Company has uploaded the extract of Policy for remuneration of Directors of the Company: www.glascoat.com/Company Policies, which includes the criteria for making payments to the Non-Executive Directors



- (ii) The Company pays remuneration to the Executive Directors within the limits as specified in the Schedule V and other applicable provisions of the Companies Act, 2013. The details of remuneration (excluding applicable taxes) paid by the Company to the Executive Directors for the year 2016-17 are given below:

(Amount in Rs.)

Name of Director	Basic Salary	Allowances, Bonus and Perquisites	Commission	TOTAL
Mr. Sudarshan Amin (1 st April, 2016 to 31 st December, 2016)	31,46,000	29,850	-	31,75,850
Mr. Tanmay Patel (1 st April, 2016 to 31 st December, 2016)	11,44,000	1,47,130	-	12,91,130
Mr. Himanshu Patel (1 st January, 2017 to 31 st March, 2017)	13,31,000	2,750	-	13,33,750
Mr. Aalap Patel (1 st January, 2017 to 31 st March, 2017)	8,00,000	2,750	-	8,02,750
TOTAL	64,21,000	1,82,480	-	66,03,480

Note:

- The abovementioned Directors are entitled to Bonus, Allowances and Perquisites as agreed in the Agreements entered into with them.
- The appointment and remuneration of the Directors of the Company is governed by the Company's policies framed in accordance with the provisions of the Companies Act, 2013 and rules made.
- The tenure of Contract of Service entered into by the Company with its Executive Directors is for a period of 3 (three) years with retrospective effect from 31st December, 2016, which can be terminated by either party with at least 6 (Six) months' notice period in writing to the other party. No severance fee is payable by the Company on termination of the agreement(s).
- The Company does not have any ESOP Scheme.

B. Performance evaluation criteria for Independent Directors:

- Attendance and quality and value of contribution of the Independent Directors at the meeting;
- Awareness about the significant information relating to the Company and industry in which the Company operates;
- Contribution to development of strategy and risk management; and
- Communication with other Board Members and Senior Management.

Corporate Social Responsibility Committee

The Corporate Social Responsibility (CSR) Committee has been constituted with a commitment towards continual improvement of the society at large. Role of CSR Committee are as under:

- To formulate and recommend to the Board a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2017;
- To recommend the amount of expenditure to be incurred on the activities referred to the said Schedule; and
- To monitor the Corporate Social Responsibility Policy of the Company from time to time.

During the financial year, the CSR Committee has been re-constituted as under and it has met 3 (three) times during the year on 21st June, 2016, 25th October, 2016 and 6th February, 2017 and the attendance of the Members at the Meetings was as follows:

Name of Member	Category	Designation	Attendance
Jagrut Bhatt*	Independent Director	Chairperson	3
Janardan Shukla (appointed w.e.f. 25 th October, 2016)	Independent Director	Member	2
Aalap Patel (appointed as Director w.e.f. 31 st December, 2016)	Executive Director (Technical)	Member	1
Kanubhai Patel (resigned as Director w.e.f. 1 st October, 2016)	Non-Executive Director	Member	-
Paresh Shah (resigned as Director w.e.f. 31 st December, 2016)	Non-Executive Director	Member	2

*Resigned as Directors w.e.f. 30th May, 2017 and the Committee has thereafter been reconstituted.

CODES OF CONDUCT

The Board has laid down a Code of Conduct for Professional Ethics for all the Board Members and the Senior Management Personnel of the Company. The said Code is available on the Company's website. All the Board Members and the Senior Management Personnel have affirmed their compliance with the Code during the financial year 2016-17. The Managing Director of the Company has given Declaration to the Company regarding the affirmation, which forms part of this Annual Report.

The Company has also adopted the Code for Prevention of Insider Trading and Code for Fair Disclosures and Conduct in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

The Codes of Conduct are available on the Company's website: [www.glascoat.com/Investors Guide/Codes of Conduct](http://www.glascoat.com/Investors%20Guide/Codes%20of%20Conduct)

GENERAL BODY MEETINGS

- (i) Details of location and time of last three Annual General Meetings (AGM) and Extra-ordinary General Meeting (EGM) of the Company are given below:

Financial Year- Type of General Meeting	Date	Time	Location
EGM	21 st November, 2016	10.00 A.M.	Registered Office at H-106, GIDC Estate, Vitthal Udyognagar – 388 121
2015-16- AGM	25 th July, 2016	10.00 A.M.	
2014-15- AGM	10 th September, 2015	10.00 A.M.	
2013-14- AGM	11 th September, 2014	10.00 A.M.	



(ii) Postal Ballot

No business has been transacted using Postal Ballots for voting at the aforesaid Meetings.

(iii) Special Resolutions

- In the Extraordinary General Meeting held on 21st November, 2016, following special resolutions were passed for obtaining consent of the Members for the following purpose:
 - a. Increase in authorized capital of the Company and consequent amendment to the Memorandum of Association of the Company. The same was approved by the Members with requisite majority.
 - b. Issue of 15,00,000 Warrants convertible into equal number Equity shares of Rs. 10 each to Non-promoters on preferential basis. The same was approved by the Members with requisite majority.
- In the Annual General Meeting held on 11th September, 2014, following special resolutions were passed for obtaining consent of the Members for the following purpose:
 - a. Approval for Limits of Borrowings u/s 180(1)(c) of the Companies Act, 2013. The same was approved by the Members with requisite majority.
 - b. Authorisation for Encumbrance on property of the Company for borrowing external funds in accordance with Section 180(1)(a) of the Companies Act, 2013. The same was approved by the Members with requisite majority.
 - c. Re-appointment of the Managing Director and authorising the Board of Directors to enter into contract of service, specifying the terms and conditions including remuneration, on behalf of the Company. The same was approved by the Members with requisite majority.
 - d. Appointment of the Executive Director (Technical) and authorizing the Board of Directors to enter into contract of service, specifying the terms and conditions including remuneration, on behalf of the Company. The same was approved by the Members with requisite majority.

(iv) E-voting facility

In order to solicit wider participation of shareholders for voting in the 25th Annual General Meeting of the Company convened on 25th July, 2016 and Extraordinary General Meeting of the Company convened on 21st November, 2016, the Company had provided e-voting facility to the shareholders voting on the business that was transacted therein.

DISCLOSURES

A. **Basis of Related Party Transactions:**

There were no materially significant transactions with related parties i.e. Promoters, Directors or the Management, their subsidiaries or relatives conflicting with the Company's interest. All transactions with the related parties are put before the Board for their approval, after getting in-principle approval of the Audit Committee of the Company, as and when required. The prior approvals of Shareholders/ Audit Committee whenever required have also been obtained by the Company before entering into any related party transactions.

The Company executes the related party transactions considering business exigencies, including but not limited to, sectoral specialization, operational efficiencies, etc. All the related party transactions are executed on an arm's length basis with an intention to further the Company's interests. The extract of policy on dealing with the related party transactions is available on the Company's website: www.glascoat.com/InvestorsGuide/CompanyPolicies.

B. **Board Disclosures – Risk Management**

The Audit Committee is entrusted with the responsibility of implementing and monitoring the risk management plan for the Company also to inform Board Members about the risk assessment and minimization procedures, which are periodically reviewed to ensure that executive management controls risk through means of a properly defined framework.

C. **Management**

The Management Discussion and Analysis Report pertaining to external and internal environment of the Company has been annexed herewith.

D. **Shareholders**

Mr. Kaushik Shah has resigned as the Director of the Company with effect from 12th September, 2016, while Mr. Kanubhai Patel has resigned as the Director of the Company with effect from 1st October, 2016. The Board has been re-constituted on 31st December, 2016 and consequently, appointment of new Directors is proposed to the shareholders of the Company, whose details have been provided in the Explanatory Statement of the AGM notice forming part of this Annual Report.

Details of the Directors proposed to be re-appointed are as under:

Particulars	Mr. Sudarshan Amin
Date of Birth	6 th February, 1954
Date of Appointment on the Board	26 th August, 1991
Qualifications	M.E. (Machine Design)
Expertise	He is a technocrat with more than 37 years of experience in manufacturing and product development.
Directorships held in other public companies	None
No. of shares held in the Company	Nil
Relations with Other Directors	Nil
Pecuniary Relations with the Company	M/s Chemfilt- a partnership firm, in which he is a partner, is a vendor of the Company for job-work and bought out components required by the latter.

E. **Compliance**

There were no instances of non-compliances or any matter viz imposition of penalties or strictures on the Company by the Stock Exchange or SEBI or any statutory authority, related to the capital markets during the last three years.



F Details of compliance of mandatory requirements and adoption of non-mandatory requirements of applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Company has complied with all mandatory requirements as stipulated in Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has obtained a Certificate from the Statutory Auditors regarding compliance of conditions of Corporate Governance as stipulated in Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same is annexed hereto.

G. The Company has duly complied with all the requirements of para (2) to (10) of Schedule V under Regulation 34(3) and of the Listing Obligations and Disclosure Requirements) Regulations, 2015.

H. The Company has complied with all the requirements of Regulations 17 to 27 and clause (b) to (i) of Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I. Vigil Mechanism and Whistle Blower Policy

The Company has devised a Vigil Mechanism for directors and employees to report genuine concerns and also formulated a Whistle Blower Policy. The details of the said vigil mechanism is available on the Company's website: www.glascoat.com/InvestorsGuide/WhistleBlower/VigilMechanism. During the year, no personnel has been denied access to the audit committee.

CEO/CFO CERTIFICATION

The Managing Director and the Chief Financial Officer of the Company have certified to the Board regarding review of financial statements for the year, compliance with the Accounting Standards, maintenance of internal control for financial reporting, accounting policies, etc. The same is provided herein this Annual Report.

MEANS OF COMMUNICATION

The Company believes that all stakeholders should have access to adequate information regarding the Company's position to enable them to accurately assess its future potential.

***Website:** Your Company's Website www.glascoat.com/InvestorsGuide/FinancialInformation which provides comprehensive information on its financial performance, operational performance, announcements and periodical compliances of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

***Financial Results:** The annual, half-yearly and quarterly results are regularly submitted to the Stock Exchanges in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also are published in newspapers, namely, Business Standards and Jaihind.

***Annual Report:** Annual Report containing inter-alia Financial Statements, Board Report, Independent Auditors Report and other important information is circulated to Members and others entitled thereto.

***Corporate Filing:** Announcements, Periodical Financial Results, Shareholding Pattern, etc. of the Company regularly filed by the Company, are available on the website of the Bombay Stock Exchange – www.bseindia.com, whereon the shares of the Company are listed.

***Reminder to Shareholders:** Every year the Company sends a reminder to its shareholders to realise their unclaimed/ unpaid Dividends of previous years.

GENERAL SHAREHOLDERS INFORMATION

Compliance Officer	: Ms. Dhvani ShahMr. Bipin Thakkar (in absence of Ms. Dhvani Shah)
Date, Time and Venue of the 26 th Annual General Meeting	: 28 th August, 2017 at 2.30 p.m. at H-106, GIDC Estate, Vitthal Udyognagar 388121
Financial Year	: 1 st April, 2016 to 31 st March, 2017
Dates of Book Closure	: 23 rd August, 2017 to 25 th August, 2017
Dividend Payment Date	: On and from 18 th September, 2017
Listing on Stock Exchange	: BSE Limited, Annual Listing fees to BSE Ltd. for the Financial Year 2017-18, as applicable, have been paid well before the due date.
Scrip Code on BSE Limited	: 522215
Registrar and Share Transfer Agents	: Link Intime India Pvt Limited B-102 and 103, Shangrila Complex, First Floor, Opp. HDFC Bank, Nr. Radhakrishna Char Rasta, Akota, Vadodara - 390 020 Phone No.: 0265-2356573 Fax no.: 0265-2356791 E-Mail Id: vadodara@linkintime.co.in
ISIN of DEMAT Shares	: INE461D01010

Month wise Market price data in FY 2016-17*

Month	Open Price	High Price	Spread High-Low	Low Price	Close Price	Spread Close-Open
Apr-16	112.00	134.00	22.00	112.00	121.50	9.50
May-16	120.10	140.00	30.00	110.00	118.00	-2.10
Jun-16	118.00	126.50	21.30	105.20	122.35	4.35
Jul-16	111.00	136.45	35.45	101.00	103.00	-8.00
Aug-16	103.10	118.95	22.85	96.10	111.15	8.05
Sep-16	108.30	114.80	12.80	102.00	105.00	-3.30
Oct-16	107.50	140.00	35.00	105.00	131.65	24.15
Nov-16	132.00	163.00	37.90	125.10	138.35	6.35
Dec-16	139.00	150.00	21.70	128.30	133.45	-5.55
Jan-17	136.70	174.00	42.75	131.25	160.20	23.50
Feb-17	156.65	219.25	71.10	148.15	149.65	-7.00
Mar-17	153.00	227.00	10.95	150.05	201.35	-4.25

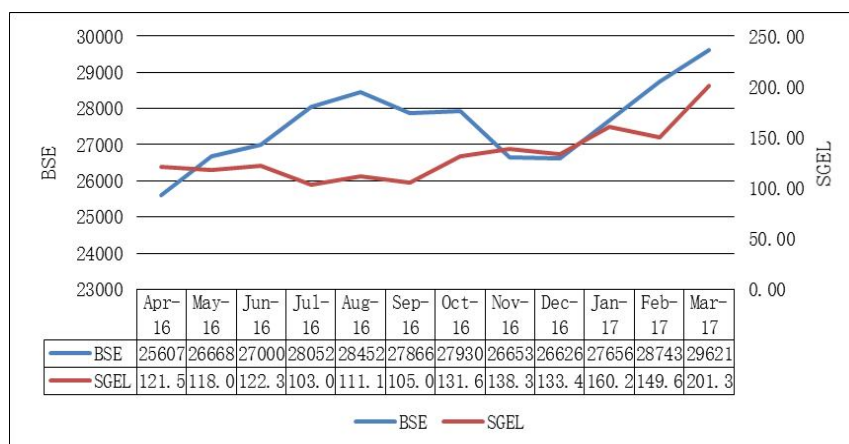


Price Earnings [P/E] Ratio of the Company

Particulars	31 st March, 2017	31 st March, 2017
Closing Share Price (as per BSE data)*	201.35	117.30
Earnings Per Share [EPS]	6.12	8.31
Price Earnings Ratio	32.90	14.12

*(Source: www.bseindia.com)

Company's closing share price movement during the financial year 2016-17 on BSE vis-à-vis Sensex



SHARE TRANSFER SYSTEM

For the financial year 2016-17 the transfer of shares in physical form is processed and completed by Link Intime India Private Limited, within the period specified from the date of receipt thereof, under the supervision of the Compliance Officer and the Stakeholders Relationship Committee of the Company. The shares held in dematerialized form are transferable through the depository system.

DEMATERIALISATION OF SHARES AND LIQUIDITY

The Company's shares are available for dematerialization with both the depositories viz National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). As on 31st March, 2017, 39,07,500 shares of the Company are held in dematerialized form.

The Shareholders holding shares of the Company in physical form are requested to dematerialize their shares for easy and expeditious transfer thereof. Your Company confirms that the promoters & their group holdings are fully converted into electronic form and the same is in line with the circulars issued by SEBI.

DISTRIBUTION OF SHAREHOLDING

(A) Distribution of shares as per Category as on 31st March, 2017

Category Code	Category of Shareholders	No. of Shareholders	Total No. of Shares	% of (A+B)
(A)	Shareholding of Promoter and Promoter Group	5	32,65,953	50.25
(B)	Public Shareholding Institutions	2	7,580	0.12
(C)	Public Shareholding- Non- Institutions	5204	3226467	49.63
	GRAND TOTAL (A+B+C)	5,211	65,00,000	100.00

(B) Distribution of shares by size as on 31st March, 2017

Category of Shares	No. of shareholders	% Holders	No. of Shares	% Shares
1 to 500	4,658	89.39	7,85,317	12.08
501 to 1000	320	6.14	2,63,490	4.05
1001 to 2000	122	2.34	1,83,069	2.82
2001 to 3000	26	0.50	67,376	1.04
3001 to 4000	19	0.36	68,368	1.05
4001 to 5000	16	0.31	75,223	1.16
5001 to 10000	24	0.46	1,99,450	3.07
10001 and above	26	0.50	48,57,707	74.73
TOTAL	5,211	100.00	65,00,000	100.00



DISCLOSURE WITH RESPECT TO UNCLAIMED SUSPENSE ACCOUNT:

In accordance with the provisions of Regulation 39(4) read with Schedule VI of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has opened a demat account namely "Swiss Glascoat Equipments Limited- Unclaimed Suspense Account", wherein it has transferred the physical share certificates lying unclaimed in its possession after following prescribed procedure as specified in the said provisions. The details of the shares transferred to the said Unclaimed Suspense Account during FY 2016-17 are as under:

Particulars	No. of Shareholders	No. of Shares
Outstanding balance in Unclaimed Suspense A/c as on 1 st April, 2016	0	0
Transfer to Unclaimed Suspense A/c during FY 2016-17	9	1,600
Request for transfer from Unclaimed Suspense A/c	-	-
Transfer from Unclaimed Suspense A/c	-	-
Outstanding balance in Unclaimed Suspense A/c as on 31 st March, 2017	9	1,600

The voting rights on the shares transferred to the Unclaimed Suspense account of the Company shall remain frozen till the rightful owner of such shares claims the shares.

PLANT LOCATION AND ADDRESS FOR CORRESPONDENCE

Plant Location:

Swiss Glascoat Equipments Limited
H-106, G I D C Estate,
Vithal Udyog Nagar – 388 121
Dist. Anand, Gujarat
E-mail ID: share@glascoat.com
Contact No.: (02692) 236842 to 236845

Registered Office:

Swiss Glascoat Equipments Limited
H-106, G I D C Estate,
Vithal Udyog Nagar – 388 121
Dist. Anand, Gujarat

To allow us to service the Shareholders with greater speed and efficiency, the Company strongly recommends e-mail based correspondence on all issues which do not require signature verification for being processed.

**By the Order of the Board of
Swiss Glascoat Equipments Limited**

Date: 29th May, 2017
Place: Vithal Udyog Nagar

Sd/-
Mr. Himanshu Patel
Chairperson & Managing Director

DECLARATION BY THE MANAGING DIRECTOR UNDER REGULATIONS 34(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 REGARDING ADHERENCE TO THE COMPANY'S CODE OF CONDUCT

In accordance with Regulations 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, I hereby confirm that, all Directors and Senior Management personnel of the Company have affirmed their compliance with the Code of Conduct laid down by the Company, as applicable to them for the Financial Year ended March 31, 2017.

For Swiss Glascoat Equipments Limited

Date: 29th May, 2017

Sd/-
Mr. Himanshu Patel
Chairperson & Managing Director

AUDITORS' CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To the Members

Swiss Glascoat Equipments Limited

We have examined the compliance of conditions of Corporate Governance by Swiss Glascoat Equipments Ltd ("the Company"), for the year ended on **31st March 2017**, as per relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as referred to in Regulation 15 of the Listing Regulations.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and ensuring compliance with the conditions of the Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

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

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

**For Darji & Associates
Chartered Accountants**

**CA L.B. Darji (FRN.116519W/ MRN. 030992)
Partner**

Date: 29th May, 2017
Place: V.V.Nagar



ANNEXURE TO THE BOARD REPORT

MANAGEMENT DISCUSSION AND ANALYSIS REPORT Forming part of the Board Report

Economic Overview

The financial year 2016-17 has been a year of both excitement and challenges for the global as well as the Indian economy. Some of the events that took place during the course of this year could turn out to be the defining moments for the world economy at large. One of the big events was the decision of the Government to demonetise Rs. 500 and Rs. 1,000 currency notes, which accounted for almost 86% of the currency notes in circulation in November 2016, with effect from 8th November, 2016. This happened at a time when the Indian economy was just beginning to look up on the back of positive sentiments from increased private consumption and a normal monsoon. This led to a liquidity crunch, which strained the consumption and business activity for a major part of the second half of the year. Capital investments still remain stagnant with an overhang of spare capacity in many industries and corporate balance sheets still remain stretched hindering their ability to invest in capital expenditure. Merchandise exports continued to contract, partly as a result of the lower commodity prices as well as due to the weak global demand.

Economic Outlook

On the fiscal front, the position is expected to be much better with the Government meeting its fiscal deficit target at 3.5% of GDP and the current account deficit narrowing down to about 1.1% of GDP. Inflation also stayed below the RBI's target of 5%, leading to an accommodative monetary policy for most part of the year. The Indian rupee has also started appreciating against the dollar and is now trading in a range of 64 - 65 to the USD. It was also encouraging to see the Government move ahead on clearing the legislative hurdles for the implementation of the Goods and Services Tax (GST), probably the biggest tax reform in the country with effect from 1st July, 2017. Although uncertainties remain around the readiness of the entire economy to implement this structural change, this step is poised to provide a fillip to India's economic growth as it will create a single national market and enhance the efficiency of inter-state movement of goods and services apart from moving a large part of the informal sector within the formal set-up of the economy.

A) Industry Structure and Development and Outlook

Your Company is in the business of manufacturing/ fabrication of specialized engineered Glass-lined Reactors, which are predominantly used by the Pharmaceuticals and Chemicals companies.

Performance of the Engineering Sector

The Indian Engineering sector has witnessed a remarkable growth over the last few years driven by increased investments in infrastructure and industrial production. The engineering sector, being closely associated with the manufacturing and infrastructure sectors, is of strategic importance to India's economy.

India on its quest to become a global superpower has made significant strides towards the development of its engineering sector. India exports transport equipment, capital goods, other machinery/ equipment and light engineering products such as castings, forgings and fasteners to various countries of the world.

India became a permanent member of the Washington Accord (WA) in June 2014. The country is now a part of an exclusive group of 17 countries, who are permanent signatories of the WA, an elite international agreement on engineering studies and mobility of engineers.

India exports its engineering goods mostly to the US and Europe, which accounts for over 60 per cent of the total exports. Recently, India's engineering exports to Japan and South Korea have also increased with shipments to these two countries rising by 16 and 60 per cent respectively. Sri Lanka, Nepal and Bangladesh have also emerged as the major destinations for India's engineering exports.

Investments in the Sector

The Engineering sector in India attracts immense interest from foreign players as it enjoys a comparative advantage in terms of manufacturing costs, technology and innovation. The above factors, coupled with favourable regulatory policies and growth in the manufacturing sector, has encouraged several foreign players to invest in India.

The Indian Engineering sector is of strategic importance to the economy owing to its intense integration with other industry segments. The sector has been de-licensed and enjoys 100 per cent FDI under the automatic route.

Performance of the Pharmaceutical Sector

The Indian pharmaceuticals market is the third largest in terms of volume and thirteenth largest in terms of value, as per a report by Equity Master. India is the largest provider of generic drugs globally with the Indian generics accounting for 20 per cent of global exports in terms of volume. Consolidation has become an important characteristic of the Indian pharmaceutical market as the industry is highly fragmented.

The Indian pharma industry, which is expected to grow over 15 per cent per annum between 2015 and 2020, will outperform the global pharma industry, which is set to grow at an annual rate of 5 per cent during the same period. The market is expected to grow to US\$ 55 billion by 2020, thereby emerging as the sixth largest pharmaceutical market globally by absolute size. Branded generics dominate the pharmaceuticals market, constituting nearly 80 per cent of the market share (in terms of revenues).

India has largest number of US FDA approved plants outside the United States of America. The maximum number of Active Pharma Ingredients and Intermediates are located in South India. India is also seeing great demand from emerging as well as developed countries and has been able to maintain its lead over China in this sector.

The drugs and pharmaceuticals sector attracted cumulative FDI inflows worth US\$ 14.53 billion between April, 2000 and December, 2016, according to data released by the Department of Industrial Policy and Promotion (DIPP).

Performance of the Chemical Industry

In terms of value and production volume, the Indian chemical industry is the third largest producer in Asia and seventh by output in the world. In 2016, the India chemicals industry had a market size of USD 139 billion. India is the fourth largest global producer of agro chemicals in 2016. By 2025, the Indian chemical industry is projected to reach USD 403 billion.

The chemical industry in India is a key constituent of Indian economy, accounting for about 2.11 per cent of the GDP. More than 70,000 commercial products such as petrochemicals and basic chemicals are covered under the chemical sector. India accounts for approximately 16 per cent of the world production of dyestuff and dye intermediates, particularly for reactive acid and direct dyes. India is currently the world's third largest consumer of polymers and third largest producer of agrochemicals. The Indian specialty chemical market is expected to reach USD 70 billion by 2020.



Glass Lining Industry

Glass-lining is a specialized coating of glass which is applied on the chemical reactor vessel/ equipment. Glass-lined equipment are used for preventing reactions of corrosive chemicals by the Pharmaceuticals, Agrochemical and other Chemical Industries. The Glass Lining Industry has gone through tremendous changes during the last two decades. A few established Indian companies engaged in glasslining now compete aggressively with foreign players globally and have made their presence felt in the international markets. The core element of the Glass Lining Industry lies in the technology used for manufacturing of glass frit and its applications/ lining on the vessel/ equipment.

Company Overview

Swiss Glascoat Equipments Limited was formed 26 years ago with an objective to serve Indian customers who were exploited by the multinational companies for Glass lined Equipment. Your Company is engaged in the business of manufacture and sale of glass lined equipment and spares in India and abroad. In a very short span of time, your Company embarked upon the technological drive to synthesize the best of engineering practices and technological advancements to come up with superior quality solutions in glass-lined products and services and has emerged as a front-runner in the domestic glass lining fraternity by catering to industries as diverse from dyes to pigments; from pharmaceutical to food processing; from chemicals to pesticides; from intermediates to resins and other conceivable corrosion-prone areas in the chemical processing industry.

By consolidating quality, performance, engineering design, service and much more, Swiss Glascoat has established itself as One-Point-Solution-Provider for glass-lined products of any type, size, output including a complete range of accessories. Today, with the support of its customers, your Company is ahead of the curve in terms of technology, processes and people in this niche segment.

B) Opportunities and Threats

The various Government and Reserve Bank's initiatives like 100% FDI in the Pharmaceuticals sector under automatic route, reduction in the interest rate, implementation of GST in the next few months is already providing lot of opportunities to your Company's business. In the last few months, your Company has witnessed lot of activity in the capex program of many of its existing and potential customers, from the pharma and agrochemical/ specialty chemical space, which had slowed down or was kept on hold during previous year. Your Company's philosophy to provide the best quality at a competitive price, continuously innovating its existing processes and introducing new technologies (automation and process improvement) will give lot of thrust and impetus to Company's operations and order book. The new management also bring with them new ideas and new relationships, which will help Company in its endeavour to grow faster and achieve newer heights.. Your Company's equipment has a high brand recall amongst its existing customers as well as generally in the industry. Almost all the Indian glass lined equipment end users have used and are satisfied with your Company's products. Now, your Company has intensified its marketing efforts and service network to strengthen its global presence and is receiving positive and encouraging response.

The threats to your Company are mostly associated with the cyclical industry trend, rising inflation, non-availability of adequate skilled manpower, continuous increase in electricity/ fuel costs, cost of wages and salaries and finance cost. Presently, inflation is under control due to active measures undertaken by the Government and the Reserve Bank of India and even interest rates are gradually moving down and it is expected that the rates will remain low for the next few quarters. Your Company's human resource department is continuously searching for talented manpower at various levels to obviate the challenge of non-availability of requisite talent when it is needed. Your management is confident that they will overcome the internal threats and ensure that your Company achieves better performance in the current year.

C) Risks and Concerns

The financial year 2017-18 has started on a positive note with the progress seen on implementation of the GST regime from the second quarter of the year. While over the long-term, it is expected to give a strong fillip to economic activity with rationalisation of the market place and also boost competitiveness of the industry, it is likely to create disruptions in the short term. The impact of demonetisation felt over the last two quarters of the previous financial year is expected to fade out and the economy is expected to accelerate to about 7.4% growth for financial year 2017-18 from the 6.7% growth in the previous financial year on the back of strong consumption demand. However, the pace of investment growth would still remain a challenge unless measures are taken to resolve the high NPA levels in the banking sector.

A lot would also depend on the rainfall in the coming monsoon season and the inflation level in the economy. Any adverse rainfall conditions could have a detrimental impact on consumption levels and demand. Any unusual fluctuations in the carbon steel market, which is one of the key raw material for your Company, could have an impact on the margins of your Company.

D) Internal Control Systems and their adequacy

Your Company is committed to ensuring an effective internal control environment that provides reasonable assurance regarding the effectiveness and efficiency of operations, adequacy of safeguards for assets, reliability of financial controls and compliance with applicable laws and regulations. Towards this end, your Company has laid down standard operating procedures and policies to guide the various business operations.

To further strengthen the internal control systems, an independent external agency has been appointed as the internal auditor of your Company. The internal audit processes, both at the business and corporate levels provide reasonable assurance on the adequacy and effectiveness of such internal controls and compliances, through the reviews of the functions and processes, as per the annual audit plan agreed with the Audit Committee. To maintain independence, the internal audit function reports to the Chairperson of the Audit Committee of the Board.

The CEO and CFO Certification provided elsewhere in this Annual Report discusses the adequacy of our internal control systems and procedures.

E) Financial performance vis-à-vis Operational performance

Your Company believes in a philosophy of continuous efforts to perform better operationally, which ought to translate into better financial performance. Your Company as a policy utilizes internal accruals instead of depending heavily on external borrowings to the extent possible and your Company's Balance Sheet is quite robust.

Your Company's revenue from operations for the year 2016-17 was Rs. 81.47 crores compared to Rs. 92.42 crores during the previous year. The key reasons for the subdued performance is explained in detail in the Directors' Report. Your Company earned profit after tax during the year of Rs. 3.06 crores compared to Rs. 4.15 crores during the previous year.

Operating Profit/ Earning before Interest Depreciation and Tax for the year stood at Rs. 9.78 crores compared to Rs. 11.90 crores. There has been a slight drop in the EBITDA from 12.88% for the financial year ended 31st March, 2016 to 12.01% for the financial year ended 31st March, 2017.



F) Material Developments on Human Resources/ industrial relations, including number of people employed

People management is the backbone of your Company and it is regarded as one of the important resources for the success at Swiss Glascoat. Over the years, your Company has strengthened its HR processes to ensure continual development and growth of its employees. HR processes are fine-tuned and upgraded to attract, recruit and retain talent in your Company.

We have been receiving excellent co-operation and support from the entire hierarchy of personnel, resulting in improvement in productivity and overall growth of your Company even in the rough economic conditions during the fiscal year 2016-17.

For us our staff and workers are the most important assets. The Swiss Glascoat family comprises of shareholders, management, staff, workers, suppliers, bankers, agents, customers and other stakeholders, who are directly or indirectly associated with it. The personnel of your Company are efficient and committed to the growth of your Company's business.

Your Company has well documented and updated policies in place to prevent any kind of discrimination and harassment, including sexual harassment. The Whistle Blower Policy plays an important role as a watchdog.

The total permanent employee strength of your Company as on 31st March, 2017 remains unchanged at 82 (excluding trainees).

Your Company believes in focusing on development of its existing staff and workers and provides constant training to them so as to make them ready for better positions in your Company. The training is provided internally and training programmes are also organized by inviting external faculty. Our continuous training programmes have emphasis not only on increasing production of your Company but also on imbuing qualities of commitment and integrity in the attitude of the personnel.

Cautionary Statement

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations, if any, may be "forward looking statements" within the meaning of applicable laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include among others, raw material pricing, climatic conditions, economic conditions affecting demand/ supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the Government regulations, tax laws and other statutes and other incidental factors.

**By the Order of the Board of
Swiss Glascoat Equipments Limited**

Date: 29th May, 2017
Place: Vitthal Udyognagar

Sd/-
Mr. Himanshu Patel
Chairperson & Managing Director

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

*[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,
Swiss Glascoat Equipments Limited
Vitthal Udyognagar.

We have conducted the Secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Swiss Glascoat Equipments 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, minutes, 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 31st March, 2017 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 the other records maintained by Swiss Glascoat Equipments Limited for the financial year ended on 31st March, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings. As informed to us, there were no FDI transaction in the Company during the year under review.
- (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, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) 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;

(vi) **OTHER APPLICABLE ACTS**

- (a) Factories Act, 1948



- (b) Payment Of Wages Act, 1936, and rules made there under,
- (c) The Minimum Wages Act, 1948, and rules made there under,
- (d) The Employees' Provident Fund and Miscellaneous Provisions Act, 1952, and rules made there under,
- (e) The Payment of Bonus Act, 1965, and rules made there under,
- (f) Payment of Gratuity Act, 1972, and rules made there under,

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited.
- (iii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015.

During the Period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, standards, etc. mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors 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 the 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.

We further report that there are adequate systems and processes on the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all the 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. However, there was no any dissenting views.

We further report that there are adequate systems and processes on the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place : Anand

Date : 20th April, 2017

For D. G. BHIMANI & ASSOCIATES

DINESH G. BHIMANI

Company Secretary

C P No.: 6628

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

ANNEXURE

To,
The Members,
Swiss Glascoat Equipments Limited
Vithal Udyognagar.

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: Anand

Date : 20th April, 2017

For D. G. BHIMANI & ASSOCIATES

DINESH G. BHIMANI

Company Secretary

C P No.: 6628



INDEPENDENT AUDITORS' REPORT

To the Members of SWISS GLASCOAT EQUIPMENTS LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of SWISS GLASCOAT EQUIPMENTS LIMITED ("the Company") which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss, Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2017, and its Profit/Loss and its Cash Flow for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, 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.
2. As required by section 143 (3) of the Act, 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;
 - 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, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. in our opinion, the aforesaid financial statements comply with the Accounting Standards 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, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 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".



- g. 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, 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 its financial position in its financial statements - Refer Note 34.1 to the financial statements;
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv. the Company has provided requisite disclosure in its financial statements as to holding as well as dealing in Specified Bank Notes during the period from 8 November, 2016 to 30 December, 2016 and these are in accordance with the books of accounts maintained by the Company. Refer to Note 32 to the financial statement.

For and on behalf of
Darji & Associates
Chartered Accountants
FRN: 116519W

CA L. B. Darji
Partner
M. No.: 030992

Place: V. V. Nagar
Date: 29.05.2017

"ANNEXURE A" TO THE INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended March 31, 2017:

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) The Fixed Assets have been physically verified by the management during the year. No material discrepancies were noticed on such verification.
- (c) The title deeds of immovable properties are held in the name of the company.
- 2) (a) The management has conducted the physical verification of inventory at reasonable intervals during the year.
- (b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.
- 3) 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 clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- 4) The Company has not granted any loan, make investment, give guarantee and provide security. Accordingly, the compliance with the provisions of section 185 and 186 of the Companies' Act, 2013 does not arise.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2017 for a period of more than six months from the date on when they become payable.
- (b) According to the information and explanation given to us, the statutory dues which have not been deposited on account of disputes are given below:

Name of Statute	Nature of Dues	Amount Rs.	Forum where dispute is pending
Central Excise	Disallowance of CENVAT credit of service tax	2,87,562/-	CESTATE
Central Excise	Disallowance of CENVAT credit of service tax	25,66,924/-	CESTATE
Central Excise	Disallowance of CENVAT credit of service tax	2,17,671/-	CESTATE
Central Excise	Treatment of Job Contractor as Manpower Supply Service	26,89,166/-	Commissioner - Appeal



- 8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- 9) The Company did not any money by way of initial public offer or further public offer (including debt instruments) and term loan during the year. Accordingly, paragraph 3(ix) of the Order is not applicable.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no material fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) The Company has made preferential allotment of shares during the year under review. The Company has complied with all the requirements of section 42 of Companies Act, 2013. The amount raised from preferential issue have been utilized towards the purposes for which the preferential allotment was made.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For and on behalf of
Darji & Associates
Chartered Accountants
FRN: 116519W

CA L. B. Darji
Partner
M. No.: 030992

Place: V. V. Nagar
Date: 29.05.2017



"ANNEXURE B" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF SWISS GLASCOAT EQUIPMENTS LIMITED

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

We have audited the internal financial controls over financial reporting of SWISS GLASCOAT EQUIPMENTS LIMITED ("the Company") as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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 Control over Financial Reporting 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

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 on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both 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 judgement, including the assessment of the risks of material misstatement of the 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

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 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 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 financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

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, 2017, 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 Control over Financial Reporting issued by the Institute of Chartered Accountants of India.

For and on behalf of
Darji & Associates
Chartered Accountants
FRN: 116519W

CA L. B. Darji
Partner
M. No.: 030992

Place: V. V. Nagar
Date: 29.05.2017



BALANCE SHEET AS AT 31ST MARCH 2017

(Amount in Rs.)

	Note No.	As at 31st March, 2017	As at 31st March, 2016
I. EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	2	65,000,000	50,000,000
(b) Reserves and Surplus	3	393,685,617	214,599,591
2 Non-current liabilities			
(a) Long-term borrowings	4	30,000,004	71,000,004
(b) Deferred tax liabilities (Net)	5	34,595,392	31,748,218
(c) Other Long term liabilities	6	55,291,583	11,316,653
(d) Long-term provisions		-	-
3 Current liabilities			
(a) Short-term borrowings	7	76,412,620	104,932,002
(b) Trade payables	8	139,655,681	169,094,823
(c) Other current liabilities	9	134,681,246	129,197,487
(d) Short-term provisions	10	12,044,792	13,239,342
TOTAL		941,366,935	795,128,120
II. ASSETS			
1 Non-current assets			
(a) Fixed assets	11		
(i) Tangible assets		207,858,839	226,264,530
(ii) Intangible assets		60,361,270	3,340,900
(iii) Capital work-in-progress		4,400,044	5,326,772
(iv) Intangible assets under development		-	-
(b) Non-current investments	12	7,500	7,500
(c) Long-term loans and advances	13	856,531	807,163
(d) Other non-current assets	14	29,130,532	23,466,077
2 Current assets			
(a) Inventories	15	438,714,139	457,435,040
(b) Trade receivables	16	48,935,665	38,121,853
(c) Cash and cash equivalents	17	115,983,770	8,154,436
(d) Short-term loans and advances	18	413,809	471,365
(e) Other current assets	19	34,704,836	31,732,484
TOTAL		941,366,935	795,128,120

As Per our Report Attached
For Darji & Associates
Chartered Accountants
(FRN 116519W)

CA. L.B.Darji
Partner
MRN 030992

Place : V.V.Nagar
Date : 29th May, 2017

For and on behalf of the Board

Mr. Himanshu Patel	Chairperson & Managing Director
Mr. Aalap Patel	Director
Mr. Bipin Thakkar	C.F.O
Ms Dhvani Shah	Company Secretary

Place : V. U. Nagar
Date : 29th May, 2017


STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH 2017

(Amount in Rs.)

	Note No.	31st March, 2017	31st March, 2016
I. Revenue from operations	20	814,722,891	924,236,052
II. Other income	21	3,533,533	5,466,670
III. Total Revenue (I + II)		818,256,424	929,702,721
IV. <u>Expenses:</u>			
Cost of materials consumed	22	365,948,728	399,979,387
Changes in inventories of finished goods & "work-in-progress	23	7,335,311	52,333,337
Employee benefits expense	24	59,705,766	54,923,525
Finance costs	25	25,957,740	33,811,850
Depreciation and amortization expense	26	25,460,445	22,578,148
Other expenses	27	287,438,443	303,437,060
Total expenses		771,846,433	867,063,307
V. Profit before exceptional and extraordinary items and tax (III-IV)		46,409,991	62,639,414
VI. Exceptional items		-	-
VII. Profit before extraordinary items and tax (V - VI)		46,409,991	62,639,414
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII- VIII)		46,409,991	62,639,414
X Tax expense:			
(1) Current tax		12,932,000	18,743,000
(2) Deferred tax		2,847,174	2,358,097
XI Profit (Loss) for the period (IX - X)		30,630,817	41,538,317
XII Earnings per equity share of face value of Rs.10 each			
Basic & Diluted		6.12	8.31

As Per our Report Attached
For Darji & Associates
Chartered Accountants
(FRN 116519W)

CA. L.B.Darji
Partner
MRN 030992

Place : V.V.Nagar
Date : 29th May, 2017

For and on behalf of the Board

Mr. Himanshu Patel

**Chairperson &
Managing Director**

Mr. Aalap Patel

Director

Mr. Bipin Thakkar

C.F.O

Ms Dhvani Shah

Company Secretary

Place : V. U. Nagar
Date : 29th May, 2017


CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH 2017

(Amount in Rs.)

	31 st March, 2017	31 st March, 2016
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit before tax and extraordinary items	46,409,991	62,639,414
Adjustments for:		
Depreciation	25,460,445	22,578,148
Exchange rate difference	(592,342)	1,232,700
Interest Expenses	25,957,740	33,811,850
Excess Provision of IT	-	(16,616)
Interest income	(1,656,884)	(1,601,728)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	95,578,950	118,643,768
Adjustments for:		
Inventories	18,720,901	49,829,699
Trade receivables	(10,813,812)	5,447,795
Other receivables	(6,764,909)	(566,369)
"Current Liabilities (Excluding proposed dividend, "Tax on distributed profits, Income-tax Provision)"	20,019,547	(61,225,156)
CASH GENERATED FROM OPERATIONS	116,740,676	112,129,737
Direct Taxes Paid (Net)	(17,035,050)	(28,704,783)
Exchange rate difference	592,342	(1,232,700)
NET CASH FROM OPERATING ACTIVITIES	100,297,968	82,192,254
B. CASHFLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(63,148,396)	(30,246,494)
Sale of Fixed Assets	-	-
Interest income	1,656,884	1,601,728
NET CASH FROM/ (USED) IN INVESTING ACTIVITIES	(61,491,512)	(28,644,766)
C. CASHFLOW FROM FINANCING ACTIVITIES		
Increase in Share Capital including Premium	175,500,000	-
Change in short term borrowing (Net)	(41,000,000)	(36,873,179)
Change in long term borrowing (Net)	(28,519,381)	29,103,988
Interest paid	(25,957,740)	(33,811,850)
Dividend paid (Excluding tax on distributed profits)	(11,000,000)	(13,500,000)
NET CASH USED IN FINANCING ACTIVITIES	69,022,879	(55,081,041)
Net increase/ (Decrease) in cash and cash equivalents (A+B+C)	107,829,334	(1,533,553)
Cash and cash equivalents Opening Balance	8,154,436	9,687,989
Cash and cash equivalents Closing Balance	115,983,770	8,154,436
Net increase/ (Decrease) in cash and cash equivalents	107,829,334	(1,533,553)

As Per our Report Attached
For Darji & Associates
Chartered Accountants
(FRN 116519W)

CA. L.B.Darji
Partner
MRN 030992

Place : V.V.Nagar
Date : 29th May, 2017

For and on behalf of the Board

Mr. Himanshu Patel	Chairperson & Managing Director
Mr. Aalap Patel	Director
Mr. Bipin Thakkar	C.F.O
Ms Dhvani Shah	Company Secretary

Place : V. U. Nagar
Date : 29th May, 2017



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

1 SIGNIFICANT ACCOUNTING POLICIES

1) Basis of Accounting:

The financial statements are prepared under historical cost convention in accordance with the Generally Accepted Accounting Principles in India. The applicable mandatory Accounting Standards specified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, the provision of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India, have been followed in preparation of these financial statements.

2) Use of Estimates:

The presentation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual result and estimates are recognized in the period in which the results are known / materialized.

3) Fixed Assets:

(i) Tangible Assets

Fixed Assets are stated at cost net of tax/ duty credit availed, if any, after reducing accumulated depreciation up to the date of the Balance sheet. Self constructed assets are capitalized at factory cost.

Direct costs are capitalized until the assets are ready to use and include financial cost relating to any borrowing attributable to acquisition.

(ii) Intangible Assets

Intangible Assets are recognized when it is probable that the future economic benefits that are attributable to the assets will flow to the enterprise and the cost of the asset can be measured reliably.

4) Valuation of Inventories:

Inventories are valued at lower of costs or estimated net realizable value. The cost of inventories is arrived at on the following basis:

Raw Material and Stores : FIFO Method

Stock-in-process : Raw Material at Weighted Average Cost & absorption of Labour and Overhead

Finished Goods : Raw Material at Weighted Average Cost & absorption of Labour and Overhead

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

5) Foreign Currency Transactions:

(a) Transactions denominated in foreign currencies are normally recorded at the exchange rates prevailing at the time of the transaction.

(b) All foreign currency denominated monetary assets and liabilities, remaining unsettled at the end of the period, are translated at the exchange rates prevailing on the balance sheet date.

(c) Exchange differences arising on foreign currency transactions settlement / translation are recognized in the Statement of Profit and Loss.

6) Depreciation:

Depreciation on Fixed Assets has been provided on straight line method (SLM) as per useful life prescribed under Schedule II of the Companies Act, 2013. Depreciation for assets purchased / sold during the period is proportionately charged. Intangible assets are amortized over their respective individual respective useful lives on straight-line method, commencing from the date the asset is available to the Company for its use. The Patent is amortized over a period of 19.58 years, on the basis of the period of control over the assets and legal or similar limits on the assets, as defined under the AS 26



7) Recognition of Revenue:

The Company recognizes sales and labour income on the basis of actual delivery of the goods. Sales and labour income are recorded at invoice values net of excise duty, value added tax and trade discounts.

Interest income is recognized on the time proportion method

8) Employee Benefits:

Post-employment benefit plans:

a) Defined Contribution Plan: Contribution for Provident Fund are accrued in accordance with applicable statutes and deposited with regional Provident Fund Commissioner.

b) Defined Benefit Plan: The liability in respect of gratuity is determined using Projected Unit Credit Method with actuarial valuation carried out as at Balance Sheet date. Actuarial gains are recognized in full in the Statement of Profit and Loss for the period in which they occur.

Contributions in respect of gratuity are made to the Group Gratuity Scheme with Bajaj Alliance Life Insurance.

With respect to leave encashment the Company determines the liability for the leave encashment and makes the payment to the eligible employees every year in the same year and recognizes in Full in the Statement of Profit and Loss.

Short-term employee benefits: All employee benefits falling due wholly within twelve months of rendering the service are classified as short term employee benefits. The benefits like salaries, wages, short term compensated absences, etc. and the expected cost of bonus, ex-gratia, are recognized in the period in which the employee renders the related services

9) Borrowing Cost:

Interest on borrowings, if any, attributable to acquisition of qualifying assets are capitalized and included in the cost of the asset, as appropriate.

10) Earnings Per Share:

Basic Earnings per share is calculated by dividing the Net Profit after tax attributable to the equity shareholders by the weighted average number of Equity Shares outstanding during the year.

11) Taxation:

Provision for income-tax is made on the basis of estimated taxable income for the year. Deferred tax resulting from timing differences between the book and tax profits is accounted for under the liability method, at the current rate of tax, to the extent that the timing differences are expected to crystallize.

Minimum alternative tax (MAT) paid in accordance to the tax laws, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset when it is probable that the future economic benefit associated with it will flow to the Company and the asset can be measured reliably.

12) Provisions, Contingent Liabilities and Contingent Assets:

Provisions involving substantial degree or estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes to financial statements. Contingent assets are neither recognized nor disclosed in the financial statements. Provisions, contingent liabilities and contingent assets are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

13) Impairment of Asset:

An asset is treated as impaired when the carrying amount of the asset exceeds its estimated recoverable value. Carrying amounts of fixed assets are reviewed at each balance sheet date to determine indications of impairment, if any, of those assets. If any such indication exists, the recoverable amount of the asset is estimated and an impairment loss equal to the excess of the carrying amount over its recoverable value is recognized as an impairment loss. The impairment loss, if any, recognized in prior accounting period is reversed if there is a change in estimate of recoverable amount.

14) Accounting for Lease:

Operating Lease: Rental in respect of all operating leases is charged to the Statement of Profit and Loss.



(Amount in Rs.)

	31.03.2017	31.03.2016
2 SHARE CAPITAL		
Authorised Share Capital :		
10,000,000 Equity Shares of Rs.10 each	100,000,000	50,000,000
Total	100,000,000	50,000,000
Issued, Subscribed and Paid up Share Capital		
6,500,000 Equity Shares of Rs.10 each fully paid	65,000,000	50,000,000
Less : Calls in arrears	-	-
Total	65,000,000	50,000,000

2.1 Statement of Change in Equity

Balance as on April 1, 2016	5,000,000	5,000,000
Increase in share capital on account private placement.	1,500,000	-
Balance as on March 31, 2017	6,500,000	5,000,000

2.2 The Company has allotted 15,00,000 Equity Shares at a price of Rs. 117.00 per Equity Share, aggregating to Rs. 17,55,00,000/- to HLE Engineers Private Limited (HLE) on 31st March, 2017 pursuant to the exercise of the option by HLE to convert the Warrants allotted to it on 3rd December, 2016 and on receipt of the balance 75% of the subscription price- Rs. 13,16,25,000/- from HLE.

The total proceeds of Rs. 17,55,00,000/- received towards allotment of 15,00,000 Equity Shares have been utilised by the Company for repayment of debt of Rs. 8,05,00,000/- and the balance of Rs. 9,50,00,000/- are held in a separate bank account deposit. There has been no variation or deviation between the projected and actual utilisation of funds.

2.3 Details of shareholders holding more than 5% of the share capital

	31.03.2017		31.03.2016	
Name of the shareholders	No. of Shares	% held	No. of Shares	% held
HLE Engineering Pvt. Ltd.	3,225,953	49.63	-	-
Overseas Pearl Ltd.	497,400	7.65	497,400	9.95
Patel Shashikant Purshottamdas	353,100	5.43	353,100	7.06
Amin Sudarshan *	-	-	571,800	11.44
Amin Nitaben @	-	-	304,600	6.09

* : Nil (previous year 306600 shares are jointly held by Mr. Sudarshan Amin with Nita Amin)

@ : Nil (previous year 246700 shares are jointly held by Mrs. Nita Amin with Sudarshan Amin)

2.4 The Company has only one class of equity share having par value of Rs. 10 per share. Each holder of equity share is entitle to one vote per share. In the event of liquidation of the Company, the holder of the equity share will be entitle to receive remaining assets of the Company. The distribution will be in proportion to the number of equity shares held by the share holders.

3 RESERVES AND SURPLUS
(a) Capital Reserve

As per last Balance Sheet	152,000	152,000
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(b) General Reserve

As per last Balance Sheet	200,000,000	175,000,000
Add: Transfer from Profit & Loss Account	10,000,000	25,000,000
	210,000,000	200,000,000

(c) Share Premium Account

As per last Balance Sheet	-	-
Add: Transfer from Warrant	160,500,000	-
	160,500,000	-



(Amount in Rs.)

31.03.2017
31.03.2016
(d) Profit and Loss Account

As per last Balance Sheet	14,447,592		11,148,616	
Add: Profit for the year	30,630,817		41,538,317	
	4,50,78,409		5,26,86,933	
Less: Appropriation				
Transferred to General Reserve	1,00,00,000		2,50,00,000	
Adjustment relating to Fixed Assets	-		-	
"Proposed Dividend on Equity Shares"[Dividend per share Rs. 2.0/- "(Previous Year Rs. 2.2/-)"]	10,007,500		11,000,000	
Tax on Proposed Dividend	2,037,292	23,033,617	2,239,342	14,447,591
Total (ab+c)		393,685,617		214,599,591

4 LONG TERM BORROWINGS
Secured
A Term Loan

From Bank	30,000,004	40,000,004
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B Unsecured

Deposit	-	31,000,000
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Total	30,000,004	71,000,004
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4.1 Nature of Securities

- Term Loans (A Above) obtain from State Bank of India is secured by hypothecation of plant and machinery / fixed assets of the company and equitable mortgage of land and building of the company and from Karur Vysya Bank is secured by way of hypothecation of assets acquired through said term loan.

4.2 Terms of Repayment of Term Loans and Other Loans
Term Loans

Lender	31.03.2017	31.03.2016	Terms of Repayment
State Bank of India - TL	40,000,000	50,000,000	Repayable in equated monthly installments of Rs. 8,33,333 starting from April, 2016.
Karur Vysya Bank – TL	-	7,825,823	Repayable in equated quarterly installments of Rs. 15,65,164 starting from July, 2011.
Total	40,000,000	57,825,823	

5 DEFERRED TAX LIABILITY (NET)

Related to Fixed Assets	34,595,392	31,748,218
Total	34,595,392	31,748,218

6 OTHER LONG TERM LIABILITIES

Trade Payables	337,264	697,556
Creditor for Fixed Assets	45,000,000	508,693
Advance against Orders	5,619,292	6,267,084
Caution Money Deposit	139,500	288,000
Others	4,195,527	3,555,320
Total	55,291,583	11,316,653



(Amount in Rs.)

	31.03.2017	31.03.2016
7 SHORT TERM BORROWINGS		
Secured		
Working Capital Loan from Bank	51,512,620	104,392,002
Unsecured		
Deposit	24,900,000	540,000
Total	76,412,620	104,932,002
7.1	Working capital loan is taken from State Bank of India and is secured by hypothecation of Inventories, all receivables and plant & machinery, it also secured by equitable mortgage of land and factory building.	
8 TRADE PAYABLE		
Micro, Small & Medium Enterprise	47,252,196	56,219,143
Others	92,403,485	112,875,680
Total	139,655,681	169,094,823
8.1	The details of amounts outstanding to Micro, Small and Medium Enterprises based on available information with company as under :	
Principal amount due and remaining unpaid	47,252,196	56,219,143
Interest due on above and the unpaid interest	-	-
Interest paid	-	-
Payment made beyond the appointed day during the year	-	-
Interest due and payable for the period of delay	-	-
Interest accrued and remaining unpaid	-	-
Amount of further Interest due and payable in succeeding year	-	-
9 OTHER CURRENT LIABILITIES		
Current maturities of Long Term Debts	9,999,996	11,743,507
Interest Accrued and due	-	439,110
Interest Accrued but not due	351,968	14,657
Unclaimed Dividend	6,011,320	3,577,195
Advance against Order	70,837,598	64,992,286
Other Liabilities	47,480,364	48,430,732
Total	134,681,246	129,197,487
9.1	Pursuant to the provisions of Section 125 of the Companies Act, 2013, dividend of INR 2,68,121/- only pertaining to the year 2008-09, which remained unclaimed and unpaid for a period of seven years from the date of its transfer to the Unpaid Dividend Account, has been transferred to the Investor Education and Protection Fund established by the Central Government.	
10 SHORT TERM PROVISIONS		
Proposed Dividend	10,007,500	11,000,000
Tax on Proposed Dividend	2,037,292	2,239,342
Provision for Income Tax (Net)	-	-
Total	12,044,792	13,239,342
10.1	The Board of Directors have recommended Dividend of Rs.2.00 per Equity Share (previous year Rs.2.20 per Equity Share), @ 20% (previous year 22%) on par value of Rs. 10 per Equity Share, for the financial year ended March 31, 2017. Dividend on 15,00,000 Equity Shares allotted on 31st March, 2017 has been recommended on pro-rata basis @ Rs. 0.005 per Equity Share.	



(Amount in Rs.)

11. Fixed assets	Gross Block				Depreciation Block			Net Block	
	As at 01/04/2016	Addition	Deduction/ Amortisation/-on	As at 31/03/2017	As at 01/04/2016	Addition	Deduction/ Amortisation	As at 31/03/2017	As at 31/03/2016
TANGIBLE ASSETS :									
OWN ASSETS :									
Building	77,810,845	-	-	77,810,845	29,925,679	2,417,276	-	32,342,955	45,467,890
Plant & Machinery	193,493,779	646,615	-	194,140,394	75,838,407	11,364,163	-	87,202,570	106,937,824
Windmill	62,250,093	-	-	62,250,093	35,559,322	4,765,264	-	40,324,586	21,925,507
Electrical Installation	9,203,072	-	-	9,203,072	4,169,513	1,216,950	-	5,386,463	3,816,609
Tools and Equipments	16,147,470	4,075,697	-	20,223,167	4,272,168	1,181,242	-	5,453,410	14,769,757
Furniture and Fixtures	3,729,614	51,900	-	3,781,514	2,738,340	167,943	-	2,906,283	875,231
Office equipments	1,480,833	78,973	-	1,559,806	993,518	133,329	-	1,126,847	432,959
Vehicals	18,942,739	-	-	18,942,739	8,234,458	2,061,535	-	10,295,993	8,646,746
Air Conditioners	1,160,364	106,500	-	1,266,864	926,025	74,294	-	1,000,319	266,545
Computers	630,431	97,100	-	727,531	448,036	80,480	-	528,516	199,015
Sub-total	384,849,240	5,056,785	-	389,906,025	163,105,466	23,462,476	-	186,567,942	203,338,083
									221,743,774
LEASED ASSETS :									
Leasehold land	4,520,756	-	-	4,520,756	-	-	-	-	4,520,756
Sub-total	4,520,756	-	-	4,520,756	-	-	-	-	4,520,756
Total (A)	389,369,996	5,056,785	-	394,426,781	163,105,466	23,462,476	-	186,567,942	207,858,839
									226,264,530
INTANGIBLE ASSETS :									
Software - SAP	2,829,216	-	-	2,829,216	-	-	-	-	2,829,216
Software - PROE	210,000	-	-	210,000	156,139	39,900	-	196,039	13,961
Win Pro & Excel	50,240	-	-	50,240	29,664	9,546	-	39,210	11,030
Black Box - Security System	120,750	-	-	120,750	77,590	22,943	-	100,533	20,217
SQL	41,614	-	-	41,614	17,308	7,907	-	25,215	16,399
Microsoft Licences	350,597	-	-	350,597	68,938	66,614	-	135,552	215,045
Autocad	94,080	-	-	94,080	5,958	17,875	-	23,833	70,247
Codeware - designing software	-	467,880	-	467,880	-	27,522	-	27,522	440,358
Patent	-	58,550,459	-	58,550,459	-	1,805,662	-	1,805,662	56,744,797
Total (B)	3,696,497	59,018,339	-	62,714,836	355,597	1,997,969	-	2,353,566	60,361,270
									3,340,900
Total (A+B)	393,066,493	64,075,124	-	457,141,617	163,461,063	25,460,445	-	188,921,508	268,220,109
									229,605,430
PREVIOUS YEAR	345,055,476	48,011,017	-	393,066,493	140,882,915	22,578,148	-	163,461,063	204,172,561
Capital Work-in-Process									4,400,044
									5,326,772



(Amount in Rs.)

	31.03.2017	31.03.2016
12 NON CURRENT INVESTMENT		
Other Investment		
In Equity Shares - Unquoted		
15 Charotar Gas Sahkari Mandali Ltd.of Rs.500 each	7,500	7,500
Total	7,500	7,500
13 LONG TERM LOANS AND ADVANCES		
Deposit (EMD & Security Deposit)	713,323	729,823
Advances to Staff	-	-
Advances given for Capital Goods	143,208	77,340
Other Advances	-	-
Total	856,531	807,163
14 OTHER NON CURRENT ASSETS		
FDR with Bank - Margin Money	21,848,356	20,162,791
Trade Receivables	7,282,176	3,303,286
Total	29,130,532	23,466,077
15 INVENTORIES		
Raw Material	100,393,252	113,062,004
Stock in Process	308,033,156	318,458,204
Finished Goods	27,479,545	24,389,808
Stores and Spares	2,808,186	1,525,024
Total	438,714,139	457,435,040
16 TRADE RECEIVABLES (Unsecured considered good)		
Over six months	13,233,940	6,316,396
Others	35,701,725	31,805,457
Total	48,935,665	38,121,853
17 CASH AND CASH EQUIVALENTS		
Balance with Banks	14,692,774	4,317,254
Balance with Banks in Unclaimed Dividend	6,011,320	3,577,195
Fixed Deposits	95,199,785	188,664
Cash on Hand	79,891	71,323
Total	115,983,770	8,154,436
18 SHORT TERM LOANS AND ADVANCES		
Advances to Staff	351,169	193,865
Deposit	62,640	277,500
Total	413,809	471,365
19 OTHER CURRENT ASSETS		
Interest accrued on FDRs	1,090,486	1,286,686
Advances receivable in Cash or Kind	5,163,090	5,741,929
Prepaid Expenses	3,152,067	2,073,302
Balance with Central Excise Authorities	15,457,360	14,652,444
Advance Income Tax	9,841,833	7,978,124
Total	34,704,836	31,732,484



(Amount in Rs.)

	31.03.2017	31.03.2016		
20 REVENUE FROM OPERATION				
Sale of Products	884,907,530	992,605,373		
Sale of Services	9,997,651	13,942,519		
	894,905,181	1,006,547,892		
Less: Excise Duty / Service Tax	80,182,290	82,311,840		
Total	814,722,891	924,236,052		
21 OTHER INCOME				
Interest on FDRs with Bank	1,656,884	1,601,728		
Other non operating income	1,876,649	3,864,941		
Total	3,533,533	5,466,670		
22 COST OF MATERIAL CONSUMED				
Raw Material Consumed	365,948,728	399,979,387		
Total	365,948,728	399,979,387		
22.1 PARTICULARS OF MATERIAL CONSUMED				
MS Plates	135,960,547	170,280,587		
Forgings	53,061,201	45,573,756		
Castings	-	144,234		
Pipes	10,777,627	11,612,604		
Bought Out Items	133,250,219	142,097,111		
Chemicals	11,122,285	8,277,588		
Other Components	21,225,031	21,993,507		
Total	365,396,910	399,979,387		
22.2 Value of Indigenous & Imported Raw Material Consumed during the year				
	Amount Rs.	%	Amount Rs.	%
Indigenous	359,469,766	98.23	393,882,683	98.48
Imported	6,478,962	1.77	6,096,704	1.52
Total	365,948,728	100.00	399,979,387	100.00
23 CHANGES IN INVENTORIES OF FINISHED GOODS AND STOCK IN PROCESS				
Inventories (at close)				
Finished Goods	27,479,545		24,389,808	
Stock in Process	308,033,156	335,512,701	318,458,204	342,848,012
Inventories (at commencement)				
Finished Goods	24,389,808		50,962,831	
Stock in Process	318,458,204	342,848,012	344,218,518	395,181,349
Total		(7,335,311)		(52,333,337)
24 EMPLOYEE BENEFITS EXPENSES				
Salaries, Wages, Allowances and Bonus	55,666,837		51,274,292	
Contribution to Providend Funds	1,479,514		1,414,757	
Staff Welfare Expenses	2,559,415		2,234,476	
Total	59,705,766		54,923,525	
25 FINANCE COST				
Interest Expenses	22,706,931		27,445,404	
Other Borrowing Cost	3,250,808		6,366,446	
Total	25,957,740		33,811,850	



(Amount in Rs.)

		31.03.2017	31.03.2016		
26	Depreciation & Amortization Expenses				
	Depreciation	25,460,445		22,578,148	
	Total	25,460,445		22,578,148	
27	OTHER EXPENSES				
	Manufacturing Expenses :				
	Consumption of Store and Spares	34,863,346	36,179,626		
	Power and Fuel	111,522,678	103,393,207		
	Repairs to Machinery	8,529,469	7,606,607		
	Labour Charges	67,457,148	80,304,945		
	Others	9,014,833	12,094,319	239,578,704	
	Selling, General & Administrative Expenses :				
	Sales Commission	17,042,149	20,612,695		
	Transport Outward	7,346,619	9,290,713		
	Rent	4,619,113	4,880,402		
	Repairs to Building	2,438,394	1,253,443		
	Rates and Taxes	549,120	1,016,187		
	Insurance	2,287,575	1,861,370		
	Exchange Rate Difference	-	1,232,700		
	Others	21,767,999	23,710,846	63,858,356	
	Total	287,438,443		303,437,060	
27.1	Value of Indigenous & Imported Stores, Tools & Spares Consumed During the Year				
		Amount Rs.	%	Amount Rs.	%
	Indigenous	34,863,346	100	36,179,626	100
	Imported	-	-	-	-
	Total	34,863,346	100	36,179,626	100
27.2	Value of Import on CIF basis in respect of				
	Raw Materials and Stock-in-Trade	6,478,962		6,181,670	
	Capital goods	415,396		364,981	
27.3	Payment to Auditor as				
	Auditor				
	Statutory Audit Fees	200,000		150,000	
	Tax Audit Fees	25,000		25,000	
	Total	225,000		175,000	
27.4	Expenditure In Foreign Currency				
	Commission	-		3,791,831	
	Exhibition Expenses	-		1,611,934	
	Travelling Expenses	291,931		604,372	
28	Earnings Per Share				
	Net Profit after tax as per statement of Profit and Loss attributed to Equity Shareholders	30,630,817		41,538,317	
	Weighted Average Number of equity shares under as denominator for calculating EPS	5,004,110		5,000,000	
	Basic and Diluted Earning per Share	6.12		8.31	
	Face value per Equity Shares	10		10	



(Amount in Rs.)

31.03.2017
31.03.2016
29 Earning In Foreign Exchange

FOB value of exports

39,695,849

48,235,230

Total
39,695,849
48,235,230
30 Remittance in Foreign Currency on Account of Dividend

a Number of Non Resident Shareholders

1

1

b Number of Equity Shares held by them

497,400

497,400

c Amount of Dividend Paid

-

1,342,980

d Year End to Which Dividend Relates

2015-16

2014-15

31 RELATED PARTY DISCLOSURES

Related Party disclosure as required by AS-18, are given below:

I Relationship:

a Subsidiary of the Company

Nil

b Associates and Joint Ventures

Nil

c Individual having control / significant influence

" Mr. Sudarshan Amin (Managing Director) - up to 31.12.2016 " Mr. Himanshu Patel (Chairman and Managing Director) - from 01-01-2017 "

d Key Managerial Personnel [KMP] & Relatives thereof

" Mr. Sudarshan Amin (Managing Director), " Mr. Himanshu Patel (Chairman and Managing Director) Mrs. Nita Amin, Ms. Phagun Amin, Ms. Chandni Amin Mrs. Priti Patel, Mr. Harsh H Patel, Mr. Sahil H Patel, Mrs. Swara Rajiv Patel, Ms. Poonam Patel, Mrs. Sheetal H Patel, Mrs. Ankita Aras

"

e Enterprises over which (c) & (d) above have significant influence

" Chemfilt, HLE Engineers Pvt Ltd, Maroli Udhogynagar Land Development And Management Company Pvt Ltd, Newpar Aromatics Pvt Ltd., HN Indigos Pvt Ltd, Yashashvi Rasayan Pvt Ltd, HL Equipments "

II Transactions during the year with related parties:

Nature of Transactions	Enterprise covered in (e) above		KMP & Relatives covered (d)	
	31.03.2017	31.03.2016	31.03.2017	31.03.2016
1 Rent	2,993,760	3,744,000	-	-
2 Interest Paid	-	-	-	41,250
3 Remuneration	-	-	4,509,600	4,493,623
4 Outstanding Payable	-	1,001,646	-	-
5 Job Work Charges / Purchase	-	31,558	57,000,000	-

Information regarding related party transaction with Mr. Sudarshan Amin and M/s Chemfilt are disclosed up to the transactions dated 31.12.2016 (till the continuation of Mr. Sudarshan Amin as a Managing Director).

32 Disclosure on Specified Bank Notes

During the year, the Company had Specified Bank Notes (SBNs) or other denomination notes as defined in the MCA notification, G.S.R. 308(E), dated March 31, 2017. The details of SBNs held and transacted during the period from November 8, 2016 to December 30, 2016, the denomination-wise SBNs and other notes as per the notification are as follows;



(Amount in Rs.)

Particular	SBNs Rs.	Other denomination notesRs.	Total Rs.
Closing cash in hand as on November 8, 2016	110,000	57,223	167,223
Add : Permitted receipts	-	557,740	557,740
Less : Permitted payments	-	509,916	509,916
Less : Amount deposited in Banks	110,000	-	110,000
Closing balance as on December 30, 2016	-	105,047	105,047

For the purpose of this clause, the term "Specified Bank Notes" shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated November 8, 2016.

- 33** As The Company's business activity, in the opinion of the management, falls within a single primary segment subject to the same risk and return, the disclosure requirement of Accounting Standard AS-17 "Segment Reporting" issued by the Institute of Chartered Accountants of India are not applicable.

34 CONTINGENT LIABILITIES AND COMMITMENTS

	31.03.2017	31.03.2016
i Contingent Liabilities		
a "Claims against the Company/disputes and liabilities" not acknowledge against debt (Note no. 34.1)"	-	-
b Guarantee	55,405,758	52,230,064
c Letter of Credit	35,164,500	65,981,399
ii Commitments		
a Estimated amt. of contract remaining to be executed on capital advance	-	-
b Other commitments	-	-

- 34.1** There is a pending litigation against the Company for compensation of loss of profit of Rs. 5,00,00,000/-. The Company has been legally advised that the compensation demanded is likely to be deleted and accordingly no provision is considered necessary.

34.2 Unhedged Foreign Currency Exposure

	31.03.2017		31.03.2016	
Particular	Foreign Currency	Amount in Rs.	Foreign Currency	Amount in Rs.
Trade Receivable, loans and advances and other assets				
USD	13,755	892,134	15,159	1,003,151
EURO	26,900	1,866,431	7,814	588,921
Trade Payable and other current liabilities				
USD	66,167	4,291,519	23,750	1,571,662
GBP	2,827	229,820	-	-
EURO	24,014	1,666,189	104,757	7,895,258

35 GRATUITY DETAILS

Particular	31.03.2017	31.03.2016
1 Reconciliation in Present value of obligation (PVO)- defined benefit obligation.		
Current Service Cost	606,646	476,681
Interest Cost	341,163	345,181
Settlement Cost	-	-
Actuarial (Gain)/Losses on obligation	1,509,237	436,147
Benefits Paid	(1,185,798)	(548,341)
Curtailment Cost	-	-
Past Service Cost	-	-
PVO at the beginning of the year	5,298,601	4,588,933
PVO at the end of the year	6,569,849	5,298,601



(Amount in Rs.)

31.03.2017
31.03.2016
2 Changes in Fair Value of Plan Assets:

Expected return on Plan Assets	342,633	353,248
Contribution by Employer	1,530,151	134,348
Benefit Paid	(1,185,798)	(548,341)
Actuarial Gain / (Loss) on Plan Assets	414,107	(71,941)
Fair Value of Plan Assets at the beginning of the Year	4,282,914	4,415,600
Fair Value of Plan Assets at the end of the Year	5,384,007	4,282,914

3 Reconciliation of PVO and fair value of plan assets:

PVO as at year end	6,569,849	5,298,601
Fair value of plan assets as at year end	5,384,007	4,282,914
Funded status [Surplus/(Deficit)]	(1,185,842)	(1,015,687)
Unrecognized actuarial gain/(loss)	-	-
Net assets/ (liability) as at year end	(1,185,842)	(1,015,687)

4 Net cost for the year:

Current Service Cost	606,646	476,681
Curtailment Cost	-	-
Past Service Cost	-	-
Interest Cost	341,163	345,181
Expected return on Plan Assets	(342,633)	(353,248)
Net Actuarial Gain / Losses	1,095,130	508,088
Settlement Cost	-	-
Net Cost for the year	1,700,306	976,702

5 Assumptions used in accounting for the gratuity plan:

Mortality Table	IALM 2006-08 ULT.	
Superannuation Age (Yrs.)	58	58
Early Retirement & Disablement	10 PER THOUSAND P.A.	
Discount Rate (%)	7.25	8
Salary Escalation Rate (%)	6	5
Return on Asset (%)	8	8
Remaining Working Life (Yrs.)	19	19
Formula Used	PROJECTED UNIT CREDIT METHOD	

36 PROPOSED DIVIDEND

The Board of Directors have proposed equity dividend of Rs. 2.00 (Previous Year Rs. 2.20) per equity share of Rs. 10 each. Dividend on 15,00,000 Equity Shares allotted on 31st March, 2017 has been recommended on pro-rata basis @ Rs. 0.005 per Equity Share. The aggregate amount of equity dividend proposed to be distributed is Rs. 1,20,44,792/- (Previous Year Rs. 1,32,39,342) including Dividend distribution tax of Rs. 20,37,292/- (Previous Year Rs. 22,39,342).

37 PREVIOUS YEAR FIGURES

Previous year figures are regrouped, rearranged and recast wherever required to make them comparable with those of year under review.

38 Notes 1 to 37 form an integral part of the financial statements.

As Per our Report Attached
For Darji & Associates
Chartered Accountants
(FRN 116519W)

CA. L.B.Darji
Partner
MRN 030992

Place : V.V.Nagar
Date : 29th May, 2017

For and on behalf of the Board

Mr. Himanshu Patel

Mr. Aalap Patel

Mr. Bipin Thakkar

Ms Dhvani Shah

**Chairperson &
Managing Director**

Director

C.F.O

Company Secretary

Place : V. U. Nagar
Date : 29th May, 2017

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ATTENDANCE SLIP

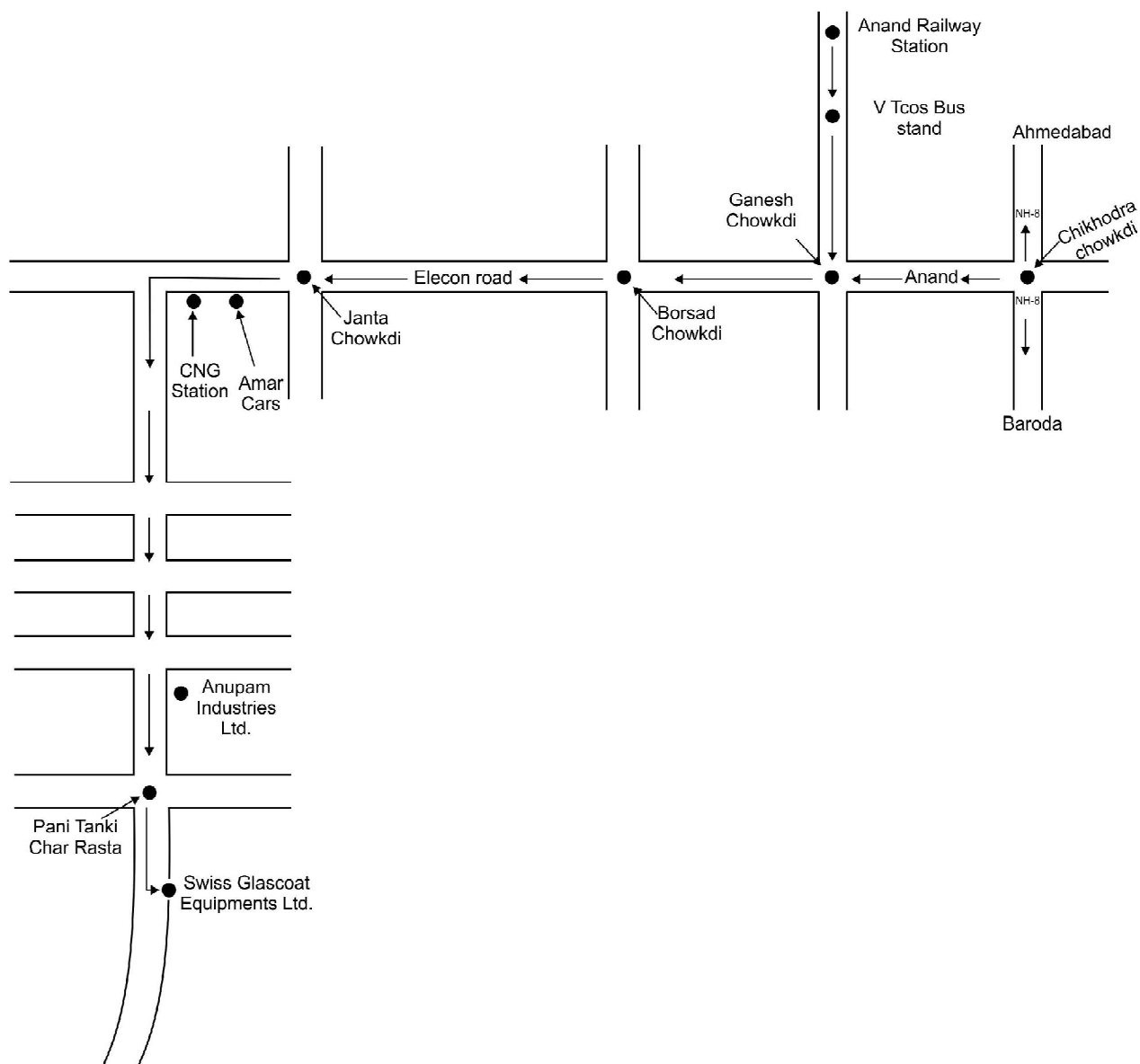
Please complete attendance slip and hand it over at the entrance of the Meeting hall. Joint shareholders may obtain additional slip on request.

Attendance by (Please tick appropriate box) <input type="checkbox"/> Member / Shareholder <input type="checkbox"/> Proxy <input type="checkbox"/> Authorised Representative	Name of Shareholder (S) Address : Folio no. /DP ID-Client ID No. of Shares hold :
--	--

I/ We hereby record my presence at the 26th Annual General Meeting of the Company held on 28th August, 2017 at 02.30 pm at its Registered Office of the Company.

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ROUTE MAP OF THE AGM VENUE



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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 & Address of the Shareholder: (In BLOCK Letters)	
E-mail Id:	Registered Folio No.:
No. of Shares Held:	DPID & Client ID:

I/ We _____ being Member/ Members of Swiss Glascoat Equipments Limited, hereby appoint-

1.	Name:	
	Registered address:	
	E-mail Id:	
	Signature	

or failing him

2.	Name:	
	Registered address:	
	E-mail Id:	
	Signature	

or failing him

3.	Name:	
	Registered address:	
	E-mail Id:	
	Signature	

as my/ our Proxy to vote (on a poll) for me/ us and on my/ our behalf at 26th Annual General Meeting to be held on 28th August, 2017 at 02.30 pm at its Registered Office and at any adjournment thereof in respect of all resolutions proposed to be passed therein as under:

Resolution No.	Resolution Details	I assent to the resolution	I dissent from the resolution
ORDINARY BUSINESS:			
1.	Adoption of Financial Statements for the year 2016-17, together with the Reports of the Auditor and the Board thereon.		
2.	Declaration of Dividend on Equity Shares for the year 2016-17.		
3.	Appointment of Director in place of Mr.. Sudarshan Amin (DIN 01828862), Director, who retires by rotation and being eligible, has offered himself for reappointment.		
4.	Appointment of the Statutory Auditors including authorization to the Board of Directors for fixing their remuneration.		
SPECIAL BUSINESS:			
5.	Appointment of Mr. Himanshu Patel (DIN 00202312) as the Director of the Company.		
6.	Appointment of Mr. Himanshu Patel (DIN 00202312) as the Managing Director of the Company.		
7.	Appointment of Mr. Aalap Patel (DIN 06858672) as the Director of the Company.		
8.	Appointment of Mr. Aalap Patel (DIN 06858672) as the Executive Director (Technical) of the Company.		
9.	Appointment of Mr. Nilesh Patel (DIN 0141873) as the Director of the Company.		
10.	Appointment of Mr. Harsh Patel (DIN 0141863) as the Director of the Company.		
11.	Appointment of Ms. Vijayanti Punjabi (DIN 07651296) as the Independent Director of the Company.		



12.	Appointment of Mr. Mahesh Kabutarwala (DIN 00110317) as the Independent Director of the Company.		
13.	Appointment of Mr. Yatish Parekh (DIN 00168488) as the Independent Director of the Company.		
14.	Appointment of Mr. Sandeep Randery (DIN 07663581) as the Independent Director of the Company.		
15.	Re-classification of Promoter and Promoter Group.		
16.	Acceptance of Deposits from Members under Section 73 of the Companies Act, 2013.		
17.	Amendment of Memorandum of Association as per the Companies Act, 2013		
18.	Adoption of New Set of Articles of Association as per the Companies Act, 2013		

Signed this _____ day of _____, 2017

Signature of the shareholder _____

Affix One
Rupee
Revenue
Stamp

Notes:

- (a) The Proxy must be lodged at the Regd. Office of the Company mentioned as above, not less than 48 hours before the time of the Annual General Meeting.
- (b) The Proxy need not be a Member of the Company.
- (c) In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint-holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- (d) This form of proxy confers authority to demand or join in demanding a poll.
- (e) The submission by a Member of this form of proxy will not preclude such Member from attending in person and voting at the Meeting.

For Office Use

Proxy No.: _____

Date of Receipt: _____



**SWISS
GLASCOAT**
EQUIPMENTS LIMITED

Regd. Office : H-106, Phase IV, G.I.D.C.,
Vitthal Udyognagar - 388 121
Dist. Anand, Gujarat, INDIA

