

Ref: BBY/CS/001/32/20

September 08, 2020

**The BSE Limited**

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

**Sub: Notice of 29<sup>th</sup> Annual General Meeting (“AGM”)**

- Ref: 1. Regulation 30(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”)**  
**2. Scrip Code: 515147**

Dear Sir(s)/Madam(s),

In continuation to our letter dated August 27, 2020, pursuant to regulation 30(6) of SEBI Listing Regulations, we hereby submit Notice of 29<sup>th</sup> AGM of the Company. A copy of Annual Report 2019-20 along with the Notice of 29<sup>th</sup> AGM has been sent to all the shareholders through electronic mode whose e-mail id's are registered with the Company. The Notice of 29<sup>th</sup> AGM and Annual Report 2019-20 are also available on the website of the Company i.e. [www.haldynglass.com](http://www.haldynglass.com).

You are requested to kindly take the same on your records.

Thanking you,  
Yours faithfully

**FOR HALDYN GLASS LIMITED**



**DHRUV MEHTA**  
**COMPANY SECRETARY & COMPLIANCE OFFICER**  
**ACS-46874**



Encl: As above

# **NOTICE**

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

Nurturing Nature

**Wednesday, September 30, 2020**

**at 11.30 a.m.**

through Video Conferencing [VC] / Other Audio Visual Means [OAVM]





## NOTICE

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

**NOTICE** is hereby given that the 29<sup>th</sup> Annual General Meeting ["AGM"] of the Members of Haldyn Glass Limited will be held on Wednesday, September 30, 2020 at 11.30 a.m. through **Video Conferencing ["VC"]/ Other Audio Visual Means ["OAVM"]**, to transact the following business:

#### ORDINARY BUSINESS

1. To consider and adopt [a] the Audited Financial Statements of the Company for the financial year ended March 31, 2020 and the Reports of the Board of Directors and Auditors thereon; and [b] the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 and the Report of the Auditors thereon and, in this regard, to pass the following resolutions as an Ordinary Resolutions:

- a) **"RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended March 31, 2020 and the Reports of the Board of Directors and Auditors thereon, laid before this Meeting, be and are hereby considered and adopted."
- b) **"RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 and the Report of the Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. To declare a dividend of 60% i.e. ₹ 0.60 [sixty paise only] per Equity Share of ₹ 1.00 [one rupee] each for the financial year ended March 31, 2020 and in this regard, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** a dividend at the rate of 60% i.e. ₹ 0.60 [sixty paise only] per Equity Share of ₹ 1.00 [one rupee] each, fully paid of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2020 and the same be paid out of the profits of the Company for the financial year ended March 31, 2020."

3. To appoint a Director in place of Mr. N. D. Shetty [DIN: 00025868], having age 80 years, who retires by rotation and being eligible, offers himself for re-appointment.

4. **Re-appointment of M/s. Mukund M. Chitale & Co., Chartered Accountants, as Statutory Auditors of the Company for a period of 2 [two] years:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies [Audit and Auditors] Rules, 2014 [including any statutory modification[s] or re-enactment thereof for the time being in force], M/s. Mukund M. Chitale & Co., Chartered Accountants, having Firm Registration No. 106655W, the retiring Auditors of the Company, be and is hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this 29<sup>th</sup> Annual General Meeting till the conclusion of the 31<sup>st</sup> Annual General Meeting of the Company to be held in the year 2022, on such remuneration plus applicable taxes and reimbursement of travelling and out of pocket expenses incurred for the purpose of audit, as may be mutually agreed between the Board of Directors and the Statutory Auditors.

**RESOLVED FURTHER THAT** the consent of the members of the Company be and is hereby accorded to the Board of Directors to do all such acts, deeds, matters and things to take all such steps as may be required in this connection to give effect to this resolution and to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

## SPECIAL BUSINESS

### 5. Appointment of Mr. Brijbhushan Gupta [DIN: 08689488] as Director of the Company:

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

**“RESOLVED THAT** pursuant to Article 127 of the Articles of Association of the Company and the provisions of Section 152 and 161 of the Companies Act, 2013 read with Rules made there under [including any statutory modification[s] or re-enactment thereof for the time being in force] Mr. Brijbhushan Gupta [DIN: 08689488], who was appointed as an Additional Director of the Company by the Board in its Meeting held on February 13, 2020 and who holds the office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.”

### 6. Appointment of Mr. Brijbhushan Gupta [DIN: 08689488] as Whole-time Director of the Company for a period of 3 [three] years:

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

**“RESOLVED THAT** pursuant to the provisions of sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies [Appointment and Remuneration of Managerial Personnel] Rules, 2014 [including any statutory modification[s] or re-enactment[s] thereof, for the time being in force] and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on February 13, 2020 and subject to the approval of any regulatory authorities, if any, the consent of the members of the Company be and is hereby accorded to appoint Mr. Brijbhushan Gupta [DIN: 08689488], having age 49 years, as Whole-time Director of the Company for a period of 3 [three] years with effect from February 13, 2020 [i.e. upto and including February 12, 2023], his period of office being subject to liable to retire by rotation, on a remuneration not exceeding ₹ 06.00 lakhs per month.

**RESOLVED FURTHER THAT** the consent of the members of the Company be and is hereby accorded to the Board of Directors [hereinafter referred to as “the Board” which term shall include Nomination and Remuneration Committee of the Board] to revise the remuneration payable to the Whole-time Director [hereinafter referred to as “Appointee”] within the above mentioned limit of salary.

**RESOLVED FURTHER THAT** the perquisites [including allowances] payable to the appointee be as follows:

1. In addition to salary, an appointee shall also be entitled to perquisites which would include furnished accommodation or house rent allowance in lieu thereof, medical reimbursement and leave travel concession for self and family, use of Company car, medical and personal accidental insurance and other benefits, amenities and facilities.

The value of the Perquisites will be evaluated as per Income-tax Rules, 1962 wherever applicable, and at actual cost in the absence of any such Rule.

2. Contribution to Provident Fund, Superannuation Fund, Annuity Fund and Gratuity shall not be included in the computation of ceiling on remuneration to the extent these, either singly or put together, are not taxable under the Income-tax Act, 1961.
3. Encashment of earned leave at the end of the tenure as per rules of the Company shall not be included in the computation of ceiling on remuneration.
4. Provision of car for use on Company’s business, telephone and other communication facilities at residence will not be considered as perquisites.

#### **Commission:**

In addition to the salary and perquisites, an appointee shall be entitled to Commission, based on the net profits of the Company in any financial year not exceeding 1% [one percent] of net profits as the Nomination and Remuneration Committee shall determine having regard to the performance of the Company.



Provided that the remuneration payable to an appointee [including salary, perquisites and benefits and amenities] does not exceed the limits laid down in section 197 read with Schedule V of the Companies Act, 2013, computed in the manner laid down in section 198 of the Act, except with the approval of Members of the Company.

**RESOLVED FURTHER THAT** where in any financial year during the currency of the tenure of an appointee, the Company has no profits or its profits are inadequate, the Company may pay to an appointee the above remuneration as the minimum remuneration for a period not exceeding 3 [three] years from the date of appointment subject to receipt of approvals, if any, required.

**RESOLVED FURTHER THAT** the consent of the members of the Company be and is hereby accorded to the Board of Directors to do all such acts, deeds, matters and things to take all such steps as may be required in this connection to give effect to this resolution and to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

**7. Re-appointment of Mr. N. D. Shetty [DIN: 00025868] as Executive Chairman of the Company for a period of 3 [three] years:**

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

**"RESOLVED THAT** pursuant to the provisions of sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies [Appointment and Remuneration of Managerial Personnel] Rules, 2014 [including any statutory modification[s] or re-enactment[s] thereof, for the time being in force] and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on June 29, 2020 and subject to the approval of any regulatory authorities, if any, the consent of the members of the Company be and is hereby accorded to re-appoint Mr. N. D. Shetty [DIN: 00025868], having age 80 years, as Executive Chairman of the Company for a period of 3 [three] years with effect from August 16, 2020 [i.e. upto and including August 15, 2023], his period of office being subject to liable to retire by rotation, on a remuneration of ₹ 14.00 Lakhs per month in the scale of ₹ 14.00 Lakhs to ₹ 17.00 Lakhs per month.

**RESOLVED FURTHER THAT** the consent of the members of the Company be and is hereby accorded to the Board of Directors [hereinafter referred to as "the Board" which term shall include Nomination and Remuneration Committee of the Board] to revise the remuneration payable to the Executive Chairman [hereinafter referred to as "Appointee"] within the above mentioned scale of salary.

**RESOLVED FURTHER THAT** the perquisites [including allowances] and commission payable to the appointee be as follows:

**Perquisites:**

1. In addition to salary, an appointee shall also be entitled to perquisites which would include furnished accommodation or house rent allowance in lieu thereof, gas, electricity, water, furnishings, medical reimbursement, and leave travel concession for self and family, club fees, use of Company car, medical and personal accidental insurance and other benefits, amenities and facilities.

The value of the Perquisites will be evaluated as per Income-tax Rules, 1962 wherever applicable, and at actual cost in the absence of any such Rule.

2. Contribution to Provident Fund, Superannuation Fund, Annuity Fund and Gratuity shall not be included in the computation of ceiling on remuneration to the extent these, either singly or put together, are not taxable under the Income-tax Act, 1961.
3. Encashment of earned leave at the end of the tenure as per Rules of the Company shall not be included in the computation of ceiling on remuneration.
4. Provision of car for use on Company's business, telephone and other communication facilities at residence will not be considered as perquisites.

**Commission:**

In addition to the salary and perquisites, an appointee shall be entitled to Commission, based on the net profits of the Company in any financial year not exceeding 1% [one percent] of net profits as the Nomination and Remuneration Committee shall determine having regard to the performance of the Company.

Provided that the remuneration payable to an appointee [including salary, perquisites, Commission and benefits and amenities] does not exceed the limits laid down in section 197 read with Schedule V of the Companies Act, 2013, computed in the manner laid down in section 198 of the Act, except with the approval of Members of the Company.

**RESOLVED FURTHER THAT** where in any financial year during the currency of the tenure of an appointee, the Company has no profits or its profits are inadequate, the Company may pay to an appointee the above remuneration as the minimum remuneration for a period not exceeding 3 [three] years from the date of appointment subject to receipt of approvals, if any, required.

**RESOLVED FURTHER THAT** the consent of the members of the Company be and is hereby accorded to the Board of Directors to do all such acts, deeds, matters and things to take all such steps as may be required in this connection to give effect to this resolution and to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

**8. Re-appointment of Mr. T. N. Shetty [DIN: 00587108] as Managing Director of the Company for a period of 3 [three] years:**

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

**"RESOLVED THAT** pursuant to the provisions of sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies [Appointment and Remuneration of Managerial Personnel] Rules, 2014 [including any statutory modification[s] or re-enactment[s] thereof, for the time being in force] and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on June 29, 2020 and subject to the approval of any regulatory authorities, if any, the consent of the members of the Company be and is hereby accorded to re-appoint Mr. T. N. Shetty [DIN: 00587108], having age 46 years, as Managing Director of the Company for a period of 3 [three] years with effect from August 16, 2020 [i.e. upto and including August 15, 2023], his period of office not liable to retire by rotation, on a remuneration of ₹ 17.00 Lakhs per month in the scale of ₹ 17.00 Lakhs to ₹ 20.00 Lakhs per month.

**RESOLVED FURTHER THAT** the consent of the members of the Company be and is hereby accorded to the Board of Directors [hereinafter referred to as "the Board" which term shall include Nomination and Remuneration Committee of the Board] to revise the remuneration payable to the Managing Director [hereinafter referred to as "Appointee"] within the above mentioned scale of salary.

**RESOLVED FURTHER THAT** the perquisites [including allowances] and commission payable to the appointee be as follows:

**Perquisites:**

1. In addition to salary, an appointee shall also be entitled to perquisites which would include furnished accommodation or house rent allowance in lieu thereof, gas, electricity, water, furnishings, medical reimbursement, and leave travel concession for self and family, club fees, use of Company car, medical and personal accidental insurance and other benefits, amenities and facilities.

The value of the Perquisites will be evaluated as per Income-tax Rules, 1962 wherever applicable, and at actual cost in the absence of any such Rule.

2. Contribution to Provident Fund, Superannuation Fund, Annuity Fund and Gratuity shall not be included in the computation of ceiling on remuneration to the extent these, either singly or put together, are not taxable under the Income-tax Act, 1961.



3. Encashment of earned leave at the end of the tenure as per Rules of the Company shall not be included in the computation of ceiling on remuneration.
4. Provision of car for use on Company's business, telephone and other communication facilities at residence will not be considered as perquisites.

**Commission:**

In addition to the salary and perquisites, an appointee shall be entitled to Commission, based on the net profits of the Company in any financial year not exceeding 1% [one percent] of net profits as the Nomination and Remuneration Committee shall determine having regard to the performance of the Company.

Provided that the remuneration payable to an appointee [including salary, perquisites, Commission and benefits and amenities] does not exceed the limits laid down in section 197 read with Schedule V of the Companies Act, 2013, computed in the manner laid down in section 198 of the Act, except with the approval of Members of the Company.

**RESOLVED FURTHER THAT** where in any financial year during the currency of the tenure of an appointee, the Company has no profits or its profits are inadequate, the Company may pay to an appointee the above remuneration as the minimum remuneration for a period not exceeding 3 [three] years from the date of appointment subject to receipt of approvals, if any, required.

**RESOLVED FURTHER THAT** the consent of the members of the Company be and is hereby accorded to the Board of Directors to do all such acts, deeds, matters and things to take all such steps as may be required in this connection to give effect to this resolution and to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

By Order of the Board  
**Dhruv Mehta**  
 Company Secretary  
 ACS No. 46874

Place : Mumbai  
 Date : August 27, 2020

**Registered Office:**

**Haldyn Glass Ltd.**

CIN: L51909GJ1991PLC015522

Village Gavasad, Taluka Padra  
 Dist. Vadodara 391430, Gujarat  
 Email: baroda@haldyn.com  
 Web: www.haldynglass.com

**NOTES :**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ["MCA"] has vide its circular dated May 5, 2020 read with circulars dated April 08, 2020 and April 13, 2020 and the SEBI has vide its circular dated May 12, 2018 [collectively referred as "MCA and SEBI Circulars"] permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ["The Act"], SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015 ["LODR"] and the MCA and SEBI Circulars, the 29<sup>th</sup> AGM of the Company is being held through VC / OAVM. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice. The deemed venue for the AGM shall be the Registered Office of the Company.
2. The Explanatory Statement pursuant to Section 102 of the Act, in respect of the business as set out in items no. 5 to 8 of the notice is annexed hereto.

Additional information, pursuant to the LODR with respect to re-appointment of the Statutory Auditors of the Company, as proposed under Item No. 4 of this Notice under Ordinary Business, is also provided in the Explanatory Statement.

3. The relevant details as required under Regulation 36[3] of the LODR and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM are also annexed to this notice.
4. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
5. In pursuance of Section 112 and 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-voting, for participation in the 29<sup>th</sup> AGM through VC / OAVM facility and e-voting during the 29<sup>th</sup> AGM. However, corporate Members intending to appoint their authorized representatives to attend the meeting are requested to send a certified scan copy of the relevant board resolution together with the specimen signature[s] of the representative[s] who are authorized to attend the AGM through VC / OAVM and participate there at and cast their votes through e-voting to the Company at [cosec.haldyn.com](http://cosec.haldyn.com)
6. Pursuant to provisions of Section 108 of the Act read with Rule 20 of the Companies [Management and Administration] Rules, 2014, as amended from time to time, Secretarial Standard on General Meetings ["SS-2"] issued by the Institute of Company Secretaries of India ["ICSI"] and Regulation 44 of the LODR and the MCA circulars, the Company is providing remote e-voting facility to its Members in respect of the business to be transacted at the 29<sup>th</sup> AGM and facility for those Members participating in the 29<sup>th</sup> AGM to cast vote through e-voting system during the 29<sup>th</sup> AGM through Central Depository Services [India] Limited ["CDSL"]. The communication relating to remote e-voting containing details about User ID and Password, instructions and other information relating thereto is given in this Notice.
7. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on 'first come first serve' basis. This will not include large Shareholders [Shareholders holding 2% or more equity shares], Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee and also the Auditors etc. who are allowed to attend the AGM without restriction on account of 'first come first serve' basis.
8. The recorded transcript of the AGM shall also be made available on the website of the Company at [www.haldynglass.com](http://www.haldynglass.com) as soon as possible after the meeting is over.
9. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. As per the MCA General Circular 20/2020 dated May 05, 2020, the Annual Report will be sent through electronic mode to only those Members whose email IDs are registered with the Registrar and Share Transfer Agent – Universal Capital Securities Private Limited ["RTA"] of the Company/ Depository Participant[s]. Members who have not registered their e-mail IDs are requested to refer to Note No. 27[b] of e-voting instructions i.e. procedure for obtaining the Login credentials for remote e-voting.
11. We urge Members to support our commitment to environmental protection by choosing to receive the Company's communication through e-mail. Members holding shares in dematerialised form, who have not registered their e-mail addresses are requested to register their e-mail addresses with their respective Depository Participants and Members holding shares in physical form are requested to update their e-mail addresses with our RTA at [info@unisec.in](mailto:info@unisec.in) for receiving all communication, including Annual Report, Notices, Circulars, etc. from the Company electronically.
12. In line with the MCA Circular No. 20/2020 dated May 05, 2020, the Notice calling the AGM will be placed on the website of the Company at [www.haldyn.com](http://www.haldyn.com). The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and from the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).





13. The Register of Members and the Share Transfer books of the Company will remain closed from Thursday, September 24, 2020 to Wednesday, September 30, 2020 [both days inclusive] in terms of the provisions of Section 91 of the Act and as per the provisions of Regulation 42 of LODR, for annual closing.
14. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection in electronic mode and the same may be accessed upon during the AGM on the website of the CDSL at [www.evotingindia.com](http://www.evotingindia.com)
15. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company at least eight days prior to the date of AGM at [cosec@haldyn.com](mailto:cosec@haldyn.com). The same will be replied by the Company suitably.
16. Subject to the approval of the Members at the AGM, the dividend will be paid on or after October 10, 2020 to the Members whose names appear on the Company's Register of Members as on Wednesday, September 23, 2020 ["Record Date"] and in respect of the shares held in dematerialised mode, to the Members whose names are furnished by National Securities Depository Limited and Central Depository Services [India] Limited as beneficial owners as on that date.  
  
Payment of dividend shall be made through electronic mode to the Shareholders who have updated their bank account details. Dividend warrants / demand drafts will be despatched to the registered address of the shareholders who have not updated their bank account details.
17. Under the system of payment of dividend through NECS, the shareholders get the credit of dividend directly in their designated bank account. This ensures direct and immediate credit with no chance of loss of warrant in transit or its fraudulent encashment. Shareholders holding shares in physical form and desirous of availing NECS facility are requested to furnish particulars of their bank account [including 9 digit MICR code] to the Company's RTA and in respect of shares held in demat [electronic] form such particulars should be furnished to respective Depository Participants.
18. SEBI has amended Regulation 40 of LODR, pursuant to which securities can be transferred only in dematerialized form. However, it is clarified that members can continue holding shares in physical form. Transfer of securities in demat form will facilitate convenience and ensure safety of transactions for investors. Members holding shares in physical form are requested to convert their holding[s] to dematerialized form to eliminate all risk associated with physical shares.
19. Members holding shares in physical mode:
  - a] are requested to submit their Permanent Account Number [PAN] and bank account details to the Company/ RTA, if not registered with the Company as mandated by SEBI.
  - b] are requested to intimate any change in address or bank mandates to the Company/ RTA.
20. Members holding shares in electronic mode:
  - a] are requested to submit their Permanent Account Number [PAN] and bank account details to their respective Depository Participants [DP] with whom they are maintaining their demat accounts.
  - b] are requested to intimate any change in address or bank mandates to their respective DP's.
21. Non- Resident Indian members are requested to inform RTA, immediately of:
  - a] Change in their residential status on return to India for permanent settlement.
  - b] Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
22. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio.

A consolidated share certificate will be issued to such Members after making requisite changes.

23. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of the shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source ["TDS"] from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ["the IT Act"]. In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the RTA by sending e-mail at [info@uniseq.in](mailto:info@uniseq.in) and [cosec@haldyn.com](mailto:cosec@haldyn.com). The Company has sent individual communication in this regard to all shareholders whose dividend amount exceed ₹ 5,000/- as on June 30, 2020, on July 18, 2020. Members may also refer to the corporate announcement on BSE Limited - "Communication to Shareholders– Intimation on Tax Deduction on Dividend" for detailed information.
24. The company has transferred the unpaid or unclaimed dividends declared up to financial year 2011-12, from time to time, to the Investor Education and Protection Fund [IEPF] established by the Central Government. Dividend for the financial year 2012-13 and thereafter, which remain unpaid or unclaimed for a period of 7 years from the date they became due for payment will be transferred by the Company to IEPF. Members who have not so far encashed dividend warrant[s] / dividend draft[s] for the year ended 2012-13 are requested to seek issue of duplicate warrant[s] / fresh dividend draft[s] by writing to the Company's RTA immediately. The Company has uploaded the details of unpaid and unclaimed dividends lying with the Company as on September 06, 2019 [date of the previous AGM] on the website of the Company and the said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: [www.iepf.gov.in](http://www.iepf.gov.in)
25. Adhering to the various requirements set out in the Investor Education and Protection Fund Authority [Accounting, Audit, Transfer and Refund] Rules, 2016, as amended, the Company has, during the financial year 2019-20, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer, i.e. November 04, 2019. Details of shares transferred to the IEPF Authority are available on the website of the Company and the said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: [www.iepf.gov.in](http://www.iepf.gov.in).
26. Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/investors are advised to visit the web link: <http://iepf.gov.in/IEPFA/refund.html> or contact RTA for lodging claim for refund of shares and / or dividend from the IEPF Authority.
27. **THE INFORMATION AND INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**
- a. Instructions for members for Remote e-voting are as under: -**
- [i] The remote e-voting period commences on Saturday, September 26, 2020 [09.00 a.m.] and ends on Tuesday, September 29, 2020 [05.00 p.m.]. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date [record date] Wednesday, September 23, 2020, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.
  - [ii] Shareholders who have already voted through remote e-voting prior to the meeting date would not be entitled to vote at the meeting.
  - [iii] The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - [iv] Click on "Shareholders" module.
  - [v] Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- OR
- Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com>.



[com](#) from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-voting** option and proceed directly to cast your vote electronically.

- [vi] Next enter the Image Verification as displayed and Click on Login.
- [vii] If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- [viii] If you are a first time user follow the steps given below:

<b>For Shareholders holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 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"> <li>▪ Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
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 your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>▪ If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction [v].</li> </ul>

- [ix] After entering these details appropriately, click on "SUBMIT" tab.
- [x] Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- [xi] For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- [xii] Click on the EVSN of Haldyn Glass Limited.
- [xiii] On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- [xiv] Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- [xv] After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- [xvi] Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- [xvii] You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- [xviii] If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- [xix] Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Sto₹ Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**b. PROCESS FOR THOSE MEMBERS WHOSE E-MAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate [front and back], PAN [self-attested scanned copy of PAN card], AADHAR [self-attested scanned copy of Aadhar Card] by email to RTA at [info@unisec.in](mailto:info@unisec.in)
2. For Demat shareholders - please provide Demat account details [CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID], Name, client master or copy of Consolidated Account statement, PAN [self-attested scanned copy of PAN card], AADHAR [self-attested scanned copy of Aadhar Card] to RTA at [info@unisec.in](mailto:info@unisec.in)

**c. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

- [i] Members will be provided with a facility to attend the 29<sup>th</sup> AGM through VC / OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders / members login by using the remote e-voting credentials. The link for VC / OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- [ii] Members are encouraged to join the Meeting through Laptops / IPads for better experience.
- [iii] Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- [iv] Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or Lan connection to mitigate any kind of aforesaid glitches.
- [v] Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cosec@haldyn.com](mailto:cosec@haldyn.com). The Members who do not wish to speak during the AGM but have queries may send their queries in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cosec@haldyn.com](mailto:cosec@haldyn.com). These queries will be replied by the company suitably by email.
- [vi] Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**d. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:**

- [i] The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- [ii] Only those Members, who are present in the AGM through VC / OAVM facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
- [iii] If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC / OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- [iv] Shareholders who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.



**e. 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](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account[s] for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney [POA] which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non-Individual Members are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz [cosec@haldyn.com](mailto:cosec@haldyn.com) and [csdoshiac@gmail.com](mailto:csdoshiac@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions [“FAQs”] and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder [022-23058738] or Mr. Mehboob Lakhani [022-23058543] or Mr. Rakesh Dalvi [022-23058542].

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, [CDSL] Central Depository Services [India] Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel [East], Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

28. Mr. Ashish C. Doshi, Partner of SPANJ & ASSOCIATES, Company Secretaries, have been appointed as the scrutinizer to scrutinize the voting process [both remote e-voting and voting through electronic means at AGM] in a fair and transparent manner.
29. The Scrutinizer, after scrutinizing the votes cast through remote e-voting and through electronic means at the AGM, will not later than three days of the conclusion of the meeting, make a consolidated Scrutiniser’s Report and submit the same to the Chairman or the Company Secretary. The results declared along with the consolidated Scrutiniser’s Report shall be placed on the website of the Company i.e [www.haldynglass.com](http://www.haldynglass.com) after the declaration of results. The results shall also be simultaneously communicated to the stock Exchanges.
30. Subject to receipt of the requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the meeting, i.e. September 30, 2020.

## EXPLANATORY STATEMENT

Pursuant to Section 102[1] of the Act

### Item No. 4

The members of the Company at the 24<sup>th</sup> AGM held on September 29, 2015, had approved the appointment of M/s. Mukund M. Chitale & Co., Chartered Accountants, as Statutory Auditors of the Company for a period of 5 [five] years from the conclusion of the said AGM. Accordingly, M/s. Mukund M. Chitale & Co., Chartered Accountants will complete their present term on conclusion of this 29<sup>th</sup> AGM in terms of the said approval and Section 139 of the Act read with relevant rules.

On the recommendation of the Audit Committee, the Board of Directors at its Meeting held on June 29, 2020, recommended for the approval of the Members, the re-appointment of M/s. Mukund M. Chitale & Co., Chartered Accountants, having Firm Registration No. 106655W, as Statutory Auditors of the Company for a period of 2 [two] years, from the conclusion of this AGM till the conclusion of the 31<sup>st</sup> AGM.

The Committee considered various parameters like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc., and found M/s. Mukund M. Chitale & Co., Chartered Accountants, to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

M/s. Mukund M. Chitale & Co., Chartered Accountants, have given their consent to act as Statutory Auditors of the Company and have confirmed that the said re-appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act. They have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, are interested in the proposed resolution as set out in Item No. 4 of the notice.

The Board recommends the Ordinary Resolution as set out in item No. 4 of the notice for approval by the Members.

### Item No. 5 and 6

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, has appointed Mr. Brijbhushan Gupta [DIN: 08689488] on February 13, 2020, as an Additional Director [Executive] on the Board of Directors of the Company, in terms of Article 127 of the Articles of Association of the Company and Section 161 of the Act.

The Board at its aforesaid meeting also recommended for the approval of the member, an appointment of Mr. Brijbhushan Gupta [DIN: 08689488] as Whole-time Director of the Company, liable to retire by rotation, for a period of 3 [three] years in terms of section 196, 197, 198 and 203 read with Schedule V of the Act or any amendment thereto or modification thereof, on a remuneration not exceeding ₹ 06.00 Lakhs per month and other terms and conditions as set out in the resolution of item no. 6 of the notice.

The Company has received the necessary consent along with other relevant disclosures as required under the Act and the LODR with regard to the said appointment from Mr. Brijbhushan Gupta.

### Brief profile of Mr. Brijbhushan Gupta:

Mr. Brijbhushan Gupta He is a seasoned professional and electronics graduate with over 27 years of rich experience in managing Engg. Management, Maintenance & Planning, Project Management, Erection / Commissioning, Turnaround Management, Process Quality Assurance / Compliance, Cost Management in the Glass Industry. He also has expertise in maintaining streamlined functioning of plant operations & enhancing operational efficiencies. He has adequate knowledge on parts quality, product quality, quality system establishment, problem solving techniques and quality of supplier parts. He is associated with the Company as Vice President [Operations] and heading the plant operations of the Company. The Board considers that the association of Mr. Brijbhushan Gupta with vast experience in glass industry will help the Company to decide future business strategies for growth of the Company which would benefit the Company.



In the opinion of the Board, Mr. Brijbhushan Gupta fulfils all the conditions set out in Part-I of Schedule V to the Act and also conditions set out under sub – section [3] of Section 196 of the Act and is eligible for appointment and the said appointment is in the interest of the Company.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, except Mr. Brijbhushan Gupta, is in any way, interested or concerned in this resolution. He holds 100 shares in the Company.

The Board recommends the resolutions as set out in item No. 5 and 6 of the notice for approval of the members with requisite majority.

#### **Item No.7**

The members of the Company at the 26<sup>th</sup> AGM held on September 27, 2017, had approved the appointment of Mr. N. D. Shetty [DIN: 00025868] as Executive Chairman of the Company for a period of 3 [three] years w.e.f. August 16, 2017 on a remuneration of ₹ 12.00 Lakhs per month in the scale of ₹ 12.00 Lakhs to ₹ 15.00 Lakhs per month. Accordingly, the said term of Mr. N. D. Shetty [DIN: 00025868] as Executive Chairman got completed on August 15, 2020 in terms of the said approval.

During the tenure of Mr. N. D. Shetty as Executive Chairman, the Company had shown remarkable growth and progress. Also during tough time and difficulties, Mr. N. D. Shetty had through his expertise and rich experience and business insight, steered the Company into profits and *inter-alia* rewarded shareholders with dividend pay-out of 55%, 30% and 60% for the year ended March 31, 2017, March 31, 2018 and March 31, 2019 respectively. The Company has also proposed a dividend of 60% for the year ended March 31, 2020 to its Members. Having regard to, *inter-alia*, the dividend pay-outs to Members, the projected growth and profitability of the Company in future years, the greater duties and responsibilities will be required to shoulder on Mr. N. D. Shetty so as to meet challenges in highly competitive and growing packaging industry and with regard to other material factors, the Nomination and Remuneration Committee has recommended that the Remuneration payable to Mr. N. D. Shetty be suitably increased.

Accordingly, in view of the above, on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its Meeting held on June 29, 2020, recommended for the approval of the Members, the re-appointment of Mr. N. D. Shetty [DIN:00025868] as Executive Chairman of the Company for a period of 3 [three] years w.e.f. August 16, 2020, on a revised remuneration of ₹ 14.00 Lakhs per month in the scale of ₹ 14.00 Lakhs to ₹ 17.00 Lakhs per month and other terms and conditions as set out in the resolution of Item No. 7 of the notice.

The Company has received the necessary consent along with other relevant disclosures as required under the Act and the LODR with regard to the said re-appointment from Mr. N. D. Shetty.

#### **Brief profile of Mr. N. D. Shetty :**

Mr. N. D. Shetty, Executive Chairman of the Company, has a very rich experience of over five decades in the manufacture of exclusive quality glass containers. He is the core promoter and founder of the Company who had established the Company and was instrumental in its growth since inception. He is a visionary, who has been running the Company as a debt free Company for years together and has achieved the highest level of efficiency. He is an expert in the field of manufacture of glass and glass products.

He is also on the Board of “Haldyn Corporation Limited” – the Holding Company of Haldyn Glass Limited. The Board considers that the vast experience of Mr. N. D. Shetty in glass industry will help the Company to decide future business strategies for growth of the Company and would benefit the Company.

In the opinion of the Board, Mr. N. D. Shetty fulfils all the conditions set out in Part-I of Schedule V to the Act and also conditions set out under sub – section [3] of Section 196 of the Act except that he is over 70 years of age and is eligible for re-appointment, subject to the passing of Special Resolution as set out at Item no. 7.

Mr. N. D. Shetty is related to Mr. T. N. Shetty – Managing Director and Mr. Rohan Ajila – Non-Executive Non-Independent Director. He holds 763960 shares in the Company.

The Board recommends the resolution set out in Item No. 7 of the notice for approval of the members with requisite majority.

#### **Item No.8**

The members of the Company at the 26<sup>th</sup> AGM held on September 27, 2017, had approved the appointment of Mr. T. N. Shetty [DIN: 00587108] as Managing Director of the Company for a period of 3 [three] years w.e.f. August 16, 2017 on a remuneration of ₹ 15.00 lakhs per month in the scale of ₹ 15.00 lakhs to ₹ 18.00 lakhs per month. Accordingly, the said term of Mr. T. N. Shetty [DIN: 00587108] as Managing Director got completed on August 15, 2020 in terms of the said approval.

During the tenure of Mr. T. N. Shetty as Managing Director, the Company had shown remarkable growth and progress. Also during tough time and difficulties, Mr. T. N. Shetty had through his expertise and rich experience and business insight, steered the Company into profits and *inter-alia* rewarded shareholders with dividend pay-out of 55%, 30% and 60% for the year ended March 31, 2017, March 31, 2018 and March 31, 2019 respectively. The Company has also proposed a dividend of 60% for the year ended March 31, 2020 to its Members. Having regard to, *inter-alia*, the dividend pay-outs to Members, the projected growth and profitability of the Company in future years, the greater duties and responsibilities will be required to shoulder on Mr. T. N. Shetty so as to meet challenges in highly competitive and growing packaging industry and with regard to other material factors, the Nomination and Remuneration Committee has recommended that the Remuneration payable to Mr. T. N. Shetty be suitably increased.

Accordingly, in view of the above, on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its Meeting held on June 29, 2020, recommended for the approval of the Members, the re-appointment of Mr. T. N. Shetty [DIN:00587108] as Managing Director of the Company for a period of 3 [three] years w.e.f. August 16, 2020, on a revised remuneration of ₹ 17.00 lakhs per month in the scale of ₹ 17.00 lakhs to ₹ 20.00 lakhs per month and other terms and conditions as set out in the resolution of Item no. 8 of the notice.

The Company has received the necessary consent along with other relevant disclosures as required under the Act and the LODR with regard to the said re-appointment from Mr. T. N. Shetty.

#### **Brief profile of Mr. T. N. Shetty :**

Mr. T. N. Shetty, Managing Director of the Company, has a very rich experience of around two decades in the manufacturing of exclusive quality glass containers. He is a Commerce Graduate [Mumbai] and a Management Graduate [MBA] from Australian School of Management. He has had practical training and gained work experience at American Glass Technologies Inc., USA. He is a core promoter of the Company who had been taking keen interest in the management and administration of the Company and was instrumental in its growth since the last 20 years. He is a young management professional having vision to diversify into the finer and value added products segment in the glass industry. With the expert knowledge and experience of Mr. T. N. Shetty, the Company expects growth over next few years in the Indian as well as international markets. With the dedicated efforts of Mr. T. N. Shetty, the Company has been able to diversify into production of wide-mouthed jars, through Press & Blow technology. Value addition is also facilitated through the decoration facilities, consisting of modern multi-colour printing machines, recently commissioned.

He is also on the Board of "Haldyn Heinz Fine Glass Private Limited" – an Associate Company of Haldyn Glass Limited. The Board considers that the vast experience of Mr. T. N. Shetty in glass industry will help the Company to decide future business strategies for growth of the Company and would benefit the Company.

In the opinion of the Board, Mr. T. N. Shetty fulfils all the conditions set out in Part-I of Schedule V to the Act and also conditions set out under sub – section [3] of Section 196 of the Act and is eligible for re-appointment.

Mr. T. N. Shetty is related to Mr. N. D. Shetty – Executive Chairman and Mr. Rohan Ajila – Non-Executive Non-Independent Director. He holds 278600 shares in the Company.

The Board recommends the resolution set out in Item No. 8 of the notice for approval of the members with requisite majority.



Details required under regulation 36 of LODR and SS-2 with respect to Directors seeking appointment / re-appointment are given below:

Name of the Director	Mr. Bribhushan Gupta	Mr. N. D. Shetty	Mr. T. N. Shetty
Director Identification Number	08689488	00025868	00587108
Date of Birth	September 25, 1970	August 12, 1940	May 06, 1974
Age	49 years	80 Years	46 years
Qualifications	Graduate in Electronics	Intermediate	Commerce Graduate [Mumbai] Management Graduate [MBA] from Australian School of Management
Experience [including expertise in specific functional area] / Brief Resume	<p>Vast experience in managing Engg. Management, Maintenance &amp; Planning, Project Management, Erection / Commissioning, Turnaround Management, Process Quality Assurance / Compliance, Cost Management in the Glass Industries.</p> <p>He also has expertise in maintaining streamlined functioning of plant operations &amp; enhancing operational efficiencies. He has adequate knowledge on parts quality, product quality, quality system establishment, problem solving techniques and quality of supplier parts</p>	Vast experience over five decades in glass industry	<p>Vast experience over two decades in the manufacturing of exclusive quality glass containers.</p> <p>He has had practical training and gained work experience at American Glass Technologies Inc., USA.</p>
Terms and conditions of appointment/ re-appointment	As per the resolutions at item no. 5 and 6 of the notice convening this meeting read with explanatory statement thereto, Mr. Brijbhushan Gupta is proposed to be appointed as Whole-time Director of the Company for a period of 3 years with effect from February 13, 2020 to February 12, 2023.	<p>Mr. N. D. Shetty retires by rotation at this AGM and being eligible, seeks re-appointment.</p> <p>Also as per resolution at item no. 7 of the notice convening this meeting read with explanatory statement thereto, Mr. N. D. Shetty is proposed to be re-appointed as Executive Chairman of the Company for a period of 3 years with effect from August 16, 2020 to August 15, 2023.</p>	As per the resolution at item no. 8 of the notice convening this meeting read with explanatory statement thereto, Mr. T. N. Shetty is proposed to be re-appointed as Managing Director of the Company for a period of 3 years with effect from August 16, 2020 to August 15, 2023.
Date of first Appointment	February 13, 2020	April 25, 1991	October 31, 2006
Shareholding in the Company as on March 31, 2020	Holds 100 shares in the Company	Holds 763960 shares in the Company	Holds 278600 shares in the Company
Relationship between Directors inter-se and with manager and other KMPs	He is not related to any other Director, manager and other KMPs of the Company.	<p>He is related to Mr. T. N. Shetty – Managing Director and Mr. Rohan Ajila – Non-Executive Non-Independent Director of the Company.</p> <p>He is not related to manager and other KMPs of the Company.</p>	<p>He is related to Mr. N. D. Shetty – Executive Chairman and Mr. Rohan Ajila – Non-Executive Non-Independent Director of the Company.</p> <p>He is not related to manager and other KMPs of the Company.</p>



Name of the Director	Mr. Bribhushan Gupta	Mr. N. D. Shetty	Mr. T. N. Shetty
Number of meetings of the Board attended during the financial year 2019-20	N.A. [As appointed w.e.f. February 13, 2020]	All 5 Board Meetings held during the year 2019-20.	All 5 Board Meetings held during the year 2019-20.
Directorship held in other Public/Private companies	Nil	1. Haldyn Corporation Limited 2. Lotus Arts De Vivre [India] Private Limited	1. Haldyn Heinz Fine Glass Private Limited 2. Elevation Land Developers Private Limited 3. 3H Decorators Private Limited
Membership/ Chairmanship of Committees of other Public/Private Companies, if any	Nil	Nil	Nil







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



## Haldyn<sup>®</sup> Glass Limited



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**Registered Office & Works:** Village Gavasad, Taluka Padra, District Vadodara - 391 430.  
Tel.: 91-2662-242339; Fax: 91-2662-245081; E-mail: [baroda@haldyn.com](mailto:baroda@haldyn.com)

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